

Class A Member Signature Page

IN WITNESS WHEREOF, the undersigned has signed this Agreement as of the day and year first above written. By signing this Agreement the undersigned consents to, and agrees to be bound by, the provisions of the Agreement.

CLASS A MEMBER

Name:

4. During 2012, do you reasonably anticipate (a) that you will have income of more than \$200,000 or (b) you and your spouse¹ will have joint income of more than \$300,000? yes

5. Do you have the knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of various investments both public and private? yes
If so, describe the basis of your knowledge and experience: _____

6. Do you have adequate means of providing for your current needs and personal contingencies?
yes

7. Are you an employee, officer, director, investor or stockholder of any NASD broker-dealer firm? no If yes, supply name and address: _____

8. Are you aware that an investment in the securities of the Company is a high risk investment?
yes Do you presently own securities or other types of investments? yes If yes, please supply the approximate value thereof: 3m

9. If you are not an individual, did you indicate on the attached Appendix A the tests for an accredited investor which you meet? yes

10. For an investor who is not an individual, the person executing this Questionnaire represents that he or she is authorized to execute this Questionnaire and the Subscription Agreement on behalf of such entity, and that no additional permission or authorization is or will be required from any person in order to effect the purchase securities of the Company.

11. For an investor who is not an individual but qualifies as an accredited investor because it meets the tenth test on the attached Appendix A (i.e. an entity in which all of the equity owners are accredited investors), this questionnaire must be completed and executed by each equity owner.

The undersigned represents the foregoing information to be true and correct and agrees that such information may be relied upon by the Company, its managers, officers, directors and counsel in connection with any investment by the undersigned in the Company's securities.

Dated: 4/27, 2012

Signature

Brian Vickers

(Please Print Name)

managing member

(Title, if you are signing on behalf of an entity)

Exhibit B

Date: 4/27, 2012

Midway-Carolinas 2012, LLC
c/o Midway Investors
270 Lafayette Street, Suite 409
New York, New York 10012
Attention: Maria Gruber

Re: Subscription Agreement

Dear Sirs:

The undersigned (the "Subscriber") hereby subscribes for the Class A Membership Interests (the "Class A Membership Interests") of Midway-Carolinas 2012, LLC, a North Carolina limited liability company (the "Company"), set forth on the signature page of this Agreement at a purchase price of \$ 50,000. *[Instruction to Subscriber: Please fill in the amount of your subscription. Unless the Company specifically authorizes you to subscribe for a lesser amount, the amount of your subscription must be a minimum of \$100,000]* for a Class A Membership Interest in the Company, payable as set forth in Section 1(a) of this Agreement. Each holder of a Class A Membership Interest in the Company will be admitted as a Class A Member of the Company in accordance with the terms and conditions set forth in the Operating Agreement of the Company (the "Operating Agreement").

The Class A Membership Interests are being issued in connection with acquiring a 50% interest in each of two entities: (i) Hawthorne-Midway Brighton Park, LLC, a North Carolina limited liability company which will own, operate and manage a 234-unit residential apartment complex in Greenville, South Carolina; and (ii) Hawthorne-Midway Meadows, LLC, a North Carolina limited liability company which will own, operate and manage a 200-unit residential apartment complex in Kernersville, North Carolina.

The Class A Membership Interests are being offered only to accredited investors, as that term is defined in Rule 501 of the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act").

In consideration of the mutual covenants and agreements set forth herein, the Company and Subscriber hereby agree as follows:

1. (a) Subscriber hereby irrevocably agrees to purchase from the Company and the Company agrees to sell to Subscriber a Class A Membership Interest having the rights to distributions and other rights and obligations described in the Operating Agreement. Subscriber hereby commits to purchase such membership interest for the amount identified by him or her on the signature page to this Subscription Agreement. Subscriber shall tender to the Company, at the time of his subscription, the entire amount of Subscriber's subscription. Payment of such amount shall be made by check made payable to Katsky Korins LLP, as escrow agent (the "Escrow Agent") for Midway-Carolinas 2012, LLC, or by wire transfer to the Escrow Agent at the time Subscriber tenders his or her subscription documents.

(b) Subscriber acknowledges that the respective rights, obligations, restrictions and limitations of Class A Members and Class B Members of the Company are set forth in the Operating Agreement.

MIDWAY-CAROLINAS 2012, LLC
SUBSCRIPTION AGREEMENT
SIGNATURE PAGE

The Company strongly urges all investors to submit all agreements and monies no later than April 27, 2012. Please complete both copies of this Signature Page (pages B-6 and B-7) and return both copies, along with payment to: Katsky Korins LLP, c/o Midway Investors, 270 Lafayette Street, Suite 409, New York, New York 10012, Attention: Maria Gruber.

Blue Chip Capital LLC 20-3161309
Purchaser's Name - Please Print Social Security / Tax I.D. Number

329 Seabreeze Ave. 336-475-4042
Address Telephone Number

Palm Beach, FL 33480 336-474-3527
Address Fax Number

_____, 2012
Signature Date

managing member _____
Title E-mail

If acquiring jointly with spouse as [check applicable] ___ joint tenants with right of survivorship or ___ community property:

Spouse's Name - Please Print Social Security / Tax I.D. Number

_____, 2012
Signature Date

Commitment/Purchase Price of Class A Membership Interests Purchased: \$ _____ [The amount must be a minimum of \$100,000 unless the Company has authorized you to subscribe for a different amount.]

Subscriber is an accredited investor based on the following paragraphs of Appendix A to this Agreement: _____ [Please write in the applicable paragraph designation(s)]

Enclose check payable to: Katsky Korins LLP, Escrow Agent for Midway-Carolinas 2012, LLC or wire funds to the Escrow Agent in accordance with the subscription instructions or, if you have been authorized to subscribe by promissory note, deliver such note to the Escrow Agent with these documents.

Accepted:

MIDWAY-CAROLINAS 2012, LLC

By: _____
on behalf of the Board of Managers

Date: _____, 2012

Exhibit C

Class A Member Signature Addendum

IN WITNESS WHEREOF, the undersigned has signed this Operating Agreement of Midway-Carolinas 2012, LLC as of the day and year written below. By signing this Signature Addendum, effective as of the time accepted and countersigned below by the Managing Member on behalf of Midway-Carolinas 2012, LLC, the undersigned consents to, and agrees to be bound by, the provisions of the Operating Agreement of Midway-Carolinas 2012, LLC, dated as of April 18, 2012, as the same may be amended from time to time.

Date: 4/27, 2012

(If an entity)
CLASS A MEMBER

(If an individual)
CLASS A MEMBER

Blue Chip Capital LLC
(name of entity)

Print Name:
Print address: _____

SSN or TIN: _____

By: _____
Name: Brian Vickers
Title: managing member
Print address: 329 Seabreeze Ave.
Palm Beach FL 33480
TIN: 20-3161309

If held as joint tenant with right of survivorship or as common property with spouse, spouse should sign below:

CLASS A MEMBER:

Print Name:
Print address: _____

SSN or TIN: _____

Acknowledged and agreed to
effective as of _____, 2012:

MIDWAY-CAROLINAS 2012, LLC

By: _____
on behalf of the Board of Managers