

August 16, 2016

TEI Diversified Income and Opportunity Fund III, LLC
\$100,000,000 Limited Liability Company Units

We are pleased to enclose a description of an investment opportunity in TEI Diversified Income and Opportunity Fund III, LLC (the “Company” or “Fund III”), the third of the Income and Opportunity Fund program offered by an affiliate of Time Equities, Inc. (“TEI”). The Company is assembling a geographically diverse property portfolio to include apartments, industrial, residential and/or commercial condominiums, parking garages, secured debt and vacant land development and/or redevelopment opportunities.

Time Equities Management III, LLC is the Manager of the Company which is owned by Francis Greenburger and Robert Kantor, the chief executives of TEI, who are the managers of the Manager. Qualifying investors will be permitted to purchase Membership Units in the Company (the “Units”) offered at \$5,000 per Unit with a minimum purchase of 10 Units (\$50,000) except the Company, in its discretion, may accept subscriptions for fewer Units with a minimum of \$25,000. Affiliates of the Manager will purchase 15% of the Units on the same terms as other Members.

The Company is targeting a 6% per annum “preferred” return on Invested Capital, payable quarterly from inception, and intends to make distributions to Members through earnings, re-financings and/or sales, equal or greater than 100% of the Original Invested Capital within 7 years. Please see the Investment Summary for more detail.

TEI (www.timeequities.com) is a privately held full service real estate company, established in 1966 by Francis Greenburger, which has evolved into a widely regarded investment, development, and asset and property management business. TEI currently owns approximately 22 million square feet of residential, industrial, office and retail property, including approximately 2,100 multifamily apartment units, located in 28 states, Canada, Germany, the Netherlands and Anguilla.

The Company has not finalized its investments. A prospective investor must rely upon the judgment of the Manager to make future commitments of the Company’s capital. As of April 2016 Fund III owns interests in a portfolio of 11 office properties comprising 348,005 rentable square feet located within major submarkets in the Netherlands.

NHCohen Capital's principal, Ned H. Cohen, has an established relationship with Time Equities, is familiar with its managers and has tracked TEI's activities and performance. Fund III's investment objectives are similar to earlier TEI Diversified Income and Opportunity programs which are fully subscribed and closed to investment. NHCohen Capital was a selling group member for TEI Diversified Income and Opportunity Fund II.

NHCohen Capital LLC is a SEC registered broker-dealer and a member of FINRA and will be participating in this offering on a non-exclusive basis with other selling group members in behalf of the Managing Broker-Dealer, Time Equities Securities, Inc., an affiliate of the Company.

The Confidential Private Placement Memorandum (the "PPM") describes the investment in greater detail and is the sole means for offering this investment. There are fees and expenses associated with this investment. If you are interested in this investment and desire a PPM, please promptly and carefully complete and return both the Accredited Investor Suitability Form to affirm your qualification to invest in this opportunity (see instructions) and the Investor Response Form to request the PPM.

Please contact us with any question at InvestorServices@nhcohenpartners.com or 212-498-6962.

Cordially,

A handwritten signature in black ink, appearing to read 'Ned H. Cohen', with a long horizontal flourish extending to the right.

Ned H. Cohen

Investing in real estate involves a substantial degree of risk, which may include fluctuations in property markets, capital markets, and interest rates. A comprehensive evaluation and detailed review is required of all investor documents, including the Confidential Private Placement Memorandum. No assurance is provided that any investment strategy described in the offering material will result in a profit or protect against a loss. This investment may not be suitable for all investors.