

# Principld Investing Inc. Wrap Fee Program Brochure

*This wrap brochure provides information about the qualifications and business practices of Principld Investing Inc.. If you have any questions about the contents of this brochure, please contact us at (305) 510-2523 or by email at: [mik@principldinvesting.com](mailto:mik@principldinvesting.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 Principld Investing Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Principld Investing Inc.'s CRD number is: 297874.*

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*Registration as an investment adviser does not imply a certain level of skill or training.*

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## **Item 2: Material Changes**

Principld Investing Inc. has not yet filed an annual updating amendment to this Wrap Fee Program Brochure. Therefore there are no material changes to this brochure to report.

## Item 3: Table of Contents

Item 1: Cover Page	
Item 2: Material Changes	2
Item 3: Table of Contents	3
Item 4: Services Fees and Compensation	5
A. Description of Services	5
B. Contribution Cost Factors	5
C. Additional Fees	6
D. Compensation of Client Participation	6
Item 5: Account Requirements and Types of Clients	6
Item 6: Portfolio Manager Selection and Evaluation	6
A. Selecting/Reviewing Portfolio Managers	6
Standards Used to Calculate Portfolio Manager Performance	6
Review of Performance Information	6
B. Related Persons	7
C. Advisory Business	7
Robo-Advisory Wrap Fee Portfolio Management Services	7
Performance-Based Fees and Side-By-Side Management	7
Services Limited to Specific Types of Investments	7
Client Tailored Services and Client Imposed Restrictions	8
Wrap Fee Programs	8
Amounts Under Management	8
Methods of Analysis & Investment Strategies	8
Material Risks Involved	9
Item 7: Client Information Provided to Portfolio Managers	10
Item 8: Client Contact with Portfolio Managers	10
Item 9: Additional Information	10
A. Disciplinary Action and Other Financial Industry Activities	10
Criminal or Civil Actions	10
Administrative Proceedings	10
Self-regulatory Organization Proceedings	10
Registration as a Broker/Dealer or Broker/Dealer Representative	10
Registration as a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor	10
Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests	11
Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections	11
B. Code of Ethics, Client Referrals, and Financial Information	11
Code of Ethics	11

Recommendations Involving Material Financial Interests	11
Investing Personal Money in the Same Securities as Clients	11
Trading Securities At/ Around the Same Time as Clients' Securities	11
Frequency and Nature of Periodic Reviews and Who Makes Those Reviews	12
Content and Frequency of Regular Reports Provided to Clients	12
Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)	12
Compensation to Non - Advisory Personnel for Client Referrals	12
Balance Sheet	12
Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients	12
Bankruptcy Petitions in Previous Ten Years	12

## Item 4: Services Fees and Compensation

Principld Investing Inc. (hereinafter "Principld Investing") offers the following services to advisory clients:

### A. Description of Services

Principld Investing participates in and sponsors wrap fee programs, which means Principld Investing will wrap third party fees (i.e., custodian fees, brokerage fees, transaction fees, etc.) for wrap fee portfolio management accounts. Principld Investing will charge clients one fee, and pay all transaction fees using the fee collected from the client. Accounts participating in the wrap fee program are not charged higher advisory fees based on trading activity, but clients should be aware that Principld Investing has an incentive to limit trading activities for those accounts since the firm absorbs those transaction costs.

Certain other fees may not be included in the wrap fee and are paid for separately by the client. These include, but are not limited to, wire transfer and electronic fund fees, and taxes.

The fee schedule is set forth below:

Total Assets Under Management	Annual Fees
All Assets	0.35%

These fees are negotiable depending upon the needs of the client and complexity of the situation and the final fee schedule is attached as Exhibit II of the client contract. Principld Investing uses an average of the daily balance in the client's account throughout the billing period, after taking into account deposits and withdrawals for purposes of determining the market value of the assets upon which the advisory fee is based.

Advisory fees are withdrawn directly from the client's accounts with client written authorization. Fees are paid monthly in arrears. Because fees are charged in arrears, no refund policy is necessary.

Clients may terminate the contract without penalty, for full refund, within five business days of signing the contract. Thereafter, clients may terminate the contract with thirty days' written notice.

### B. Contribution Cost Factors

The program may cost the client more or less than purchasing such services separately. There are several factors that bear upon the relative cost of the program, including the trading activity in the client's account, the adviser's ability to aggregate trades, and the

cost of the services if provided separately (which in turn depends on the prices and specific services offered by different providers).

### **C. Additional Fees**

Clients who participate in the wrap fee program will not have to pay for transaction or trading fees. However, clients are still responsible for all other account fees, such as annual IRA fees to the custodian, transition fees if the account is moved to another broker, or mutual fund fees.

### **D. Compensation of Client Participation**

Neither Principld Investing, nor any representatives of Principld Investing receive any additional compensation beyond advisory fees for the participation of the client in the wrap fee program. However, compensation received may be more than what would have been received if client paid separately for investment advice, brokerage, and other services. Therefore, Principld Investing may have a financial incentive to recommend the wrap fee program to clients.

## **Item 5: Account Requirements and Types of Clients**

Principld Investing generally provides its wrap fee program services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals

The minimum investment per account is \$50.

## **Item 6: Portfolio Manager Selection and Evaluation**

### **A. Selecting/Reviewing Portfolio Managers**

Principld Investing will not select any outside portfolio managers for management of this wrap fee program. Principld Investing will be the sole portfolio manager for this wrap fee program.

#### ***Standards Used to Calculate Portfolio Manager Performance***

Principld Investing will use industry standards to calculate portfolio manager performance.

#### ***Review of Performance Information***

Principld Investing reviews the performance information to determine and verify its accuracy and compliance with presentation standards. The performance information is reviewed at least quarterly and is reviewed by Principld Investing.

## **B. Related Persons**

Principld Investing and its personnel serve as the portfolio managers for all wrap fee program accounts. This is a conflict of interest in that no outside adviser assesses Principld Investing's management of the wrap fee program. However, Principld Investing addresses this conflict by acting in its clients' best interest consistent with its fiduciary duty as sponsor and portfolio manager of the wrap fee program.

## **C. Advisory Business**

Principld Investing offers portfolio management services to its wrap fee program participants as discussed in Section 4 above.

### ***Robo-Advisory Wrap Fee Portfolio Management Services***

Principld Investing provides "robo-advisory" wrap fee portfolio management services via an online interface. This entails the use of algorithm-based portfolio management advice, rather than in-person investment advice. These automated investment solutions are customized to each client and based on individual characteristics, such as the client's age, risk tolerance, income, and current assets, among others.

Portfolio management accounts participating in the wrap fee program will not have to pay for transaction or trading fees. Principld Investing will charge clients one fee and pay transaction fees using the advisory fee collected from the client. Certain other fees are not included in the wrap fee and are paid for separately by the client. These include, but are not limited to, wire transfer and electronic fund fees, and other related account fees and taxes.

Accounts participating in the wrap fee program are not charged higher advisory fees based on trading activity, but clients should be aware that Principld Investing has an incentive to limit trading activities for those accounts since the firm absorbs those transaction costs. To address this conflict, Principld Investing will always act in the best interest of its clients consistent with its fiduciary duty as an investment adviser.

### ***Performance-Based Fees and Side-By-Side Management***

Principld Investing does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

### ***Services Limited to Specific Types of Investments***

Principld Investing generally limits its investment advice to cryptocurrencies and digital assets. Principld Investing may use other securities as well to help diversify a portfolio when applicable.

### ***Client Tailored Services and Client Imposed Restrictions***

Principld Investing provides online “robo-advisory” portfolio management. Client accounts are generally invested into a target allocation depending on the client’s individual profile. This automated approach factors in client financial situation and risk tolerance, although the algorithms used to provide advisory services are designed to be utilized by Principld Investing across multiple clients. Clients may not impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs.

### ***Wrap Fee Programs***

Principld Investing sponsors and acts as portfolio manager for this wrap fee program. Principld Investing manages the investments in the wrap fee program but does not manage those wrap fee accounts any differently than non-wrap fee accounts. The fees paid to the wrap account program will be given to Principld Investing as a management fee.

### ***Amounts Under Management***

Principld Investing has the following assets under management:

Discretionary Amounts:	Non-Discretionary Amounts:	Date Calculated:
\$0	\$0	June 2018

### ***Methods of Analysis & Investment Strategies***

PII’s methods of analysis include Fundamental analysis, Modern portfolio theory and Quantitative analysis.

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

**Modern portfolio theory** is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various asset.

**Quantitative analysis** deals with measurable factors as distinguished from qualitative considerations such as the character of management or the state of employee morale, such as the value of assets, the cost of capital, historical projections of sales, and so on.



PII uses long term trading and short term trading.

### ***Material Risks Involved***

**Exchange Traded Funds (ETFs):** An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance.

**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.

**Modern portfolio theory** assumes that investors are risk averse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

**Quantitative analysis** Investment strategies using quantitative models may perform differently than expected as a result of, among other things, the factors used in the models, the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models.

### ***Investment Strategies***

**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 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, in addition to the long term trading risks listed above. Frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

**Investing in digital assets involves a risk of loss that the investor should be prepared to bear.**

## **Item 7: Client Information Provided to Portfolio Managers**

All client information material to managing the portfolio (including basic information, risk tolerance, sophistication level, and income level) is provided to the portfolio manager. The portfolio manager will also have access to that information as it changes and is updated.

## **Item 8: Client Contact with Portfolio Managers**

Principld Investing places no restrictions on client ability to contact its portfolio manager. Principld Investing's representative, Mikhael Breiterman-Loader can be contacted during regular business hours and contact information is on the cover page of Mikhael Breiterman-Loader's Form ADV Part 2B brochure supplement.

## **Item 9: Additional Information**

### **A. Disciplinary Action and Other Financial Industry Activities**

#### ***Criminal or Civil Actions***

There are no criminal or civil actions to report.

#### ***Administrative Proceedings***

There are no administrative proceedings to report.

#### ***Self-regulatory Organization Proceedings***

There are no self-regulatory organization proceedings to report.

#### ***Registration as a Broker/Dealer or Broker/Dealer Representative***

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

#### ***Registration as a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor***

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

### ***Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests***

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

### ***Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections***

Principld Investing does not utilize nor select other advisors or third party managers. All assets are managed by Principld Investing management.

## **B. Code of Ethics, Client Referrals, and Financial Information**

### ***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.

### ***Recommendations Involving Material Financial Interests***

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

### ***Investing Personal Money in the Same Securities as Clients***

From time to time, representatives of Principld Investing may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of Principld Investing to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. Principld Investing will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

### ***Trading Securities At/Around the Same Time as Clients' Securities***

From time to time, representatives of Principld Investing may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for

representatives of Principld Investing to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, Principld Investing will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

### ***Frequency and Nature of Periodic Reviews and Who Makes Those Reviews***

Principld Investing reviews accounts on a limited basis for accounting purposes. Clients are encouraged to update Principld Investing of any change in their objectives and financial circumstance.

### ***Content and Frequency of Regular Reports Provided to Clients***

Robo-advisory portfolio management clients will receive at least a monthly report that details the client's account including assets held and asset value.

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

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

### ***Compensation to Non – Advisory Personnel for Client Referrals***

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

### ***Balance Sheet***

Principld Investing 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.

### ***Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients***

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

### ***Bankruptcy Petitions in Previous Ten Years***

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