



TIME EQUITIES INC.

TEI DIVERSIFIED INCOME & OPPORTUNITY FUND VII

BY TIME EQUITIES SECURITIES LLC



***DESIGNED FOR PASSIVE INCOME
AND TAX-EFFICIENT GROWTH.
BUILT FOR GENERATIONS.***

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 Diversified Income & Opportunity Fund VII, 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.

ABOUT THE FUND

TEI Diversified Income & Opportunity Fund VII is an evergreen, private real estate fund tailored for accredited investors seeking durable, tax-advantaged income and long-term wealth creation. The Fund is sponsored by Time Equities Inc. (TEI), a privately held real estate firm established in 1966.

Fund VII seeks to invest in a globally diversified portfolio of real estate assets. TEI believes that these assets have the potential to generate income and compound across generations, not just market cycles.

BUSINESS PLAN

Fund VII seeks to generate consistent, quarterly, tax-efficient income derived from diversified real estate cash flows. TEI expects to utilize depreciation, interest deductions, and financing strategies which may, depending on individual circumstances, result in tax-advantaged income and capital distributions.

Once investors have recovered their original invested capital, ownership remains intact, allowing distributions to continue indefinitely on an after tax basis. This approach is intended to align with long-term investment objectives, including potential capital appreciation and tax-aware estate planning over extended hold periods.



BUILT TO CREATE GENERATIONAL WEALTH

Fund VII's evergreen structure is designed to reduce reliance on predetermined exit timelines, which may provide flexibility in capital deployment, financing and disposition decisions.



REDEMPTION TERM FLEXIBILITY

Investors may request redemptions during the first 5 years of the Fund's life (subject to a declining penalty schedule). This structure provides optional liquidity without compromising the Fund's long-term strategy and tax benefits.



SPONSOR CO-INVESTMENT

TEI and its affiliates typically co-invest 10%+ alongside investors, reinforcing long-term alignment.



TAX CONSIDERATIONS AND DISTRIBUTION CHARACTERISTICS

Through 1031 exchanges and return of capital distributions, the Fund is structured to pursue strategies that may result in tax deferral and tax-aware return characteristics, subject to market conditions and individual tax circumstances.

INVESTMENT OBJECTIVES:

1. Preserve the Members' capital investment;
2. Provide the Members with what the Manager believes will be stable returns from a diversified, commercial real estate based investment portfolio;
3. Realize distributions through the acquisition, operation, management, capital appreciation, sale and/or refinancing of the Properties; and
4. Continue to maintain ongoing quarterly distribution payments after Members have received back 100% of the amount invested in the Fund by the Members.

There is no assurance that any of these objectives will be achieved.

OFFERING TERMS:

\$100,000,000 initial up to \$150,000,000

MINIMUM INVESTMENT:

Five (5) Units (\$5,000/unit) or \$25,000

PREFERRED RETURN:

6% annual, cumulative (non-compounded)

REDEMPTION RIGHT PERIOD:

<u>YEAR</u>	<u>REDEMPTION FEE</u>
(Months 1 – 12)	12%
(Months 13 – 24)	10%
(Months 25 – 36)	7%
(Months 37 – 48)	5%
(Months 49 – 60)	2%

DISTRIBUTION PROVISIONS*:

DISTRIBUTIONS FROM NET CASH FLOW*

1. 100% to the Members until the cumulative Preferred Return is paid;
2. Thereafter, 60% to the Members | 40% to the Manager.

DISTRIBUTIONS FROM CAPITAL EVENTS (SALE OR FINANCINGS)*

1. 100% to the Members until the cumulative Preferred Return is paid;
2. Thereafter, 60% to the Members | 40% to the Manager.

INVESTOR REPORTING:

- Bi-annual performance and operation updates
- Audited financial statements
- Annual K-1 Tax Form

*Please refer to the PPM and Operating Agreement for complete details on fees, eligibility, redemption caps, and related limitations. There can be no assurance these objectives will be achieved. Tax treatment, distributions, and investment outcomes will vary based on the Fund's performance, market conditions, financing availability, and each investor's individual tax situation. An investment in the Fund may incur a selling commission up to 7% and up to 3% in other marketing related fees, which in the aggregate will not exceed 10% of the amount invested. Affiliates of the fund will also receive reimbursement fees related to the acquisition and sales brokerage of the properties for the fund and may also receive other fees related to the management of the fund which are not included in the 10% fees which are related to the capital raise.

ABOUT TIME EQUITIES INC.

Founded in 1966, Time Equities, Inc. ("TEI") is a diversified investment, development, asset and property management, licensed real estate brokerage, and alternative energy company that has been in business for nearly 60 years.

The TEI portfolio includes approximately 44 million square feet of residential, industrial, office and retail property including about 6,000 multi-family apartment units and 2 million square feet of various property types in stages of pre-development and development.

With 345 properties across 37 states, Anguilla, Canada, Germany, Italy, the Netherlands, and the UK, the TEI portfolio benefits from a diversity of asset types and alternative energy investments. TEI has a variety of market concentrations in the Northeast, Southeast, Midwest and West Coast of the U.S., and new markets around the world are always being evaluated.



VERTICALLY INTEGRATED (IN-HOUSE) CAPABILITIES INCLUDE:

	1031 LIKE-KIND EXCHANGES		PROPERTY MANAGEMENT		DEVELOPMENT
	ACQUISITIONS		ACCOUNTING		DEBT FINANCE
	ASSET MANAGEMENT		RENEWABLE ENERGY		LEGAL
	INVESTOR RELATIONS		SUSTAINABILITY		INSURANCE
	EQUITY CAPITAL MARKETS (ECM)		BROKERAGE SALES & LEASING		MARKETING

CHAIRMAN'S MESSAGE

Time Equities Inc. appreciates your consideration of our offerings and look forward to building a long term relationship. For nearly six decades through many economic cycles, we have focused on diversified portfolios, disciplined acquisitions, financings, and long term ownership.

Real estate markets have always been cyclical, substantial, and we are willing to say "no" until a compelling investment opportunity presents itself. However, no investment can pick only winners and the markets have a mind of their own. Our dedicated team supports every stage of the investment from acquisition, asset management to disposition, guided by one principal: Cover the downside and the upside will take care of itself.

We welcome your inquiries and look forward to partnering with you.

Sincerely,

FRANCIS GREENBURGER
CHAIRMAN AND CEO



RISK FACTORS

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.
- Lack of liquidity; no public market for units.
- Transfer restrictions.
- Use of leverage, uncertainty of financing availability.
- Limited diversification depending on acquired assets.
- Risks associated with real estate markets, environmental and operational risks.
- Complex tax considerations.
- Conflicts of interest involving the Manager and affiliates.
- The manager is a newly formed entity. The managing members of the manager are Francis Greenburger and Robert Kantor.
- The Fund is a newly formed business with no history of operations and a very limited asset.
- Substantial fees payable to the Manager and affiliates.

Please review the full PPM for complete risk factors, fees, suitability standards and disclosures.

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INVESTMENT IN THE UNITS INVOLVES A HIGH DEGREE OF RISK AND IS ONLY FOR ACCREDITED INVESTORS WHO ARE 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 UNITS.

CONTACT INFORMATION

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