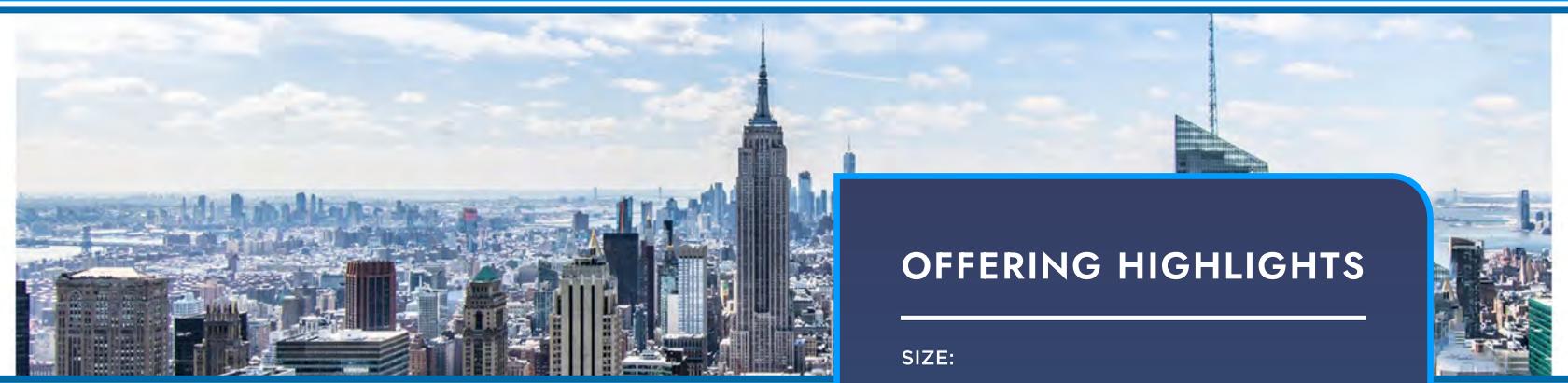




TIME EQUITIES SECURITIES LLC

TEI QUARTERLY DEBT FUND LLC



THE OFFERING

The fund will provide ongoing quarterly distributions to Investors based on a Quarterly Distribution Rate. Distributions are calculated on Capital Contributions times the stated Quarterly Distribution Rate.

Investors shall have the option to redeem their investment after the first full calendar quarter after a Capital Contribution is funded.

TEI LLC shall guarantee the quarterly stated return distributions and repayment of one hundred percent (100%) of capital contributions made to the Fund.

USE OF THE PROCEEDS

The proceeds shall be used to make a loan to a newly formed LLC (the "Primary Borrower") managed by Francis Greenburger and Robert Kantor. The Primary Borrower may use the proceeds to make loans to Affiliates of Time Equities, Inc. ("TEI") for working capital needs and/or to pay offering expenses. For purposes hereof "Affiliates" are entities owned, in whole or in part, and/or controlled by Francis Greenburger, TEI LLC or TEI.

Affiliates of TEI own a wide range of Properties including, but not limited to industrial, retail, residential, office and special-use properties located throughout the world, renewable and sustainable energy projects, mortgage loans, unsecured and secured loans, subordinate/mezzanine loans and private equity investments.

FUND OBJECTIVES*

The principal objectives of the Fund will be to:

- 1) Preserve the Members' capital investment;
- 2) Provide the Members with the Stated Return from loan payments generated from Qualified Borrowers; and
- 3) Provide liquidity for return of Invested Capital by allowing Members to redeem all or part of their Unreturned Capital Contributions.

OFFERING HIGHLIGHTS

SIZE:

Up to \$100,000,000, however, may be increased up to \$300,000,000 at the Manger's sole discretion.

MINIMUM INVESTMENT:

Five (5) Units (\$5,000/unit) or \$25,000. Reduced amounts permitted at discretion of Sponsor.

QUARTERLY DISTRIBUTION RATE:

1. Commencing July 1, 2025, and expiring June 30, 2026, the minimum Stated Return for Investors shall be 7% per annum, irrespective of adjustments that may otherwise apply based on the Three (3) Month US Treasury (the "3 Month UST") plus one hundred fifty (150) basis points.;
2. Thereafter, the Quarterly Distribution Rate shall adjust on the first business day of each calendar quarter. The Quarterly Distribution Rate shall be equal to the Three (3) Month US Treasury (the "3 Month UST") plus one hundred fifty (150) basis points.

REDEMPTION RIGHTS:

- Redemptions are not permitted during the first calendar quarter after a Capital Contribution is funded.
- The first \$10,000,000 of redemption requests in each calendar quarter are not subject to the redemption caps described below.
- Subject to a rolling aggregate cap on the amount of redemptions funded in any particular quarter of 6.25% and 25% during each calendar year.
- Redemptions shall be made in the order of receipt of the Redemption requests until the applicable cap is met with future Redemptions made on a quarterly basis until all of the Redemption requests have been satisfied.

INVESTOR REPORTING:

- Bi-annual performance reports
- Audited year-end financial statements
- K-1 Tax Form

*There can be no assurance these objectives will be achieved. Affiliates of the fund will receive an annual servicing and distribution fee equal to up to 1.50% of the capital contributions to the fund. Time Equities Inc. and Time Equities Securities, LLC are affiliates under common ownership and control. This offering is made through Time Equities Securities, LLC. A member of FINRA.



FULL SERVICE REAL ESTATE SOLUTIONS

- » Privately held, full service real estate investment company.
- » Principals and affiliates of TEI own a diversified portfolio of over 350 residential, office, retail, industrial and energy assets, representing over \$6 Billion in asset value and approximately 45 million square feet acquired/constructed.
- » Current holdings in 36 US states, five Canadian provinces, Anguilla, Germany, Italy, the Netherlands, and the UK.
- » Servicing individual investors since inception in 1966.
- » Co-invests alongside investors.
- » Senior management team averages over 30 years of employment at TEI.

TIME EQUITIES IS ONE OF THE WORLD'S LEADING REAL ESTATE INVESTMENT, DEVELOPMENT AND MANAGEMENT FIRMS WITH VERTICALLY INTEGRATED DEPARTMENTS OFFERING A FULL RANGE OF SERVICES UNDER ONE ROOF.

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|----------------------------------|---------------------------|
| Acquisitions | 1031 Like-Kind Exchanges |
| Investments & Investor Relations | Debt Finance |
| Development | Legal |
| Asset Management | Insurance |
| Property Management | Accounting |
| Sustainability | Marketing |
| Renewable Energy | Brokerage Sales & Leasing |

A NOTE FROM THE CHAIRMAN AND CEO



We at Time Equities Inc. appreciate your consideration of our offering. We look forward to building a long term relationship with you. We have been very successful for nearly six decades and through many economic cycles by maintaining a diversified portfolio and adhering to the guiding set of principles that have remained the same: a dedication to long-term ownership and opportunistic buying. Real estate rewards those who are careful, skeptical, patient, and are willing to say “no” until a compelling investment opportunity presents itself. However, no investor can pick only winners and the markets have a mind of their own. Our dedicated and experienced team of real estate executives, fund managers, and investment professionals supports the possibility for the success of the fund through the complete lifecycle of a deal, from acquisitions analysis to disposition.

This is the TEI way – cover the “downside” and the upside will take care of itself. We are committed to the success of this fund, the broker/dealer marketplace, and above all, to you. We welcome your inquiries and look forward to having you as a part of the TEI investment family, on this offering and beyond.

Sincerely,

Francis Greenburger, Chairman and CEO

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PRIMARY RISK FACTORS INCLUDE (BUT ARE NOT LIMITED TO):

- This investment involves a substantial degree of risk, should be considered speculative, and an investor may lose their entire investment;
- No public market exists for the investment units (shares) and it is highly unlikely that any such market will ever develop;
- Substantial restrictions exist upon the transfer of shares;
- Lack of liquidity;
- Use of leverage, uncertainty as to the amount and type of leverage to be used, and a lack of any binding financing commitments;
- The Fund may only have limited diversification as to the type of loans it makes;
- Risks associated with investing in commercial real estate, including potential environmental risks;
- Potentially complex tax consequences;
- The manager is a newly formed entity. The managing members of the manager are Francis Greenburger and Robert Kantor;
- It is a newly formed business with no history of operations and only limited assets;
- Substantial fees and distributions are payable to the manager and its affiliates; and
- Potentially significant conflicts of interest exist involving the manager and its affiliates.

This is neither an offer to sell nor a solicitation of an offer to buy the securities referenced herein. The offering of membership units in TEI Quarterly Debt Fund LLC (the “Company” or the “Fund”) is made only by a Confidential Private Placement Memorandum of the Company (the “Memorandum”). You must read the entire Memorandum in order to fully understand the risks related to the purchase of units in the Company. The information set forth herein is not indicative of future performance and there is no assurance that the Company will experience similar returns. Time Equities Inc. and Time Equities Securities LLC are affiliates under common ownership and control. Securities offered through Time Equities Securities LLC, a Member of FINRA. INVESTMENT IN THE UNITS INVOLVES A HIGH DEGREE OF RISK AND IS ONLY FOR PERSONS OF SUBSTANTIAL FINANCIAL MEANS AND WHO ARE ABLE TO AFFORD THE RISK OF INVESTMENT (SEE SUITABILITY STANDARDS AND RISK FACTORS TO BE CONSIDERED). PROSPECTIVE PURCHASERS SHOULD CAREFULLY CONSIDER THE RISK FACTORS AND POTENTIAL CONFLICTS OF INTEREST SET FORTH IN THE MEMORANDUM BEFORE SUBSCRIBING TO PURCHASE A UNIT.