

**Item 1. Cover Page**

# **RPS Securities LLC**

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Houston, TX 77024  
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**Part 2A of Form ADV: Firm Brochure**

**July 14, 2021**

**This brochure provides information about the qualifications and business practices of RPS Securities LLC. If you have any questions about the contents of this brochure, please contact us at 832-563-3036 or [neil.verma@rpssecurities.com](mailto:neil.verma@rpssecurities.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.**

**Additional information about RPS Securities LLC is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). An investment adviser’s registration with the SEC does not imply a certain level of skill or training.**

## **Item 2. Material Changes**

The *Material Changes* section of the Brochure will be updated annually or sooner if a material change occurs to this **initial** Form ADV Part 2A (the “**Brochure**”) and any subsequent release of this Brochure.

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 fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

The foregoing is only a summary of the material changes to the Brochure. It does not purport to identify every change to the Brochure since the last annual update (e.g., format changes). This summary of material changes is qualified in its entirety by reference to the full discussion in this Brochure. Clients are encouraged to read the Brochure in detail and contact us with any questions.

Since our last updating amendment dated June 24, 2021, we have made the following material changes:

RPS Securities LLC updated Item 5 Fees and Compensation to indicate that fees will be charged monthly, in arrears and that the fees are not charged against the underlying investors in ROX Financial LP.

**Item 3. Table of Contents**

Item 1. Cover Page .....	1
Item 2. Material Changes .....	2
Item 3. Table of Contents .....	3
Item 4. Advisory Business .....	4
Item 5. Fees and Compensation .....	4
Item 6. Performance-Based Fees and Side-By-Side Management.....	5
Item 7. Types of Clients.....	6
Item 8. Methods of Analysis, Investment Strategies and Risk of Loss .....	6
Item 9. Disciplinary Information .....	11
Item 10. Other Financial Industry Activities and Affiliations .....	11
Item 11. Code of Ethics, Participation or Interest in Client Transactions & Personal Trading.....	11
Item 12. Brokerage Practices .....	12
Item 13. Review of Accounts .....	12
Item 14. Client Referrals and Other Compensation.....	13
Item 15. Custody.....	13
Item 16. Investment Discretion.....	13
Item 17. Voting Client Securities.....	13
Item 18. Financial Information .....	13
Item 19. Requirements for State-Registered Advisers.....	14

## Item 4. Advisory Business

### Firm Description

RPS Securities LLC (“**RPSS**”, “**we**” or “**us**”) was organized in 2020 as a Texas limited liability company with its principal office and place of business at 9245 Wickford Drive, Houston, TX 77024. RPSS is wholly-owned by ROX Financial Inc. There are no owners of ROX Financial Inc. that hold 25% or more of that entity.

RPSS is in the process of registering as an investment adviser with the state of Texas.

### Types of Advisory Services

RPSS will provide asset advisory services to ROX Financial LP (“**ROX**” or the “**Client**”), RPSS’ only client. It is the intention of ROX to issue securities in the public markets associated with multiple series, each of which will qualify as a REIT. ROX is not an investment fund and will not own any securities other than those of its subsidiaries. Each series will acquire interests in special purpose vehicles (“**SPVs**”) that hold commercial real estate. RPSS will provide advisory services to ROX and each series REIT including assisting with public reporting requirements and advising on general operations of the real estate.

### Assets under Management

RPSS does not currently have assets under management and the only assets under management will be held by the series of ROX. ROX and RPSS will enter into a Services and Investment Management Agreement (the “**Services Agreement**”), to govern their relationship.

## Item 5. Fees and Compensation

### Compensation

RPSS will typically be compensated for our advisory services, in one of several ways:

#### 1. Management Fees

RPSS will receive an annual management fee based on a percentage of the equity value of assets under advisement of each series REIT, which shall be determined by RPSS and notified to the series REIT prior to issuance of the applicable equity. The management fee can be reduced by RPSS at any time and can be increased by RPSS after the third anniversary of the completion of the offering of equity of a Series with at least 90 days prior notice to ROX. The management fee for the first property for the first series REIT has been set at 65 basis points annually. The fee is paid monthly, in arrears. The series REIT pays the fee out of its revenue. The fee is not charged to the investors in ROX. It is anticipated that management fees for future properties and series REITs shall be set at similar amounts or slightly higher. RPSS is also a registered broker-dealer and the Services Agreement provides for fees for those services to ROX and each series REIT. The broker dealer assists with acquisition and disposition of assets for which the investment advisor will provide ongoing advice. The broker dealer will be paid one-time

transaction fees (as a percentage of the transaction) as more particularly set forth in the Services Agreement.

## 2. Additional Fees and Expenses

Each series REIT shall pay, or reimburse RPSS and its affiliates for, the following expenses:

- (a) all third-party expenses related to the acquisition or disposition of any series property, including any third-party expenses for brokers or related to the negotiation and closing of any third-party debt for a series or subsidiary thereof;
- (b) any underwriting or private placement expenses and commissions of the ROX or a series;
- (c) any taxes payable by ROX or a series due to their activities;
- (d) any state franchise or income tax or any tax based upon the revenues or gross margin of ROX, a series or their subsidiaries;
- (e) expenses related to any claim, order, litigation or similar action by or against the ROX, a series of their subsidiaries, including any deductible under any applicable insurance policy;
- (f) expenses of ROX and a series with respect to indemnification pursuant to the limited partnership agreement of ROX;
- (g) expenses incurred by a member of the conflicts committee of the general partner of ROX acting on behalf of any series in accordance with the terms of the limited partnership agreement of ROX, including any expenses related to third-party service providers engaged by that Committee; and
- (h) all compensation and benefit costs of any member of the board of the general partner who could be a member of the conflicts committee (to enable such members to retain their independence for the benefit of any series).

Otherwise, the Service Agreement provides that RPSS and its affiliates shall be responsible for any other fees and expenses of ROX and a series without reimbursement.

## **Item 6. Performance-Based Fees and Side-By-Side Management**

### **Performance-Based Fees**

As described above in Item 5, RPSS only receives a fee as an investment advisor based on assets under advisement. At present, RPSS does not charge performance fees, but may do so in the future.

### **Side-by-Side Management of Accounts and Related Conflicts of Interest**

RPSS does not receive any performance-based fees and therefore does not have conflicts with

regard to side-by-side management. If RPSS begins charging performance fees in the future, RPSS will adopt and implement policies and procedures intended to address such potential conflicts of interest which may arise.

## **Item 7. Types of Clients**

RPSS will only have one client, ROX.

## **Item 8. Methods of Analysis, Investment Strategies and Risk of Loss**

### **Methods of Analysis and Investment Strategies**

#### Real Estate

In general, the investment strategy of the series REITs will be focused on triple-net commercial real estate with investment-grade credit tenants with long-term, corporate guaranteed leases in the following areas:

- Industrial: e-commerce logistics, health care logistics.
- Retail: flagship properties, highest profile locations.
- Life Sciences: mission critical labs and facilities.
- Office and multi-family on a case-by-case basis only in the top growth markets.

Screening criteria will include well-known “Fortune 100” tenants, top locations, a compelling narrative and financial metrics that are competitive to comparable sector REITs.

The investment strategy and objective of each series REIT will be set forth in the prospectus related to the offering of securities of ROX related to the applicable series REIT. Note that it is likely that each series REIT will hold only a single property or a few properties with commonalities of tenants or locations.

#### Methods of Analysis

RPSS will analyze each potential property proposed for acquisition by a series REIT, focusing on constancy with the investment strategy and objectives of each series REIT and the marketability of underlying securities to the public market. Each series REIT has equity specifically associated with that series issued by ROX that is anticipated to trade publicly.

#### Target Markets

In addition to the general strategy specified above, RPSS will focus on commercial real estate that generally has the following characteristics:

- institutional grade with well-known and highly regarded tenants;
- minimum equity offering size of \$80,000,000 in gross asset value and competitively-priced in comparison to private markets;

- leverage under 50%; and
- weighted average unexpired lease term of 8 or more years.

### Exit Strategies

RPSS intends to assist ROX with investments as “permanent capital.” As a result, there is no specifically defined exit strategy. However, based on facts and circumstances, the board of the general partner of ROX has the power to determine whether to sell a property. If that board so determines, RPSS will advise that board with respect to the sale process.

### **Material Risks of Strategies and Investments used in Strategies**

*General Investment Risk:* The types of investments that the REITs generally make involve a high degree of business and financial risk. Timing of profit realization may be highly uncertain and a loss of an investor’s entire investment in a REIT is possible. Additionally, investing in securities involves risk of loss that clients should be prepared to bear.

*Past Performance; No Guarantee of Future Results:* The past investment performance of the REITs (or the properties held by such REITs) should not be construed as an indication of the future results of the REITs. Past performance does not guarantee future results.

*Reliance on Key Personnel:* The REITs’ performance may be partially reliant on certain key personnel of RPSS and its affiliates. The departure of any such key personnel for any reason, including compensation or other factors, or the inability of such key personnel to perform certain duties may materially and adversely affect the ability of RPSS to implement the investment strategies of the REITs.

*Reliance on Management Teams:* The REITs’ performance may be partially reliant on the performance of management teams, who are responsible for the day-to-day operations of the properties in which ROX ultimately invests. Failure on the part of the management teams to fulfill their obligations, in whole or part, may materially and adversely impact the performance of the REITs.

*Valuation of the REITs’ Investments:* The REITs invest in assets in which the net asset values, given the uncertainty inherent in the valuation of certain types of real estate assets, may differ materially from the prices at which a REIT may be able to liquidate the assets.

*Availability of Suitable Investments:* There is no guaranty that RPSS and its affiliates will be able to identify potential investments that meet the investment objectives of ROX. The availability of investment opportunities generally will be subject to market conditions and competition from other investors, some of which may have greater resources than the REITs.

*Legal, Tax and Regulatory Risks:* RPSS and the REITs are subject to legal, tax and regulatory oversight, including by the SEC and may be especially susceptible to changes in tax law. New

regulations may result in increased costs, reduced profit margins and reduced investment opportunities, all of which may negatively impact the performance of the REITs. In addition, there may also be unanticipated and/or adverse legal, tax and regulatory changes, including changes in the interpretation or enforcement of existing laws and rules, from time to time, including requirements to provide additional information pertaining to the REITs (or its underlying investors) to the Internal Revenue Service or other taxing authorities. Compliance with any new or revised laws or regulations could be difficult and expensive, and any uncertainty in respect of their implementation may result in increased taxes or other costs, reduced profit margins and reduced investment opportunities, and may require a significant restructuring of the manner in which the REITs are organized, all of which may negatively impact the performance of the REITs. Moreover, it is possible that the U.S. federal income tax treatment currently accorded an investment in a REIT will be modified by other legislative, administrative or judicial action in the future. The nature of additional changes in U.S. federal income tax law, if any, cannot be determined prior to enactment of any new tax legislation. However, such legislation could significantly alter the tax consequences and decrease the after-tax rate of return of investments in the REITs. ROX therefore should seek, and must rely on, the advice of their own tax advisers with respect to the possible impact on their investments attributable to recent legislation, as well as any future proposed tax legislation or administrative or judicial action.

*Terrorism Risk:* The prevalence of terrorist attacks throughout the world could have significant adverse effects on the global economy and may exacerbate some of the general risk factors related to investing in certain strategies. The likelihood of these types of events occurring in the future cannot be predicted nor how such events may affect the REITs.

*Risk of Natural Disasters and Epidemics:* Natural or environmental disasters, such as earthquakes, fires, floods, hurricanes, tsunamis and other severe weather-related phenomena generally, and widespread disease, including pandemics and epidemics, have been and can be highly disruptive to economies and markets, adversely impacting individual companies, sectors, industries, markets, currencies, interest and inflation rates, credit ratings, investor sentiment, and other factors affecting the value of the REITs' investments. These disruptions could prevent the REITs from executing advantageous investment decisions in a timely manner and negatively impact the REITs' ability to achieve their investment objectives. Any such event(s) could have a significant adverse impact on the value and risk profile of the REITs.

In late 2019, an outbreak of respiratory disease was detected in Wuhan City, Hubei Province, China and since spread internationally, including throughout the United States. The virus, a novel coronavirus, is referred to as COVID-19 and has resulted in international border closures, enhanced health screenings, quarantines, disruption to supply chain, and substantial market downturns. The impact of COVID-19, and other epidemics and pandemics that may arise in the future, could affect the economies of many nations in the long term, individual real estate properties in which the REITs invest, and in general in ways that cannot necessarily be foreseen at the present time. The impact may be relatively short term or may last for an extended period of time. Pandemic or epidemic conditions pose a particular risk to RPSS, as measures taken to



mitigate or contain such conditions may lead to restrictions on travel and may have a disparate impact on the hospitality industry and value of the REITs' investments.

*Cybersecurity:* RPSS, the REITs, their properties and their third-party service providers are subject to cybersecurity risks. Cybersecurity risks have significantly increased in recent years, and the REITs could suffer material losses relating to cyber-attacks or other information security breaches in the future. The computer systems, software and networks of RPSS, the REITs, their properties and its third-party service providers may be vulnerable to unauthorized access, computer viruses or other malicious code and other events that could have a security impact. If one or more of such events occur, this potentially could jeopardize confidential and other information of RPSS, the REITs (and/or its investors) and their properties (and guest information), or otherwise cause interruptions or malfunctions in RPSS' or the REITs' operations or the operations of their third-party service providers. This could result in financial losses to the REITs and their investors. In addition, substantial costs may be incurred in an attempt to prevent future cyber incidents. RPSS has established risk management systems and business continuity plans designed to reduce the risks associated with cybersecurity across its portfolio. However, there is no guarantee that such efforts will succeed and the REITs could be negatively impacted as a result.

*Leverage:* The REITs may utilize leverage with the goal of enhancing its returns. The failure of a REIT to obtain leverage at the contemplated levels, or to obtain leverage on attractive terms at either the REIT level or the portfolio property level, could have a material adverse effect on the REIT and/or its portfolio investments. In addition, the use of leverage will subject the applicable REIT (or its portfolio investments) to risks normally associated with debt financing, including the risk that the cash flow of the REIT (or its portfolio investments) will be insufficient to meet required payments of principal and interest, the risk that indebtedness on the investments will not be able to be refinanced and the risk that the terms of such refinancing will not be as favorable as the terms of the existing indebtedness.

*General Risks of Real Estate Investment:* Each underlying real property held by a REIT (either directly or through other lower-tier vehicles) (each, an “**Underlying Investment**”) is directly owned by a separate operating company, which in turned is owned by the REIT. The ability of each operating company to meet its obligations will depend on factors which affect all properties generally, including occupancy, rental rates and operating expenses. These in turn may be affected by national and local economic conditions; neighborhood characteristics; changes in neighborhood values; movement of business and industry away from the specific Underlying Investment; increases in real estate taxes (which might occur as a result of an increase in the tax rate and/or as a result of an increase in the assessed value of a project); imposition of additional taxes or charges by governmental bodies; increases in utility and/or insurance costs; changes in governmental rules or regulations; availability of financing; competition from other property owners; the ability of tenants to make rent payments; collection difficulties; conditions of domestic and international financial markets; acts of terrorism or war; liability for removal of hazardous substances and for the dispersal of hazardous substances; pandemics and related lock-down measures; and other matters. Certain significant expenditures associated with an

investment in real estate (such as mortgage payments, real estate taxes and maintenance costs) generally do not decline when circumstances cause a reduction in income from the relevant Underlying Investment. Because ROX's investments are intended to be permanent capital, each REIT's ability to react in response to economic or other conditions is limited. No assurances can be given that the fair market value of any Underlying Investments will not decrease in the future.

*Adverse Changes in General Economic Conditions* — The success of the REIT and its Underlying Investments will be dependent upon the general economic conditions in the geographic areas in which the Underlying Investments are located. The Underlying Investments' continuing ability to maintain a high occupancy rate and satisfactory revenue stream will depend in part on the continuing economic success of the surrounding area. Adverse changes in national economic conditions or in the economic conditions of the regions in which each Underlying Investment is located likely would have an adverse effect on real estate values, and the cash flow of such Underlying Investment and, accordingly, the REITs' business, income, and the REITs' ability to make distributions to its limited partners. The general economic conditions in the geographic area in which the Underlying Investments are located are beyond the control of the REITs and RPSS.

*Risks of Environmental Liabilities:* Under various federal, state and local environmental laws, ordinances and regulations, a current or previous owner or operator of real property may be liable for the costs of removal or remediation of hazardous or toxic substances on, under or in that real property. These laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of hazardous or toxic substances. The costs of investigation, removal or remediation of hazardous or toxic substances may be substantial. In addition, the presence of hazardous or toxic substances, or the failure to remedy environmental hazards properly, may adversely affect the owner's or operator's ability to sell or rent affected real property or to borrow using affected real property as collateral. Persons or entities that arrange for the disposal or treatment of hazardous or toxic substances may also be liable for the costs of removal or remediation of hazardous or toxic substances at the disposal or treatment facility, whether or not that facility is owned or operated by the person arranging for the disposal or treatment of hazardous or toxic substances. In connection with the ownership, operation, management and development of any Underlying Investment, the applicable operating company may be potentially liable under these laws and may incur costs in responding to these liabilities.

*Government Investigations:* In the event that RPSS or any current or former principal, director, trustee, manager, member, partner, officer, employee, or affiliate thereof becomes the subject of (or is otherwise involved in) any formal or informal investigation by a governmental or regulatory agency or is otherwise suspected to have engaged in or be involved in any wrongdoing (including through reports in the press), such event may have a material adverse effect on the REITs, regardless of whether RPSS or such other person is ultimately charged or found to have engaged in any wrongdoing. Such investigation or suspicion may cause reputational and other harm to RPSS, or may result in substantial redemptions from, the imposition of suspensions or other limitations on redemptions from, the liquidation of, or other consequences to the REITs.

In addition, such an investigation may divert RPSS' attention from its investment management responsibilities, which also could have a material adverse effect the REITs.

### **Item 9. Disciplinary Information**

There have been no material legal or disciplinary events related to RPSS required to be disclosed pursuant to Item 9.

### **Item 10. Other Financial Industry Activities and Affiliations**

RPSS is registered as a FINRA member broker-dealer, and RPSS personnel have obtained required licensing.

RPSS is wholly-owned by ROX Financial Inc.

RPSS does not recommend or select other investment advisers for our clients or receive compensation, either directly or indirectly, from other advisers.

The broker-dealer side of RPSS will charge a transactional fee for its services. There is no conflict of interest in the assessment of such fee because RPSS will have no transaction decision making authority. Transaction decisions for RPSS's sole client are solely made by ROX Financial GP LLC, the general partner of ROX, and the board of managers of ROX Financial GP LLC is composed of only independent members. Neither ROX Financial Inc, as the organizational limited partner of ROX, nor the members of RPSS, will have any decision-making authority on ROX's transactions in any capacity.

### **Item 11. Code of Ethics, Participation or Interest in Client Transactions & Personal Trading**

#### Compliance Manual and Code of Ethics

RPSS has prepared and adopted a Regulatory Compliance Manual (the "**Compliance Manual**") that includes a Code of Ethics (the "**Code**") setting forth the standards of ethical and business conduct expected of our personnel and addresses conflicts that may arise from personal trading by personnel. The Code, among other things, requires compliance with the federal securities laws, reflects the fiduciary responsibilities of RPSS and its advisory personnel, prohibits certain personal securities transactions, and requires personnel to periodically report their personal securities transactions and to pre-clear certain securities transactions. The Compliance Manual will also address potential conflicts of interest, insider trading and other topics. Pertinent provisions of the Compliance Manual and the Code are discussed below. A copy of our Code is available to any client or prospective client upon request by contacting RPSS' Chief Compliance Officer.

RPSS' Compliance Manual includes policies and procedures regarding giving or receiving gifts and business entertainment between RPSS' related persons and certain third parties (e.g. vendors, portfolio company managers, REIT investors, consultants, etc.) to mitigate the potential for conflicts of interest surrounding these practices. In general, RPSS limits the value

of gifts that may be given or received by related persons to \$100, and requires the reporting of gifts given or received. Certain nominally valued and promotional gifts of \$50 or less are excluded from the gifts policies as well as personal gifts in recognition of certain life events (weddings, births, significant religious events such as a bar mitzvah or ordination, etc.). There is no set dollar limit on business entertainment given or received, but business entertainment given or received with a market value exceeding \$100 must be reported.

RPSS prohibits receiving or providing gifts or entertainment with a market value exceeding \$100 to any government or foreign government official.

RPSS prohibits its related persons from making political contributions on behalf of RPSS, or from making political contributions for the purpose of securing or retaining business. RPSS maintains policies and procedures that set forth specific limitations as to whom related persons may make contributions and the amounts of such contributions, as well as pre-clearance requirements for political contributions.

### Personal Trading

RPSS has adopted a Personal Trading Policy that governs employees' ability to trade securities. RPSS also adopted policies and procedures to prevent the misuse of material, inside information (the "**Insider Trading Policy**"). These policies are designed to avoid conflicts of interest that may arise when RPSS personnel and members of their family engage in securities transactions for their own account. All RPSS employees must adhere to the Personal Trading Policy, the Insider Trading Policy and all other employee policies and procedures in place at RPSS. An employee may not buy or sell any security on the RPSS restricted securities list without first obtaining approval from the Chief Compliance Officer, and may not buy or sell **any** public security if he or she has material, nonpublic information about that security. Employees must also obtain pre-clearance approval from the Chief Compliance Officer for each investment in, or purchase of, securities in a private placement. RPSS employees are prohibited from purchasing new issue securities in an initial public offering. All employees must report to RPSS all of their personal security holdings at time of hire and thereafter annually. In addition, all employees must report all personal security trading activities quarterly and provide copies of their monthly brokerage statements. These policies and procedures cover all personal securities accounts and transactions of each RPSS officer, director and employee and their immediate family members residing in their household where the RPSS employee has a direct or indirect beneficial interest (as defined by SEC Rule 16a-1(a)(2)), including holdings by a spouse, minor children, trusts, foundations, and any account for which trading authority has been delegated to them.

### **Item 12. Brokerage Practices**

RPSS will not execute securities trades.

### **Item 13. Review of Accounts**

RPSS will review the Client's portfolios on an ongoing basis to monitor performance and compliance with investment guidelines and discuss prospective investments, credit, industry and economic news and trends. Such reviews are expected to be conducted by members of the investment team and supervised by the Chief Executive Officer. Although RPSS will monitor

performance, there can be no assurance that the investments will be able to generate returns for the Client or that the returns will be commensurate with the risks of investing. It is possible that the Client will incur losses up to a complete loss of capital.

RPSS will deliver periodic written reports and other information to the Client as negotiated and set forth in the Services Agreement.

#### **Item 14. Client Referrals and Other Compensation**

##### Client Referrals

RPSS does not expect to engage or pay compensation to third-party solicitors, or to affiliates, for client referrals.

##### Other Compensation

RPSS does not receive any other type of benefit from non-clients for providing investment advice or other advisory services.

#### **Item 15. Custody**

RPSS will not have direct or indirect access to the assets of the series REITs, and therefore, does not expect to have custody of Client assets. All funds of each series of ROX will be held in a bank account for such series until they are disbursed by such series of ROX directly to sellers to acquire assets. RPSS will have no authority or custody over that account or the funds in such account. RPSS is not involved in and does not have the ability to call capital.

#### **Item 16. Investment Discretion**

Investment advice is provided to the Client. RPSS shall make no decisions as to any investment in assets as only the Client has the ability to make those decisions for the Client. All decision-making authority rests in the general partner, ROX Financial GP LLC, which has a board of managers composed of three independent managers.

#### **Item 17. Voting Client Securities**

RPSS will not have the authority to engage in proxy voting. RPSS's sole client will not own any shares of securities that will give them a vote.

#### **Item 18. Financial Information**

RPSS does not require the payment of fees or other compensation six months or more in advance. There exists no financial condition of which RPSS is currently aware that would impair RPSS' ability to meet contractual commitments to its clients. RPSS has not been the subject of a bankruptcy petition within the past 10 years.

**Item 19. Requirements for State-Registered Advisers**

The principal executive officers and management persons of RPSS are David Ronn and Neil Verma. Descriptions of their formal education and business background can be found in the Brochure Supplement.

RPSS is a broker-dealer and registered investment adviser. RPSS provides transaction and securities structuring advice to its sole client. Approximately 25% of their respective time is spent on this business.

RPSS and its supervised persons are not compensated for advisory services with performance-based fees.

Neither RPSS or its management persons have been involved in any of the events listed below:

- An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:
  - an investment or an investment-related business or activity;
  - fraud, false statement(s), or omissions;
  - theft, embezzlement, or other wrongful taking of property;
  - bribery, forgery, counterfeiting, or extortion; or
  - dishonest, unfair, or unethical practices.
- An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
  - an investment or an investment-related business or activity;
  - fraud, false statement(s), or omissions;
  - theft, embezzlement, or other wrongful taking of property;
  - bribery, forgery, counterfeiting, or extortion; or
  - dishonest, unfair, or unethical practices.

RPSS is an affiliate of ROX, which will issue series REITs that will trade in the public market.