

Rule One Partners, LLC

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of Rule One Partners, LLC. If you have any questions about the contents of this brochure, please contact us at (855) 687-7853 or by email at: ptown@ruleoneinvesting.com. 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.

Additional information about Rule One Partners, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. Rule One Partners, LLC's CRD number is: 166341

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Registration does not imply a certain level of skill or training.

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Item 2: Material Changes

Rule One Partners, LLC has not yet filed an annual updating amendment using the Form ADV Part 2A. Therefore there are no material changes to report.

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Item 4: Advisory Business

A. Description of the Advisory Firm

Rule One Partners, LLC is a Limited Liability Company organized in the state of Wyoming. The firm was formed in December of 2012, and the principal owner is Philip Bradley Town.

B. Types of Advisory Services

Rule One Partners, LLC (hereinafter "ROP") offers the following services to advisory clients:

Investment Supervisory Services

Rule One Capital, L.P. (hereinafter "the fund") is an event-driven, deep value hedge fund. ROP attempts to find securities that are significantly underpriced relative to their intrinsic value as determined by one or more of the following methods: discounted cash flow, payback time of capital, tangible book value or industry comparisons. ROP looks for underpricing relative to value from a significant change/event that affects one or more of the following: the macro environment, the industry or the company.

ROP offers ongoing portfolio management services to Rule One Capital, L.P., the fund. ROP creates an Investment Policy Statement for the fund, which outlines the current situation and risk tolerance levels, and then constructs a plan to aid in the selection of a portfolio. Investment Supervisory Services include, but are not limited to, the following:

- | | |
|-----------------------|--------------------------------|
| • Investment strategy | • Personal investment policy |
| • Asset allocation | • Asset selection |
| • Risk tolerance | • Regular portfolio monitoring |

ROP evaluates the current investments of the fund with respect to the risk tolerance levels and time horizon. ROP will request discretionary authority from the fund in order to select securities and execute transactions on behalf of the fund. ROP will charge the fund a management fee based on a percentage of assets under management in addition to a performance based fee based on net profits above a high water mark.

Services Limited to Specific Types of Investments

ROP generally limits its money management to mutual funds, equities, bonds, fixed income, debt securities, ETFs, real estate, hedge funds, REITs, insurance products including annuities, private placements, and government securities. ROP may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

ROP has only one client, Rule One Capital L.P. The fund may not impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and any other administrative fees. ROP does not participate in any wrap fee programs.

E. Amounts Under Management

ROP is a newly formed investment advisory firm, as such; there are currently no assets under management.

Item 5: Fees and Compensation

A. Fee Schedule

Investment Supervisory Services Fees

Total Assets Under Management	Annual Fee
All Assets Under Management	2.00%

These fees are negotiable depending upon the needs of the fund and complexity of the situation, and the final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Fees are paid quarterly in arrears, and clients may terminate their contracts with forty five days' written notice. Because fees are charged in arrears, no refund policy is necessary. The fund may terminate their accounts without penalty within 5 business days of signing the advisory contract. Advisory fees are withdrawn directly from the client's accounts with client written authorization.

Performance-based Fees

The fund will also be charged a performance-based fee of 20% of net profits above a high water mark. High water mark: after the first year in which Incentive Allocation is earned, the Incentive Allocation for subsequent years only applies to the extent that a Limited Partner's pro rata share of net profits measured on a cumulative basis, net of any losses, for all years since admission exceeds the highest level of such cumulative net

profits achieved through the close of any prior year since admission. The performance based fee is collected annually in arrears.

B. Payment of Fees

Payment of Investment Supervisory Fees

Advisory fees are withdrawn directly from the fund's accounts with client written authorization. Fees are paid quarterly in arrears.

Payment of Performance-based Fees

Performance-based fees are withdrawn directly from the fund's accounts with client written authorization. Fees are paid annually in arrears.

C. Clients Are Responsible For Third Party Fees

The fund is responsible for the payment of all third party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by ROP. Please see Item 12 of this brochure regarding broker/custodian.

D. Prepayment of Fees

ROP collects its fees in arrears. It does not collect fees in advance.

E. Outside Compensation For the Sale of Securities to Clients

Neither ROP nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or services fees from the sale of mutual funds.

Item 6: Performance-Based Fees and Side-By-Side Management

The fund will also be charged a performance-based fee of 20% of net profits above a high water mark. High water mark: after the first year in which Incentive Allocation is earned, the Incentive Allocation for subsequent years only applies to the extent that a Limited Partner's pro rata share of net profits measured on a cumulative basis, net of any losses, for all years since admission exceeds the highest level of such cumulative net profits achieved through the close of any prior year since admission. The performance based fee is collected annually in arrears.

ROP manages accounts that are billed on performance-based fees (a share of capital gains on or capital appreciation of the assets of a client) as well as accounts that are NOT billed on

performance-based fees. Managing both kinds of accounts at the same time presents a conflict of interest because ROP or its supervised persons have an incentive to favor accounts for which ROP and its supervised persons receive a performance-based fee. ROP addresses the conflicts by ensuring that clients who have performance-based accounts do not receive preferential treatment. ROP provides best execution practices and upholds its fiduciary duty for all clients.

Clients that are paying a performance-based fee should be aware that investment advisors have an incentive to invest in riskier investments when paid a performance-based fee due to the higher risk/higher reward attributes.

Item 7: Types of Clients

ROP generally provides management supervisory services to the following types of clients:

- ❖ High-Net-Worth Individuals

Minimum Account Size

There is an account minimum, \$250,000, which may be waived by the investment advisor, based on the needs of the client and the complexity of the situation.

Item 8: Methods of Analysis, Investment Strategies, and Risk of Investment Loss

A. Methods of Analysis and Investment Strategies

Methods of Analysis

ROP's methods of analysis include charting analysis, fundamental analysis, and technical analysis.

Charting analysis involves the use of patterns in performance charts. ROP uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Technical analysis involves the analysis of past market data; primarily price and volume.

Investment Strategies

ROP uses long term trading, short term trading, short sales, and options writing (including covered options, uncovered options, or spreading strategies).

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

Methods of Analysis

Charting analysis strategy involves using and comparing various charts to predict long and short term performance or market trends. The risk involved in solely using this method is that only past performance data is considered without using other methods to crosscheck data. Using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Short term trading, short sales, and options writing generally hold greater risk and clients should be aware that there is a material risk of loss using any of those strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

ROP generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets. However, it will utilize short sales and options writing. Short sales, margin transactions, and options writing generally hold greater risk of capital loss and clients should be aware that there is a material risk of loss using any of those strategies. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds: Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. They can be of bond "fixed income" nature (lower risk) or stock "equity" nature (mentioned above).

Equity investment generally refers to buying shares of stocks by an individual or firms in return for receiving a future payment of dividends and capital gains if the value of the stock increases. There is an innate risk involved when purchasing a stock that it may decrease in value and the investment may incur a loss.

Treasury Inflation Protected/Inflation Linked Bonds: The Risk of default on these bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal.

Fixed Income is an investment that guarantees fixed periodic payments in the future that may involve economic risks such as inflationary risk, interest rate risk, default risk, repayment of principal risk, etc.

Debt securities carry risks such as the possibility of default on the principal, fluctuation in interest rates, and counterparties being unable to meet obligations.

Stocks & Exchange Traded Funds (ETF): Investing in stocks & ETF's carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy).

Real Estate funds face several kinds of risk that are inherent in this sector of the market. Liquidity risk, market risk and interest rate risk are just some of the factors that can influence the gain or loss that is passed on to the investor. Liquidity and market risk tend to have a greater effect on funds that are more growth-oriented, as the sale of appreciated properties depends upon market demand. Conversely, interest rate risk impacts the amount of dividend income that is paid by income-oriented funds.

Hedge Funds are not suitable for all investors and involve a high degree of risk due to several factors that may contribute to above average gains or significant losses. Such factors include leveraging or other speculative investment practices, commodity trading, complex tax structures, a lack of transparency in the underlying investments, and generally the absence of a secondary market.

REITs have specific risks including valuation due to cash flows, dividends paid in stock rather than cash, and the payment of debt resulting in dilution of shares.

Private placements carry a substantial risk as they are largely unregulated offerings not subject to securities laws.

Precious Metal ETFs (Gold, Silver, Palladium Bullion backed "electronic shares" not physical metal): Investing in precious metal ETFs carries the risk of capital loss.

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various other types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Short term trading risks include liquidity, economic stability and inflation.

Short sales risks include the upward trend of the market and the infinite possibility of loss.

Options writing involve a contract to purchase a security at a given price, not necessarily at market value, depending on the market.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Neither ROP nor its representatives are registered as or have pending applications to become a broker/dealer or as representatives of a broker/dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither ROP nor its representatives are registered as or have pending applications to become a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Neither ROP nor its representatives have any material relationships to this advisory business that would present a possible conflict of interest.

D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

ROP does not utilize nor select other advisers or third party managers. All assets are managed by ROP management.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

A. Code of Ethics

We have a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Our Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

ROP does not recommend that clients buy or sell any security in which a related person to ROP or ROP has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of ROP may buy or sell securities for themselves that they also recommend to the fund. This may provide an opportunity for representatives of ROP to buy or sell the same securities before or after recommending the same securities to the fund resulting in representatives profiting off the recommendations they provide. Such transactions may create a conflict of interest. ROP will always document any transactions that could be construed as conflicts of interest and will always transact the fund's business before their own when similar securities are being bought or sold.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of ROP may buy or sell securities for themselves at or around the same time as the fund. This may provide an opportunity for representatives of ROP to buy or sell securities before or after recommending securities to the fund resulting in representatives profiting off the recommendations they provide to the fund.

Such transactions may create a conflict of interest. ROP will always transact the fund's transactions before its own when similar securities are being bought or sold.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

The Custodian, Interactive Brokers LLC (CRD# 36418), was chosen based on their relatively low transaction fees and access to mutual funds and ETFs. ROP will never charge a premium or commission on transactions, beyond the actual cost imposed by Custodian.

1. *Research and Other Soft-Dollar Benefits*

ROP receives no research, product, or services other than execution from a broker-dealer or third-party in connection with client securities transactions ("soft dollar benefits").

2. *Brokerage for Client Referrals*

ROP receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. *Clients Directing Which Broker/Dealer/Custodian to Use*

ROP allows the fund to direct brokerage: however, ROP may recommend custodians. ROP may be unable to achieve most favorable execution of transactions if the fund chooses to direct brokerage. This may cost the fund money because without the ability to direct brokerage ROP may not be able to aggregate orders to reduce transactions costs resulting in higher brokerage commissions and less favorable prices.

B. Aggregating (Block) Trading for Multiple Client Accounts

ROP maintains the ability to block trade purchases across accounts. Block trading may benefit the fund by providing ROP the ability to purchase larger blocks resulting in smaller transaction costs to the fund. Declining to block trade can cause more expensive trades for the fund.

Item 13: Reviews of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

The fund's account is reviewed at least quarterly only by Philip Bradley Town, Managing Member. Philip Bradley Town is the chief advisor and is instructed to review the fund's account with regard to the investment policies and risk tolerance levels. All accounts at ROP are assigned to this reviewer.

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B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in the fund's financial situation.

C. Content and Frequency of Regular Reports Provided to Clients

The fund will receive at least quarterly from the custodian, a written report that details the fund's account including assets held and asset value which will come from the custodian.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

ROP does not receive any economic benefit, directly or indirectly from any third party for advice rendered to ROP clients.

B. Compensation to Non – Advisory Personnel for Client Referrals

ROP does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

ROP, with written authority, has limited custody of the fund's asset through direct fee deduction of ROP's fees only. If the fund chooses to be billed directly by Interactive Brokers LLC (CRD# 36418), ROP would have constructive custody over that account and must have written authorization from the fund to do so. The fund will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

Item 16: Investment Discretion

ROP will have written discretionary authority over the fund's account with respect to securities to be bought or sold and the amount of securities to be bought or sold. Details of this relationship are fully disclosed to the fund before any advisory relationship has commenced. The fund provides ROP discretionary authority via a discretionary investment management

clause in the Investment Advisory Contract and/or a limited power of attorney clause in the contract between the fund and the custodian.

Item 17: Voting Client Securities (Proxy Voting)

ROP will accept voting authority for securities in certain cases. When ROP does accept voting authority for securities, it will always seek to vote in the best interests of the fund. ROP does not maintain preapproved voting guidelines but relies on the investment committee to determine the appropriate course of action in voting client securities that is in the best interest of the fund. The fund may direct ROP on how to vote securities by communicating their wishes in writing or electronically to ROP. When voting proxies the investment committee will always hold the interests of the clients above its own interests. The fund may obtain the voting record of ROP on securities by contacting ROP at phone number or e-mail address listed on the cover page of this brochure. The fund may obtain a copy of ROP's proxy voting policies and procedures upon request.

Item 18: Financial Information

A. Balance Sheet

ROP does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither ROP nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

ROP has not been the subject of a bankruptcy petition in the last ten years.