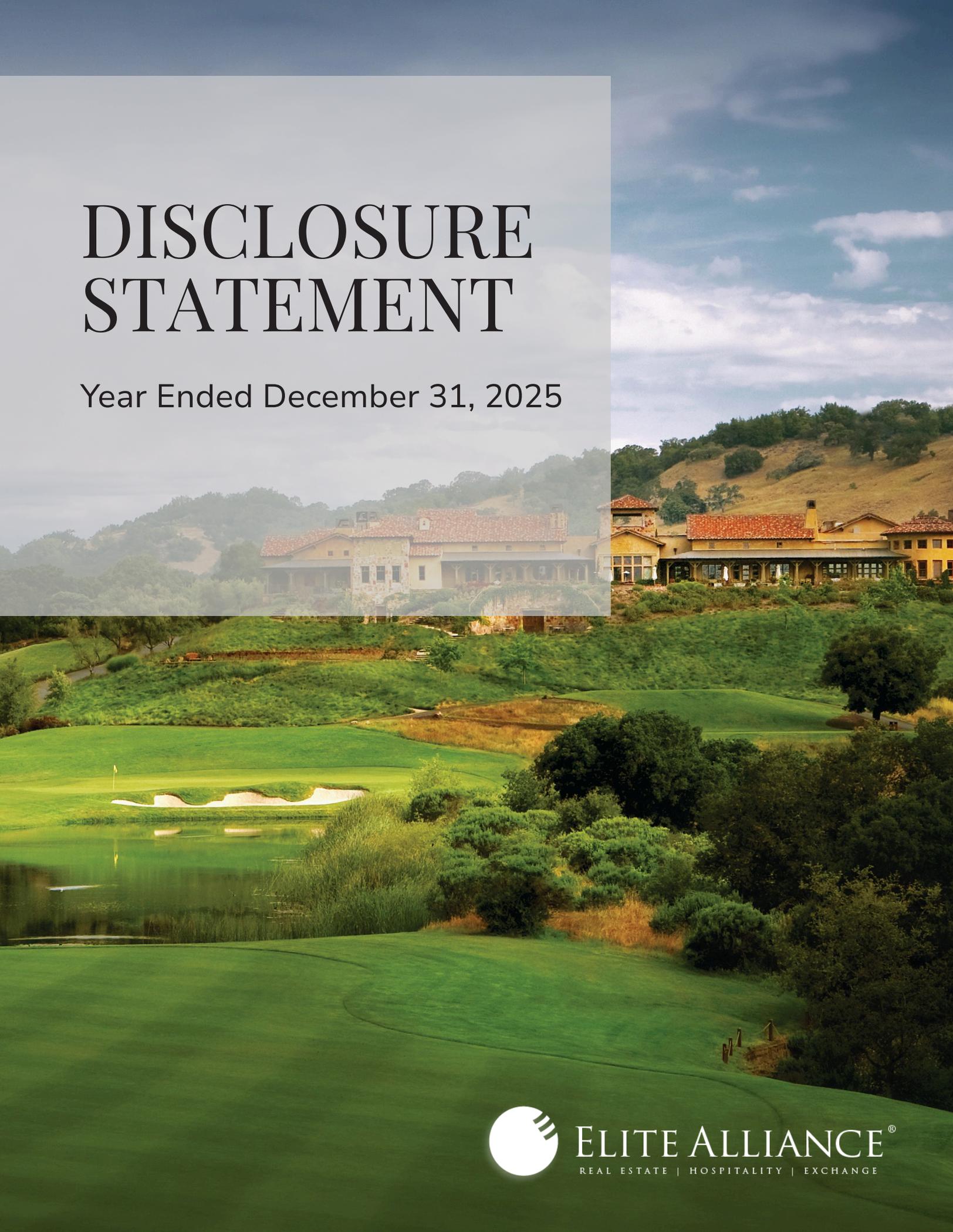


DISCLOSURE STATEMENT

Year Ended December 31, 2025



ELITE ALLIANCE[®]
REAL ESTATE | HOSPITALITY | EXCHANGE

DISCLOSURE STATEMENT

Effective Date: December 31, 2025

The Elite Alliance, LLC ("Elite Alliance") is a Texas Limited Liability Company established to facilitate the exchange of accommodations between members of prestigious residence clubs and luxury, professionally managed homes ("Residence Clubs") that meet the standards of Elite Alliance. This Disclosure Statement is provided to explain the Elite Alliance exchange program ("Exchange Program") which is offered to the members of and owners in participating Residence Clubs ("Owners"). Capitalized terms not otherwise defined herein, shall have the meanings set forth in that certain Elite Alliance Membership Agreement ("Membership Agreement").

The Company

The Elite Alliance, L.L.C., a Texas limited liability company, whose principles are; Stephen Dering and Rob Goodyear, and is located at 100 Corporate Woods, Suite 220, Rochester, NY 14623. Except as stated in this paragraph, neither Elite Alliance nor any of its officers or directors has any legal or beneficial interest in any developer, seller, or managing entity for any Residence Club participating in the Exchange Program.

The Exchange Program

The Membership Agreement is a contract separate and distinct from the Owner's contract to purchase an interest in a participating Residence Club. Owners participate directly in the Exchange Program with Elite Alliance and such participation is completely voluntary. In order to become a Member of the Exchange Program, Owners must enter into a Membership Agreement with Elite Alliance, which sets forth the terms and conditions of a member's participation in Elite Alliance. Elite Alliance may, from time to time in its sole and exclusive discretion, modify the terms and conditions set forth in the Membership Agreement, including, but not limited to, all applicable exchange fees. Members will be provided written notice of any such modifications.

A member's participation in the Exchange Program is dependent upon the continued affiliation of Elite Alliance with such member's Home Residence Club. Exchange privileges are conditioned upon the Home Residence Club's adherence to high standards of service, appearance, management, operation and compliance with the obligations set forth in the Participation Agreement with Elite Alliance. In the event that the Participation Agreement is terminated, the members in the unaffiliated residence club will no longer be able to participate in the Exchange Program. However, all existing Accepted Vacations will be honored.

In order to make an exchange, a member must first secure a Vacation at his or her Home Residence Club and submit a Deposited Vacation Form to Elite Alliance. The Vacation must be deposited at least ninety (90) days prior to the arrival date of the Vacation, to earn Elite Credits immediately. If deposited less than ninety (90) days prior to the arrival date of the Vacation, the depositing member will earn Elite Credits when the Deposited Vacation is selected for exchange by another member in the exchange. Once a Vacation is deposited into the Exchange Program, the member relinquishes all rights to use, cancel or change the Vacation and assigns all rights to use the Vacation to the Exchange Program, unless the Deposited Vacation is still available, the member has not accepted a Vacation and the Deposited Vacation is withdrawn more than twenty-one (21) days prior to the Deposited Vacation arrival date.

Elite Credits vary from Residence Club to Residence Club, are determined based on seasonality, destination and bedroom category and are allocated by Elite Alliance. A member may accept a Vacation by submitting an Accepted Vacation Form to the Elite Alliance along with the Exchange Fee, so long as the member has the proper amount of Elite Credits within their Member Account. An Accepted Vacation shall be confirmed upon the Elite Alliance's approval of the Accepted Vacation Form, in writing, and receipt of the Exchange Fee. A member's Elite Credits expire twenty-four (24) months from the arrival date of the Vacation that the member deposits, if the deposit is made at least ninety (90) days from the arrival date of the deposited vacation, or if deposited less than ninety (90) days from the arrival date of the deposited vacation, when the Deposited Vacation is selected by another member for exchange. The Elite Credits allocated to a member for a Deposited Vacation may be used in part or in whole. If a member does not submit an Accepted Vacation Form within such twenty-four (24) month period, the Member will no longer be able to redeem their Elite Credits unless they elect to extend their Elite Credits for 6 months for \$195.00. When accepting a Vacation, should a member have insufficient Elite Credits in their account, the member may purchase additional Elite Credits for \$75.00 per Elite Credit. Should a Deposited Vacation go unused in the exchange, it is offered to members as an Elite Escape. Elite Escapes may be purchased by members for \$795.00 - \$2,495.00, no more than forty-five (45) days before the Deposited Vacation's arrival date, without the use of Elite Credits by the member purchasing the Elite Escape. A member may cancel an Accepted Vacation by providing written notice to Elite Alliance. If a member cancels an Accepted Vacation ninety (90) days or more prior to the arrival date of that Vacation, the member may accept a new Vacation. However, the Exchange Fee will be forfeited, and an additional Exchange Fee will be due for any new Accepted Vacation. In the event a member cancels an Accepted Vacation less than ninety (90) days prior to the arrival date of that Vacation, the right to accept another Vacation and the Exchange Fee will be forfeited.

Vacations are available on a first-come, first-served, space available basis and Elite Alliance does not guarantee the fulfillment of any specific request.

Membership Fees

As of December 31, 2025, qualified Owners are required to pay annual membership fees of \$595.00 - \$795.00. The Exchange Fee is due upon submittal of an Accepted Vacation Form. The Exchange Fee is nonrefundable and currently ranges from \$495.00 (U.S. Dollars) to \$995.00 (US Dollars), depending on the location and period of time exchanged. The Exchange Fee includes all applicable local, state and federal taxes. Exchange Fees must be paid before an Accepted Vacation will be confirmed. Exchange Fees may be increased from time to time by the Elite Alliance, in its sole discretion, upon notice to the Members.

Residence Clubs

The names and addresses of all currently participating Residence Clubs are set forth on Exhibit A attached to this Disclosure Statement. Additions to or deletions from the participating Residence Clubs list are at the sole discretion of Elite Alliance.

Exchange Statistics

There are currently 9,954 Members enrolled in the Exchange Program and the number of members enrolled at each participating Residence Club is set forth on Exhibit A attached to this Disclosure Statement. The number of participating Residence Clubs as of the date of this Disclosure Statement is 81. The number of properly applied for exchanges confirmed during 2025 was 1,750. The total percentage of properly applied for exchanges fulfilled in 2025 was 100%. The number of exchanges for which Elite Alliance has an obligation as to the Exchange Program as of yearend to provide in a subsequent period to a member provided such Member properly applies for an exchange is 5,494. At December 31, 2025, Members had accumulated 253,844 Elite Credits for which they have the right to a reservation opportunity in 2026 or 2027. This represents a total of approximately 5,494 deposited Vacations based on an average number of Elite Credits per deposit of 46.2. **The exchange percentage is a summary of the exchange requests entered with Elite Alliance during the year of 2025. Such percentage does not indicate the probabilities of a member being confirmed to any specific choice, as availability at individual locations may vary.**

The exchange statistics were calculated using properly submitted Accepted Vacation Forms (as defined in the Membership Agreement) in accordance with the Membership Agreement and other instructions given to Members by Elite Alliance. Currently enrolled members of Elite Alliance consist of all purchasers who have submitted a Membership Agreement to Elite Alliance. In order to properly apply for an exchange, Members must complete all forms and pay all applicable fees as provided in the Membership Agreement.

EXHIBIT A

Participating Residence Clubs

Clubs with 1-5 Residences

Catamount Penthouse **1-100 enrolled members**

8001 Northstar Dr.
Truckee, CA 96161

Catamount Plaza **1-100 enrolled members**

8001 Northstar Dr.
Truckee, CA 96161

Catamount Terrace **1-100 enrolled members**

8001 Northstar Dr.
Truckee, CA 96161

BookCanmore, 325 Lodges at Canmore **1-100 enrolled members**

107 Montane Rd.
Canmore, AB T1W 3J2
Canada

BookCanmore, Spring Creek Penthouse **1-100 enrolled members**

Spring Creek Dr.
Canmore, AB T1W 2W8
Canada

Club Quinta Real Huatulco **1-100 enrolled members**

Paseo Benito Juárez L-2
Bahias De Huatulco, Oaxaca

Equity Residences Platinum Fund 2 **1-100 enrolled members**

1220 Rosecrans Street, Suite 822
San Diego, CA 92106

Great Bear Lodge 206/207 **1-100 enrolled members**

5001 Northstar Dr.
Truckee, CA 96161

Montecito Beach Village **1-100 enrolled members**

Peninsula Sur, Bahía de Conejos
Huatulco, Mexico

Seasons at Sandpoint 1-100 enrolled members

424 Sandpoint Avenue
Sandpoint, ID 83864

The Palms Private Residence Club 1-100 enrolled members

Plaza Itskatzu
Local 109 in Escazu
San Jose, Costa Rica

Clubs with 6-10 Residences

Elite Destination Homes 1-100 enrolled members

579 Selby Avenue
St. Paul, Minnesota 55102

Equity Residences Villa Fund 1-100 members enrolled

1220 Rosecrans Street, Suite 822
San Diego, CA 92106

Equity Residences Platinum Fund 1-100 enrolled members

1220 Rosecrans Street, Suite 822
San Diego, CA 92106

Four Seasons Residence Club Costa Rica at Peninsula Papagayo 1-100 enrolled members

26 KM Al Norte Del Doit Centre Liberia, 5000 Carrillo
Peninsula Papagayo, Guanacaste
Costa Rica

Four Seasons Residence Club Jackson Hole 1-100 enrolled members

7680 Granite Loop Road, P.O. Box 544
Teton Village, WY 83025

HRG Properties & Rental 1-100 enrolled members

Los Sueños Resort
Playa Herradura, Costa Rica

Obsidian Residence Club 1-100 enrolled members

2610 Meridian Boulevard
Mammoth Lakes, CA 93546

Quimera Residence Club 1-100 enrolled members

San Miguel de Allende, Mexico

The Cottages at National Golf Club **1-100 members enrolled**

One Royal Troon Drive

Village of Pinehurst, North Carolina 28374

The Private Residence Club at Rosemary Beach **1-100 enrolled members**

136 Georgetown Avenue

Rosemary Beach, Florida 32461

The Residence Club at Puerta Cortes **1-100 enrolled members**

Km 7.5 Carretera a Pichilingue

La Paz, Baja California Sur, Mexico, 23010

Clubs with 11-20 Residences

Ecoland Bahamas Ltd. **1-100 enrolled members**

Club Ki'ama Bahamas

Elizabeth Island, Exumas, The Bahamas

Fox Harb'r Resort **1-100 enrolled members**

1337 Fox Harbour Road

Wallace, Nova Scotia B0K 1Y0

Golf Villas Residence Club at Rosewood Bermuda **101-249 enrolled members**

Tucker's Town, Bermuda

PO Box HS 85

Harrington Sound

HS BX Bermuda

Harbour Court Residence Club at Rosewood Bermuda **1-100 enrolled members**

Tucker's Town, Bermuda

PO Box HS 85

Harrington Sound

HS BX Bermuda

Hill Towns Tours **1-100 enrolled members**

Piazza Signorell, 26

52044 Cortona (Arezzo) - Italy

Island Sky Residence Club 1-100 enrolled members

Cruz Bay, St. John

USVI

Lifestyle Villas Los Cabos **1-100 enrolled members**

Carretera Transpeninsular Km 4.5, El Tezal
Cabo San Lucas, B.C.S Mexico 23454

Mayacama **101-249 enrolled members**

1240 Mayacama Club Drive
Santa Rosa, CA 35403

Royal Beach Destinations **1-100 enrolled members**

5417 County Highway 30A East
Santa Rosa Beach, FL 32459

The Carlin Residence Club **1-100 enrolled members**

43 Hallenstein Street
Queenstown, New Zealand 9300

The Club at Porto Cima **249-500 enrolled members**

133 Club House Drive
Sunrise Beach, MO 65079

The Reefs Club **1-100 enrolled members**

56 Southshore Road
Southampton SN 02
Bermuda

The Residence at Northstar **1-100 enrolled members**

2100 N Village Dr
Truckee, CA 96161

The Residence Club at Carlton Landing **1-100 enrolled members**

20 Boulevard – Carlton Landing
Eufaula, Oklahoma 74432

The Residence Club at Nakoma **1-100 enrolled members**

348 Bear Run
Clio, California 96106

The Residences at the Chateaux **1-100 enrolled members**

7815 Royal Street
Deer Valley, Utah 84060

Viaggio Resorts **1-100 enrolled members**

Palazzo Ricci

3731 W. South Jordan Parkway, Suite 102-149

South Jordan, UT 84009

Clubs with 21-50 Residences

360 Splendor del Pacifico **1-100 enrolled members**

North Ridge Provincia de Guanacaste

Playa Flamingo 50004

80|50 Mammoth Private Residence Club **1-100 enrolled members**

50 Canyon Blvd.

Mammoth Lakes, California 93546

Aflora **1-100 enrolled members**

Av. Aldea Zama 10

Tulum, Quintana Roo, Mexico 77760

Auberge Private Residences at Element 52 **1-100 enrolled members**

398 South Davis Street

Telluride, Colorado 81435

Club Borgo di Vagli **1-100 enrolled members**

Loc. Vagli

52040 Mercatale di Cortona Arezzo

Italy

Diamante Cabo San Lucas **500-749 enrolled members**

Boulevard Diamante Sin Numero

Col. Los Cangrejos, C.P. 23473

Baja California Sur, C.P., MX

Esperanza, An Auberge Resort **250-499 enrolled members**

Carretera Transpeninsular KM 6.5

Cabo San Lucas BCS

C.P. 23410 Mexico

Four Seasons Residence Club Aviara **250-499 enrolled members**

7210 Blue Heron Place

Carlsbad, California 92011

Four Seasons Residence Club Scottsdale **101-249 enrolled members**

10600 East Crescent Moon Drive

Scottsdale, Arizona 85262

Grand Isle Resort & Spa 1-100 enrolled members

PO Box EX-29253

George Town Exuma, Bahamas

Grand Luxxe at Vidanta Nuevo Vallarta 101-249 enrolled members

Paseo de las Moras

Bahia de Banderas

Nuevo Vallarta, MX 63735

Grand Luxxe at Vidanta Riviera Maya 1-100 enrolled members

48 Carretera Cancun – Playa del Carmen

Riviera Maya, Quintana Roo 77710

Horstman House 1-100 enrolled members

4653 Blackcomb Way

Whistler, British Columbia V0N 1B4

Juniper Preserve 1-100 enrolled members

65600 Pronghorn Club Drive

Bend, Oregon 97701

Madeline Hotel and Residences 1-100 enrolled members

568 Mountain Village Blvd

Telluride, CO 81435

Old Greenwood 250-499 enrolled members

12915 Fairway Drive

Truckee, California 96161

One Village Place 1-100 enrolled members

9001 Northstar Drive #9112

Truckee, California 96161

Rancho Santana 1-100 enrolled members

Comarca Limon #1, Carretera Las Salinas

Tola-Rivas, Popoyo 48500

Nicaragua

Tamarack Resort 1-100 enrolled members

311 Village Drive

Tamarack, ID 83615

The Aspen Mountain Residences **250-499 enrolled members**

415 E. Dean St.
Aspen, CO 81611

The Christie Club **1-100 enrolled members**

2355 Ski Time Square Dr.
Steamboat Springs, CO 80477

The Club at Solaz **1-100 enrolled members**

Corredor Turístico CSL-SJC Km. 18.5 Cabo Rea
Los Cabos, San Jose 23405
Mexico

The Hideaways Club **1-100 enrolled members**

115 Hammersmith Road
London, W14 0QH

The Phillips Club I **250-499 enrolled members**

155 W 66th Street
New York, New York 10023

The Phillips Club II **250-499 enrolled members**

155 W 66th Street
New York, New York 10023

The Residences at Hacienda Encantada **1-100 enrolled members**

Carretera Transpeninsular km 7.3
Cabo San Lucas, Baja California Sur, Mexico

The Residences at Rancho La Puerta **1-100 enrolled members**

Carretera Mexicali-Tijuana K.M, Rancho la Puerta
21520 Tecate, B.C., Mexico

The Residence Club at PGA West **101-249 enrolled members**

54-500 West Residence Club Drive
La Quinta, California 92253

The Residence Club of Argentina (Mendoza & Bariloche) **1-100 enrolled members**

Charcas 4955, 1425
Buenos Aires, Argentina

The Residences Bachelor Gulch **500-749 enrolled members**

100 Bachelor Ridge
Avon, CO 81620

The Villas at Poipu Kai 1-100 enrolled members

3414 Poipu Road #111

Kauai, Hawaii 96756

The Villas at Seven Canyons 101-249 enrolled members

755 Golf Club Way

Sedona, Arizona 86336

Tonopalo Private Residence Club 1-100 enrolled members

6750 North Lake Boulevard

Tahoe Vista, CA 96148

Villa del Palmar at the Islands of Loreto 1-100 enrolled members

KM 84, Carretera Transpeninsular, Ensenada Blanca Loreto

23880 Loreto, Baja California Sur, Mexico

Villa La Estancia Los Cabos 1-100 enrolled members

Camino Viejo a San José Km 0.5, El Medano Ejidal

23450 Cabo San Lucas, B.C.S., Mexico

Villa La Estancia Riviera Nayarit 1-100 enrolled members

Condominio Maestro, Paseo de los Cocoteros 750, Flamingos

63732 Nuevo Vallarta, Nay., Mexico

Villa La Valencia Beach Resort Los Cabos 1-100 enrolled members

Km.18.5 Carretera Transpeninsular San José-San Lucas Col. Lomas del tule

San José del Cabo, B.C.S. 23405

Mexico

Vinedo San Miguel 1-100 enrolled members

Carretera Comonfort - San Miguel de Allende # 1

Comonfort, Guanajuato CP. 38206

Mexico

Vista Encantada Spa Resort 1-100 enrolled members

Carretera Transpeninsular km 7.3

Cabo San Lucas, Baja California Sur, Mexico

Waldorf Astoria Los Cabos Pedregal 1-100 enrolled members

Camino Del Mar - 1

Cabo San Lucas BCS

C.P. 23455 Mexico

Whiteface Lodge **1-100 enrolled members**

7 Whiteface Lane

Lake Placid, NY 12946

Xeliter Services Residences **1-100 enrolled members**

Balcones del Atlantico

Ave. J.F.Kennedy Plaza

Hache, 2do Nivel, Suite 201

Naco Santo Domingo



ELITE ALLIANCE®

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