

Size of Primary Offering \$550,000,000 (includes \$50,000,000 DRIP offering) at \$9.00 price per share

Minimum Initial Investment \$4,500 brokerage | \$1,350 IRA

Up-front Load* 3.54 percent (selling commissions & organization and offering expenses)

Commission Schedule 7 percent (3 percent from investor proceeds and 4 percent from Advisor)

Fees¹ Asset management fee (85 bps, lowers to 75 bps if listed on an exchange). MVP is paid either a 3 percent commission on sale of portfolio or 3.5 percent in outstanding common shares once listed, after 6 percent preferred return to shareholders.

Return on Investment No back-end split; 100% of potential profit goes to investor

Current Distribution Rate² 6.7 percent (an annualized rate, historically paid monthly)

Distribution Reinvestment Distributions may be reinvested to purchase shares at \$8.73 per share

Investment Objectives To generate current income through rent and properties we acquire, as well as interest from real estate-secured loans.

Property Acquisition Focus Primary focus of investment strategy is on parking facilities, including parking lots, parking garages and other parking structures.

Investor Suitability³ A net worth of at least \$250,000; or a net worth of at least \$70,000 and an annual gross income of at least \$70,000; or a net worth (excluding value of investor's home, furnishings and personal automobiles) of at least ten times their investment.

Share Redemption Program**

Share Purchase Anniversary	Redemption Price
< 1 Year	No redemption
1 Year to 3 Years	97.50%

Form of Tax Reporting 1099-DIV

Exit Strategy*** Sale of assets, merger or listing on an exchange

¹PLEASE SEE PROSPECTUS FOR A FULL LIST OF FEES AND EXPENSE REIMBURSEMENTS

²DISTRIBUTIONS HAVE HISTORICALLY BEEN PAID 100 PERCENT OUT OF A RETURN ON CAPITAL FROM OFFERING PROCEEDS. DISTRIBUTIONS ARE PAID ON A MONTHLY BASIS. IF THE REIT DOES NOT EARN ENOUGH TO PAY THE DISTRIBUTION FROM EARNINGS, THE REIT MAY BORROW, USE FUNDS FROM NEW INVESTORS, OR RETURN PRINCIPAL TO PAY THE DISTRIBUTIONS. IF INVESTORS' PRINCIPAL WAS RETURNED, FEWER FUNDS MAY BE AVAILABLE FOR INVESTMENT AND OVERALL RETURN MAY BE REDUCED. LEVERAGE, INCLUDING THE USE OF BORROWED FUNDS TO PAY DISTRIBUTIONS, CAN PLACE THE REIT AT A GREATER RISK OF DEFAULT AND DEVALUATION, WHICH CAN RESULT IN INVESTMENT LOSSES OR A REDUCTION OR SUSPENSION OF DISTRIBUTIONS. MVP REIT'S EARNINGS HAVE BEEN REPEATEDLY INSUFFICIENT TO COVER DISTRIBUTIONS. DISTRIBUTIONS CONSIST OF A RETURN OF PRINCIPAL.

³SOME STATES MAY REQUIRE DIFFERENT SUITABILITY STANDARDS

*UP-FRONT LOAD REFLECTS THE PURCHASE PRICE FOR SHARES OF OUR COMMON STOCK SOLD IN THE PRIMARY OFFERING. IN ADDITION, AFTER WE HAVE REIMBURSED \$100,000 OF ORGANIZATIONAL & OFFERING EXPENSES, NO ADDITIONAL REIMBURSEMENTS WILL BE MADE UNLESS THE AGGREGATE AMOUNT OF SUCH REIMBURSEMENTS DOES NOT EXCEED 0.75 PERCENT OF GROSS OFFERING PROCEEDS AT THE TIME OF REIMBURSEMENT. FOR FURTHER DETAILS SEE THE ESTIMATED USE OF PROCEEDS SECTION BEGINNING ON PAGE 61 OF THE PROSPECTUS.

**THERE ARE RESTRICTIONS ON THE ABILITY TO HAVE SHARES REPURCHASED UNDER OUR SHARE REPURCHASE PROGRAM

***THE EXIT STRATEGY IS NOT MANDATORY

RISK FACTORS - Understanding the Investment

An investment in shares of MVP REIT, Inc. is subject to risks. The following is a summary of these risks. A more detailed description of the risks associated with this investment are included in the Prospectus.

- » We have a limited operating history, having commenced operations in December 2012.
- » Although we have acquired several properties and identified others we intend to acquire, we are effectively a “blind pool” because we have not identified, and you will not be able to evaluate, any additional investments we will make with proceeds from this offering.
- » This is a “best efforts” offering, and if we are unable to raise substantial funds then we may not be able to diversify our investments.
- » We depend upon our advisor and its affiliates to conduct our operations.
- » Our business strategy involves substantial risk as many of our investments are expected to be in real estate markets that have suffered significant declines in values over the last several years and we may seek to acquire loans made to higher risk borrowers.
- » There is no public trading market for our shares and we are not required to list or liquidate by a certain date or at all. Accordingly, our shares will lack liquidity and you may have to hold the investment indefinitely.
- » There are restrictions on your ability to have your shares repurchased under our share repurchase program.
- » There are substantial conflicts of interest between us and our advisor and its affiliates.
- » We may not be able to make distributions on a monthly basis. We currently pay distributions from sources other than cash flow from operations and may continue to pay from sources other than cash flow from operations, which includes the sale of assets, borrowings or offering proceeds. We have no limits on the amounts we may pay from such sources. If we pay distributions from sources other than our cash flow from operations, the funds available to us for investments would be reduced and your share value may be diluted.
- » We may incur substantial debt, which will increase our risk and may reduce our distributions.
- » Failure to qualify as a REIT would adversely affect our ability to make distributions to our stockholders.
- » We are an “Emerging Growth Company” under the federal securities laws and will be subject to reduced public company reporting requirements. Investing in our common stock is speculative and involves a high degree of risk. You should purchase these securities only if you can afford a complete loss of your investment.
- » Our advisor and board of directors will have substantial discretion with respect to the selection of specific real property and may vary from MVP REIT guidelines to acquire properties which they believe represent value opportunities.
- » See “Risk Factors” in the company’s prospectus to read about the more significant risks you should consider before buying shares of our common stock.
- » As with all investments in securities, there is risk of loss of capital.
- » This is not a solicitation. Please read MVP’s prospectus which is the only means of soliciting for shares of MVP REIT.



Downtown Parking Lot
Court Ave. – Memphis, TN



Downtown Parking Lot
Poplar Ave. – Memphis, TN



Downtown Parking Lot
Ft. Lauderdale, FL



Downtown Parking Lot
St. Louis, MO

THIS LITERATURE MUST BE READ IN CONJUNCTION WITH THE PROSPECTUS IN ORDER TO FULLY UNDERSTAND ALL THE IMPLICATIONS AND RISKS OF THE OFFERING TO WHICH THE PROSPECTUS RELATES. NEITHER THE SEC OR THE ATTORNEY GENERAL OF THE STATE OF NEW YORK NOR ANY OTHER STATE OR FEDERAL REGULATOR HAS APPROVED OR DISAPPROVED OF THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

MVP AMERICAN SECURITIES, THE BROKER-DEALER SOLICITING MVP REIT SHARES, IS A MEMBER OF FINRA/SIPC.