

ReAllocate Advisors, LLC

Client Brochure

This Brochure provides information about the qualifications and business practices of 3CI Advisors, LLC. If you have any questions about the contents of this Brochure, please contact us at (800) 286-1602. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities' authority.

ReAllocate Advisors, LLC, dba ReAllocate (www.reallocate.com) is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about ReAllocate Advisors, LLC is also available on the SEC's Web site at www.adviserinfo.sec.gov.

**317 SW Alder Street, Suite 650
Portland, OR, 97204
(800) 286-1602**

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Item 2: Material Changes

This item discusses only specific material changes that are made to the Brochure since the Firm's last annual update. It will also reference the date of the last annual update of the brochure. Since the Firm's last update dated October 29, 2019, the Firm has had no material changes.

We will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year, which is December 31. We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Additional information about ReAllocate Advisors, LLC is also available via the SEC's Web site at www.adviserinfo.sec.gov. The SEC's Web site also provides information about any persons affiliated with ReAllocate Advisors, LLC who are registered, or are required to be registered, as investment adviser representatives of ReAllocate

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ITEM 4: ADVISORY BUSINESS

A. Firm Description

ReAllocate Advisors, LLC (“ReAllocate” or the “Firm”) is a wholly owned subsidiary of RealCrowd, Inc. (“RC”), which was founded in 2013. RC owns and operates an online marketplace (the “RC Platform”) that provides accredited investors and RIA’s who have executed a sub-advisory agreement with ReAllocate direct access to private placement investment opportunities offered pursuant Rule 506(c) of Regulation D under the Securities Act of 1933 and issued by third party real estate managers (“Manager” or “Managers”).

Through the use of the RC Platform, RIA’s are able to participate in direct private placement opportunities, (typically offered under Rule 506(c) of Regulation D) ranging across the United States and several product types, including multifamily apartment complexes, office buildings and centers, retail centers, industrial distribution facilities and pooled fund investment vehicles (individually, an “Investment” and collectively “Investments”).

On the RC Platform, RIA’s can browse, review, conduct due diligence and sign subscription agreements on their client’s behalf. ReAllocate will rely on RC’s personnel to perform services on its behalf as it relates to the sourcing of prospective Investments to be presented to its network of RIA’s.

ReAllocate is registered with the Securities and Exchange Commission as an “Internet Adviser”, relying on Rule 203A-2(e) of the Investment Advisers Act of 1940. As such, the Firm provides investment advice to all of its RIA’s exclusively through an interactive website, except that the Firm may provide investment advice to fewer than 15 clients through other means during the preceding twelve months.

B. Types of Advisory Services

ReAllocate may provide investment advisory services in a non-discretionary capacity for RIA’s who have entered into a sub-advisory agreement with ReAllocate. Services, as further defined below, include customized portfolio allocation models, risk-based asset recommendations and ongoing monitoring and performance tools. Investment advice is to be provided by way of software-based models or applications delivered through an interactive website, based upon personal responses to ReAllocate’s proprietary risk-based onboarding process and questionnaire.

ReAllocate will offer custom direct real estate allocation models, individual investment advice to its RIA’s and ongoing portfolio monitoring and management tools through its interactive website. An RIA onboarding process for each RIA will include collection and assessment of the

RIA client's overall financial status, goals and other qualitative aspects of the RIA Client's Investments. Based upon the information provided by the RIA, ReAllocate will recommend one of several risk-based target portfolio allocations, ranging from lowest risk to highest risk. This risk assessment will be based upon five key risk factors: the Market, the proposed Capitalization of the Investment, the partnership Structure, the physical characteristics of the Asset and the qualifications, strength and experience of the Sponsor, as further defined in Item 8 below.

The Firm does not currently have a minimum investment size. The sponsors listed on the RC Platform, may, however, impose minimum investment parameters.

On occasion, the Firm may offer podcasts which discuss real estate investing topics and are educational in nature. These podcasts will typically not discuss or recommended any real estate investments listed on the RC Platform or offered to RIA's

C. RIA Tailored Services and RIA Imposed Restrictions

ReAllocate will provide RIA's with tools to evaluate their clients existing real estate holdings in comparison to their target allocation and make specific investment recommendations using its proprietary software for future investment opportunities presented through the RC Platform. ReAllocate will undertake a proprietary risk underwriting process for every asset that it recommends to its RIA's and will provide a simplified risk matrix score based on the five risk characteristics. Based on custom matching algorithms, RIA's will be provided with individualized investment recommendations for their clients through an interactive website to help achieve a current holding portfolio that most closely matches their clients prescribed target allocation based on ReAllocate's risk-based methodology.

RIA's can impose restrictions on the Investment recommendations it makes to its clients, such as a geographic preference, product type preference, or exclusion of certain attributes and each RIA will be responsible for ensuring that any investment they purchase for their clients is in line with the clients' specific belief system and ethos.

An RIA may, on behalf of its client(s) invest in an offering that is not recommended by ReAllocate (an investment, for example, that falls outside of their risk profile), but in such cases, ReAllocate will not monitor this investment(s) on an on-going basis to inform the RIA if such investments are performing according to their client(s) risk profile(s).

D. Wrap Fee Programs

ReAllocate does not sponsor or manage a wrap fee program.

E. Amounts of Assets Under Management

ReAllocate does not currently have any assets under management.

ITEM 5: FEES, COMPENSATION AND TERMINATION OF SERVICES

A. Description of Compensation and Basic Fee Schedule

ReAllocate currently charges each RIA an annualized fee of up to 1.00% of its total capital committed (“TCC”). ReAllocate defines TCC as the initial capital commitment and subsequent purchase of membership units, whole properties, REIT shares and limited partnership interests in real estate opportunities by an RIA using the RC Platform.

ReAllocate may charge a subscription-based fee for its services, charged on a monthly basis, to access its proprietary risk modelling software and portfolio tracking dashboard.

ReAllocate reserves the right, in its sole discretion, to reduce or waive any fees it may charge for any period of time determined as determined by ReAllocate in its sole discretion. In addition, ReAllocate may reduce or waive its fees for certain RIA’s without notice and without reducing or waiving fees for any other RIA(s).

An RIA may terminate their advisory relationship with ReAllocate with 30 days’ prior written notice to ReAllocate.

B. Payment of Fees

ReAllocate’s advisory fees will be charged quarterly in arrears based on the TCC of each of the RIA’s client Investments made on the RC Platform as of the last day of the preceding quarter. (The Firm will bill $\frac{1}{4}$ of the annual fee each quarter, irrespective of the number of actual calendar days in the quarter.) For investments purchased during a calendar quarter, ReAllocate will prorate the advisory fee based upon the number of days the Investment was held during the prior quarter.

ReAllocate will not independently verify the market value of a RIA client’s assets but will rely on the applicable real-estate sponsor or Manager for such valuations. In addition, it is expected that each sponsor or Manager may or may not issue audited financial statements, which ReAllocate will review to seek to ensure that the valuations underlying RIA invoices are reasonable and appropriate.

On investments that are currently generating a cash-flow, ReAllocate will bill quarterly in arrears with the portion of fees due to ReAllocate to be paid by the custodian of the investment. This fee will reduce the return to the investor, as a portion of the respective investment return will be “set aside” to pay the RIA’s advisory fee to ReAllocate.

On investments that are not currently generating a cash-flow, ReAllocate will gross up the initial investment to cover the RIA’s quarterly advisory fees during the initial target hold period of the investment. If the proposed investment does not anticipate current cash-flow, then ReAllocate will require that the RIA establish an account at a custodian approved by ReAllocate, and the

RIA will be required to maintain a minimum balance in the account in an amount equal to the estimated ReAllocate advisory fees during the period the investment does not generate cash flow. As an example, if a proposed investment is not expected to generate cash flow during its 7-year estimated hold period, then ReAllocate will require the RIA to deposit the above calculated minimum balance in the account established at approved custodian by ReAllocate for this holding period.

C. Other Fees

Real Estate fund or property managers will charge customary fees at the asset/fund level that will be paid by the RIA Client, but those fees are not imposed by ReAllocate nor shared with ReAllocate. RIA's may incur other transaction costs of third-parties related to their clients' investments.

The total fees paid to RC Platform from a sponsor or Manager of an offering on the RC Platform for investor processing services will be based on a per investor fee that may vary depending upon the minimum investment amount accepted by the sponsor or Manager; the varying fees reflect the economies of scale that generally result when offerings are structured with lower minimum investment parameters that generally result in higher investor participation. A potential conflict of interest exists in that ReAllocate may have an incentive to recommend those sponsored offerings which may be expected to generate more fees from sponsors or Managers of the offerings because there may be more capacity for investors and thus more fee potential. ReAllocate believes that conflict is mitigated by ReAllocate's recommendation model being based on algorithmic computations that take into account the individual RIA clients portfolio characteristics (e.g., risk profile and diversification) for investments across the RC Platform and is not designed to take into account potential fees received by ReAllocate or RC. ReAllocate will monitor the recommendation models periodically over time to ensure that the model retains its integrity and is not biased towards investments potentially generating increased fee income for ReAllocate or RC Platform.

D. Prepayment of Fees

ReAllocate does not charge fees in advance.

E. Other Compensation

Neither ReAllocate nor its supervised persons accept any compensation/commission for the recommendation of real estate products including asset-based sales charges or service fees from any other source, including real-estate sponsors, broker-dealers or other investment advisers, other than as noted above in Section C.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

ReAllocate does not charge “performance based” fees for its advisory services.

ITEM 7: TYPES OF CLIENTS

ReAllocate offers its advisory services to Registered Investment Advisors interested in investing in real estate on behalf of their clients. There is no minimum account size required to become an RIA with whom ReAllocate has a sub-advisory agreement.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. Methods of Analysis and Investment Strategies

ReAllocate will undertake a proprietary methodology to identify and objectively quantify the underlying risk of each individual Investment. ReAllocate has developed a process to gather, analyze, weight and report various factors gathered from public and private data sources including its own database of gathered information, information provided by Managers and that from publicly available sources.

The goal of ReAllocate's underwriting methodology is to provide an objective, metrics-based risk rating of the individual Investment based on five key factors: the Market, the proposed Capitalization of the Investment, the partnership Structure, the physical characteristics of the Asset and the qualifications, strength and experience of the Sponsor.

Market

ReAllocate will analyze numerous real estate market data points and calculations collected from various data sources, both public and private, to develop a weighted risk score for the market trends, strengths, opportunities and challenges within the overall market of the prospective Investment and, where appropriate, the individual submarket the Investment is located in. Factors that may be under consideration include, but are not limited to:

- Absorption
- Cost of living
- Demographic trends
- Housing affordability
- Leasing and rental rate trends
- Vacancy trends
- Education

Capitalization

ReAllocate will perform a thorough underwriting of the proposed capitalization of each Investment as proposed by Manager to identify and quantify the underlying potential for risk of loss with the capital structure and its overall fit within the strategy of the Investment. ReAllocate will analyze and weight factors which may include:

- Overall capital structure
- Debt yields
- Debt Coverage Service Ratio
- Fees (to sponsor and to 3rd parties)

- Loan terms, amortization etc.
- Payback period
- Manager Co-Invest and sources of capital

Structure

The proposed partnership or management structure of the Investment will be analyzed by ReAllocate to determine any potential for increased risk of loss, based on quantifiable metrics which may include the following:

- Manager Co-Invest
- Preferred return rate
- Promote tiers and/or waterfall
- Treatment of cash flows
- Voting controls
- Frequency of distributions
- Manager net investment after fees

Asset

ReAllocate will perform extensive underwriting to objectively quantify the underlying potential risk of loss with the physical characteristics inherent to the Investment. Individual data points and calculations will be weighted to determine the quality of the physical asset, how its current characteristics mesh with the needs of the market demand and the potential for required future capital needs. Factors analyzed may include:

- Current usage
- Amenities
- Building Class
- Rent growth trends and projections
- Comparable sales activity
- Comparable leasing activity
- Deferred maintenance
- Occupancy and tenant characteristics
- Rent expiration schedule

Sponsor

Extra attention will be provided to analysis of the Sponsor and Manager of the Investment. The Manager is the hands-on team RIA's will rely on to perform the day to day execution of the business plan for the Investment, they will be responsible for initial deal sourcing, capitalization structure, leasing and re-tenanting decisions and sell/hold decisions. Individual factors that may be analyzed with regards to the Manager including the following:

- Years of experience

- Current Portfolio value
- Experience with the product category of Investment
- Current portfolio Loan to Value
- Number of exited deals
- Past performance results
- Organizational Chart
- Balance sheet
- Lender relationships
- Capital base and investor relationships

Output of Risk Based Underwriting Methodology

After ReAllocate has analyzed all of the above-mentioned data sets, its proprietary algorithms will weight and rank an overall risk score for each of the main categories. From those risk scores, individualized investment advice and allocation recommendations will be made to RIA clients based on their individual risk profiles maintained through ReAllocate's interactive website.

B. Material Risks and Conflicts of Interest

Risk of Loss

In all cases, existing and potential RIA's and their clients are advised that investing in real estate involves speculative risk, which could result in a complete loss of principal and no return is guaranteed. In addition, there are no assurances that an RIA clients desired diversification pursuant to an allocation model can, or will, be achieved.

The risks associated with an Investment are more fully described in each PPM and/or accompanying documentation associated with each Investment. Each RIA must carefully review such information prior to making an investment in an Investment for their client. Each offering document will be made available for review through the RC Platform.

ReAllocate cannot guarantee any level of performance or that any RIA client will avoid a loss of principal. **Any investment in securities or real estate involves the possibility of financial loss that an RIA and its clients should be prepared to bear. Each RIA should conduct their own due diligence and review of the offering documents for any Investment recommended to them and make an independent determination about the risks involved with each Investment.**

When evaluating risk, financial loss may be viewed differently by each RIA and may depend on many different risk items, each of which may affect the probability of adverse consequences and the magnitude of any potential losses. The following risks may not be all-inclusive but should be considered carefully by a prospective RIA before retaining ReAllocate Advisors' services and are not a substitute for the Risk Factors contained in each Investment PPM and offering

materials. These risks should be considered possibilities, with additional regard to their actual probability of occurring and the effect on an RIA and its clients if there is in fact an occurrence.

Advisory Risk

There is no guarantee that ReAllocate's judgement or investment advice on behalf of an RIA will necessarily produce the intended results. ReAllocate's judgement and methodology may prove to be incorrect and a RAI might not achieve their client's investment objectives. In addition, it is possible that RIA's, its clients or ReAllocate Advisors itself may experience computer equipment failure, loss of internet access, viruses or other events that may impair access to ReAllocate's software based financial advisory services. ReAllocate and its representatives are not responsible to any RIA for losses unless caused by ReAllocate breaching its fiduciary duty.

Illiquidity Risk

Investments in private real estate partnerships are highly illiquid, and there can be no assurance that RIA clients will be able to realize these investments in a timely manner. It is unlikely that there will be a public market for these Investments and the redemptions plans or liquidity provisions in each Investment may be limited by regulatory requirements as well as cash available to effect redemptions.

Systems Risks

The operational infrastructure used by ReAllocate relies extensively on computer programs and systems (and may rely on new systems and technology in the future) for various purposes including, without limitation, evaluating Investments, monitoring Investment, and generating RIA client allocations. Programs or systems used by ReAllocate may be subject to certain limitations, including, but not limited to, those caused by computer "worms," viruses, cyber-attacks and power failures. All operations are highly dependent on each of these systems and the successful operation of such systems is often out of ReAllocate's control. The failure of one or more systems or the inability of such systems to satisfy the ReAllocate's growing businesses could have a material adverse effect on a RIA's client results.

Dependence on Key Employees

A RIA's client success depends, in part, upon the ability of ReAllocate's executive officers, key real estate and debt finance professionals to effectively evaluate the risk profile and investment prospects of each Investment in order for an RIA client to achieve the targeted investment goals. The loss of any of these executives or other key personnel could adversely impact the ability to achieve such investment goals and objectives of an RIA client's portfolio.

Management Conflicts of Interest

Certain key executives are also officers, directors, managers and/or key professionals of the parent and its affiliates. As a result, they may face conflicts of interest, including time constraints, potential allocation of investment opportunities and conflicts created by ReAllocate's relationship to the RC Platform's compensation agreements with each Manager and Investment.

C. Certain Investment-Related Risk Factors

All investments carry some amount of risk. Real Estate related risks are the principal risks for RIA's relying on ReAllocate's advisory services in making Investment decisions for their clients. The real estate market has experienced a protracted recovery and is cyclical in nature. Due to changes in interest rates, the lending market, economic policy, and supply and demand, in addition to illiquidity, real estate investments can carry a great deal of risk.

Declines in Real Estate Values

Risks associated with investing in real estate and real estate-related investments are likely to be more severe during periods of economic slowdown or recession, especially if such periods are accompanied by declining real estate values. Further, declining real estate values significantly increase the likelihood of losses on real estate and real estate-related investments acquired by a RIA client in the event of default, as the value of the underlying real estate and the value of the loans collateralized by such real estate may be insufficient to pay amounts owed in respect of such investments and result in a loss to an RIA client. Low recovery on real estate or real estate-related investments might result in a loss on the investment. Any sustained period of increased payment delinquencies, foreclosures or losses could adversely affect the income received by an RIA client from its real estate and real estate-related investments, which would reduce the amount it has available for distribution. Furthermore, the underlying properties may be suffering varying degrees of financial distress or may be located in economically distressed areas.

Type and Use of Properties; Alternative Use of Properties

Additional risks are presented by the type and use of a particular commercial property. For instance, commercial properties that operate as hospitals and nursing homes present special risks to lenders due to the significant governmental regulation of the ownership, operation, maintenance and financing of health care institutions. Hotel and motel properties often are operated pursuant to franchise, management or operating agreements which may be terminable by the franchisor or operator; and the transferability of a hotel's operating, liquor and other licenses upon a transfer of the hotel, whether through purchase or foreclosure, is subject to local law requirements.

Furthermore, a commercial property may not readily be converted to an alternative use in the event that the operation of such commercial property for its original purpose becomes unprofitable. In such cases, the conversion of the commercial property to an alternative use would generally require substantial capital expenditures. Thus, if a borrower becomes unable to

meet its obligations under the related commercial mortgage loan, the liquidation value of any such commercial property may be substantially less, relative to the amount outstanding on the related commercial mortgage loan, than would be the case if such commercial property were readily adaptable to other uses.

Environmental Risks and Health Risks

The value of an RIA client's investments could be impaired if a property (or a property securing the loan underlying an investment) sustains losses related to an environmental claim. An RIA Client could face meaningful risk of loss from lawsuits related to environmental claims based on environmental problems associated with real estate investments or the properties underlying an investment. An RIA client may be liable pursuant to environmental claims under various federal, state and local laws, ordinances and regulations, as well as common law principles for the costs of removal or remediation of certain hazardous or toxic substances on or in a property and subject such RIA client to claims or liability for the costs of removal or remediation of hazardous substances that are released at, in, on, under or from the property. The cost of any required remediation and the owner's liability therefore as to any property generally are not limited under such laws and could exceed the value of the property and/or the aggregate assets of the owner. In addition to claims for cleanup costs, the presence of hazardous substances on, or the release of hazardous substances from, a property or a facility and persons who arranged for off-site disposal activities could result in a claim by a private party for personal injury or property damage or could result in a claim from a governmental agency for other damages.

Leasing Delays and Tenant Bankruptcies

An RIA client's receipt of income may depend upon the cash flows it derives from lease payments under leases and the cash flows received by the borrower under a debt instrument held by such RIA client from lease payments under leases. Therefore, the performance of an RIA client's investments will depend upon the ability of the owner of the property to lease and re-lease space within the applicable properties and on the various tenants' payment of rent and performance of other obligations under leases, such as maintenance of properties, payment of taxes, utilities and other charges and maintenance of insurance. The owner of a property will have no control over the actions of any of its tenants and, at any time, any of its tenants may delay lease commencement or renewal, fail to make lease payments when due or declare bankruptcy. Any leasing delays, tenant failures to make lease payments when due or tenant bankruptcies could result in the termination of the tenant's lease and, particularly in the case of a large tenant, material losses to an RIA client, and could harm the RIA client's ability to make distributions to its investors or otherwise operate its business.

If a tenant is unable to comply with the terms of its lease, the owner of the property may be forced to modify lease terms in ways that are unfavorable to it. Alternatively, the failure of a tenant to perform under a lease or to extend a lease upon expiration of its term could require the

owner of the property to declare a default, repossess the property, find a suitable replacement tenant, operate the property or sell the property. There is no assurance that the owner of the property will be able to lease the property on substantially equivalent or better terms than the prior lease, or at all, successfully reposition the property for other uses, successfully operate the property or sell the property on terms that are favorable to such owner.

Significant Tenant Ceasing to Operate at a Retail Property

A significant tenant ceasing to do business at a retail property could result in realized losses with respect to an investment. The loss of a significant tenant may be the result of the tenant's voluntary decision not to renew a lease or to terminate it in accordance with its terms, the bankruptcy or insolvency of the tenant, the tenant's general cessation of business activities or other reasons (including co-tenancy provisions permitting a tenant to terminate a lease prior to its term). There is no guarantee that any tenant will continue to occupy space in the related retail property. Additionally, the bankruptcy of, or financial difficulties affecting, a major tenant may adversely affect a borrower's ability to make its mortgage loan payments.

ReAllocate's investment strategies may be subject to the following additional investment risks: (It should be noted that this list is not all-inclusive)

Counter-Party Risks – A portfolio may incur a loss if the other party to an investment contract, such as a derivative, fails to fulfill its contractual obligation.

Debt Securities Risks – The issuer of a debt security may fail to pay interest of principal when due, and changes in market interest rates may reduce the value of debt securities or reduce the portfolio's returns.

Equity Risks – The risk that the value of equity securities, such as common stocks and preferred stocks, may decline due to general market conditions which are not specifically related to a particular company or to factors affecting a particular industry or industries. Equity securities generally have greater price volatility than fixed income securities.

High-Yield Securities Risk – High-yield securities have a much greater risk of default or of not returning principal and tend to be more volatile than higher-rated securities of similar maturity.

Interest-Rate Risk – The risk that fixed income securities will decline in value because of an increase in interest rates.

Issuer Risk – The value of a security may decline because of adverse events or circumstances that directly relate to conditions at the issuer or any entity providing it credit or liquidity support.

Issuer Non-Diversification Risk – The risks of focusing investments in a small number of issuers, industries, or foreign currencies, including being more susceptible to risks associated with a single economic, political or regulatory occurrence than a more diversified portfolio might be.

Leverage Risk – The risk that certain portfolio transactions may give rise to leverage, causing the portfolio to be more volatile than if it had not been leveraged.

Market Risk – The market price of securities held by a portfolio may rapidly or unpredictably decline due to factors affecting securities markets generally or particular industries.

Mortgage- and Asset-Backed Securities Risk – These securities may decline in value when defaults on the underlying mortgage or assets occur and may exhibit additional volatility in periods of changing interest rates. When interest rates decline, the prepayment of mortgages or assets underlying such securities may require the reinvestment of money at lower prevailing interest rates, resulting in reduced returns.

Regulatory Risk – The risk that changes in government regulations may adversely affect the value of a security. An insufficiently regulated industry or market might also permit inappropriate practices that adversely affect an investment.

Short Sale Risk – The risk of entering into short sales includes the potential loss of more money than the actual cost of the investment, and the risk that the third party to the short sale may fail to honor its contract terms, causing a loss to a portfolio.

Private Securities Risk – Private securities contain the risks of their respective public securities, but these risks can be magnified due to their illiquidity and lack of public knowledge on the business. These securities are inherently riskier.

ITEM 9: DISCIPLINARY INFORMATION

None of ReAllocate's employees, officers, or managers have been involved in any legal or disciplinary events that would be material to a RIA's evaluation of the firm or its management.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

None of ReAllocate's employees or access persons are associated or employed by a broker-dealer.

Neither ReAllocate nor its employees or access persons registered as a Futures Commission Merchant, Commodity Pool Operator or Commodity Trading Adviser.

None of ReAllocate's employees, officers or managers have relationships with related parties in the financial services industry that materially affect ReAllocate's investment advisory service.

None of ReAllocate's employees, officers or managers recommend or select for any RIA, or have other business relationships with, other investment advisers.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

In order to avoid conflicts of interest and fulfill our fiduciary duties to our network of RIA's, ReAllocate has adopted a Code of Ethics ("Code"), as required by Rule 204A-1 under the Investment Advisers Act of 1940.

The Code includes, among other things, provisions protecting RIA and RIA client confidentiality and prohibiting activities likely to create a conflict of interest. A complete copy of the Code is available upon request to ReAllocate's Chief Compliance Officer at the address, telephone, or email address on the cover page of this Brochure. ReAllocate or individuals associated with ReAllocate may buy or sell Investments identical to or different than those recommended to RIA's for their personal accounts. In addition, any related person(s) may have an interest or position in certain Investments which may also be recommended to an RIA.

ReAllocate is not in the business of investing in the Investments. ReAllocate's officers and employees may purchase Investments for their own accounts that are the same as Investments in an RIA client's portfolio. However, because RIA's make their investment decisions independently and at the RIA's own discretion and time frame, any purchase of the same Investments would be coincidental. ReAllocate does not invest in Investments and does not buy or sell Investments for RIA's. Any similarity in the timing of personal investments of ReAllocate employees and the investments of RIA's and their clients, made after acquiring investment analysis is coincidental, immaterial and does not prejudice Clients in any way.

ITEM 12: BROKERAGE PRACTICES

ReAllocate only offers Investments listed on the RC Platform to its network of RIA's. It does not offer any other securities or recommend that RIA's or prospective RIA's purchase their Investments through any other platform or broker-dealer.

ITEM 13: REVIEW OF ACCOUNTS

A. Periodic Reviews

All accounts will be reviewed on a regular basis, but no less than annually, after ReAllocate or the RC Platform receives updated investment values from the custodian to identify any significant discrepancies that may exist between the RIA client's targeted allocation and the current allocation of such investments.

B. Factors that Will Trigger Non-Periodic Reviews

Material market events affecting the real estate sector may cause ReAllocate to review its proprietary systems and RIA client accounts effected by such market disruption.

C. Reports Provided to RIA's

ReAllocate will provide RIA's via electronic portal, access to their client accounts on a real-time basis. ReAllocate may provide reports issued by the respective sponsors but will not be the author of such reports.

ITEM 14: RIA REFERRALS AND OTHER COMPENSATION

On occasion, ReAllocate may use the services of other registered investment advisers to solicit RIA's for ReAllocate. In those instances where such are used, ReAllocate will share its compensation with such solicitor and/or finder. This arrangement will not increase the advisory fees paid by a Client to ReAllocate and will be fully disclosed to any RIA referred/solicited by a third-party to ReAllocate.

ReAllocate may conduct marketing campaigns through advertising networks, email marketing campaigns, social media influencers or affiliate programs (e.g., Google AdWords/AdSense, or others). When visitors to the RC website or potential RIA's are directed to the RC website from these sources, RC or ReAllocate will compensate such advertising networks, email marketing campaigns, social media influencers or affiliate programs.

ITEM 15: CUSTODY

ReAllocate will not act as custodian for any RIA or RIA client assets. When an RIA client invests through ReAllocate, their monies will be sent to the custodian/escrow agent for the specific property. When the investment closes or at other times as determined by the specific offering documents, these monies will be forwarded to the Manager of the investment. All RIA client assets, therefore, will ultimately be held directly by the Manager, such as the entity listing the product on the RC Platform.

ITEM 16: INVESTMENT DISCRETION

ReAllocate will not use discretion in any RIA accounts. Each RIA should conduct their own due diligence and review of the offering documents for any Investment recommended to them or any investments they may make outside of the ReAllocate recommendation. This should be done in order to determine which Investment, if any, that the RIA purchases for its client(s). If the RIA decides to purchase an Investment through ReAllocate, they will be required to execute the paperwork required to effect the transaction, as ReAllocate does not exercise discretion in making Investments in any RIA or RIA client's account.

ITEM 17: VOTING CLIENT SECURITIES

The Firm does not take any action or render any advice with respect to the voting of proxies solicited by, or with respect to, the issuers of any securities held in the RIA's client accounts.

ITEM 18: FINANCIAL INFORMATION

ReAllocate does not require or solicit any prepayment in fees in advance. ReAllocate is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to RIA's or their clients. ReAllocate has not been subject to a bankruptcy petition.