

**Part 2A of Form ADV: Firm Brochure
Item 1 Cover Page**

Jason A Prattes Financial Inc. dba Prattes Wealth Partners

**620 Newport Center Drive, Suite 1100
Newport Beach, CA 92660
CRD No. 298746**

This brochure provides information about the qualifications and business practices of Jason A Prattes Financial Inc. d/b/a Prattes Wealth Partners. If you have any questions about the contents of this brochure, please contact us at and/or jason@sprivecap.com or 949-271-6333.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Additional information about Jason A Prattes Financial Inc. dba Prattes Wealth Partners also is available on the SEC's website at www.adviserinfo.sec.gov.

Jason A Prattes Financial Inc. dba Prattes Wealth Partner's registration as an investment adviser does not imply a certain level of skill or training.

December 1, 2024

Item 2 Material Changes

Last ADV Update: December 31, 2023

Summary of Material Changes

This section will be updated as required in the event any material changes are made to the Jason A Prattes Financial Inc. d/b/a Prattes Wealth Partner's Firm Brochure (the "Brochure").

There have been no material changes to our Brochure since the last ADV update on December 31, 2023.

Delivery Requirements

We will provide a summary of any material changes to this Brochure to our clients at least annually, within 120 days of our fiscal year end. Furthermore, we will provide our clients with other interim disclosures about material changes as necessary.

A complete copy of our current Form ADV Part 2A and/or 2B may be requested free of charge by contacting us by telephone at 949-271-6333 or by email at jason@sprivecap.com.

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Item 4 Advisory Business

FIRM DESCRIPTION

Jason A Prattes Financial Inc, doing business as Prattes Wealth Partners (and hereinafter referred to as “Prattes”, “we”, “us”, or “our firm”) is a California Corporation with its principal office located in Newport Beach, CA and has been in business as a registered investment adviser since 2018. The principal owner of the firm is Jason A. Prattes.

As a registered investment adviser, we are a fiduciary to you, our client, meaning we have a fundamental obligation to act and provide investment advice that is in your best interest. Should any material conflicts of interest exist that might affect the impartiality of our investment advice, they will be disclosed to you in this Brochure. We urge you to review this Brochure carefully and consider our qualifications, business practices and the nature of our advisory services before becoming our client.

As of December 31, 2023, Prattes manages approximately \$ 82,855,210 in client assets on a discretionary basis, and \$ 47,097,320 in client assets on a non-discretionary basis. Clients may request more current information at any time by contacting our firm.

ADVISORY PROGRAMS

This Brochure describes the advisory services we offer to our clients. Prattes provides investment management and financial planning services to our clients. In connection with our investment management services, Prattes provides advice with respect to a broad range of asset classes, including equities (common stocks and equivalents), mutual funds, exchange traded funds, fixed income instruments, and alternative investment strategies. Prattes may also utilize, where appropriate, options contracts, futures contracts. Our advice is generally limited to these types of investments, but we reserve the right to advise or not advise our clients on certain investments should we deem it appropriate based on their particular circumstances.

Prattes’ advisory services are tailored to the needs of our clients based on their individual investment objectives, risk tolerance, cash or income needs, and any investment restrictions. Although Prattes seeks to accommodate any reasonable investment restrictions or guidelines set by our clients, we may decline to accommodate certain investment restrictions that are incompatible with our firms’ investment philosophy or that may have an adverse effect on our ability to manage your account. Please see Item 8 of this Brochure for further details about our investment strategies and associated risks.

Our advisory services are offered through certain individuals who have registered with Prattes as its investment adviser representative (“advisors”). Clients should refer to such advisor’s Form ADV Part 2B (the “Brochure Supplement”) for more information about their qualifications.

Prattes enters into formal written agreements with our clients setting forth the terms and conditions under which we will provide our advisory (the “Investment Management Agreement”) or financial planning services (the “Financial Planning Agreement”). The Investment Management Agreement and Financial Planning Agreement set forth the scope of the services to be provided and the compensation we receive from the client for such services. The Investment Management Agreement and Financial Planning Agreement may be terminated by either party in writing at any time by giving thirty (30) days signed written notice to the other party.

Our advisors may offer all or any combination of the advisory services described below to our clients:

Investment Management. Prattes provides investment management services to individuals, high net-worth individuals, family offices, institutions, private funds and other commingled or pooled vehicles. Working closely with an advisor, clients will establish realistic and measurable investment goals and objectives to meet those goals will be defined. An advisor will recommend that clients allocate their investment portfolio among various asset classes, then once the appropriate asset allocation has been determined, the portfolio will be monitored and rebalanced on an ongoing basis as changes in market conditions and client circumstances occur. As part of these investment management services, we have an ongoing responsibility to select and make recommendations to our clients as to specific securities or other investments that may be purchased or sold for a client’s portfolio.

Prattes generally exercises discretionary authority over client investments where we manage the client’s account(s) without client consultation after the initial establishment of the client’s investment objectives and appropriate asset allocation. Prattes receives discretionary authority from our clients through our Investment Management Agreement at the outset of our advisory relationship. Alternatively, Prattes will manage assets on a non-discretionary basis in which it receives pre-approval from the client before placing any trades.

As part of its investment management services and when appropriate for a particular client, Prattes may recommend that certain clients consider an investment into independent and unaffiliated private investment vehicles such as private funds. Investors in private investment vehicles should be aware that such investments are generally not as transparent and are more volatile when compared to investments into the traditional public equity or debt markets, and may be subject to certain liquidity restrictions or capital calls.

Private Funds. Prattes serves as investment manager to private funds or commingled or pooled vehicles. Specifically, Prattes serves as investment manager to Sonics 56 and Opportunistic Private Allocation Fund, LLC a multi-series offering. For a full description of the Opportunistic Private Allocation Fund Series A and B strategies, please refer to the Fund PPM and Series Supplement or SPV offering documents. THIS IS NOT A SOLICITATION TO INVEST IN A PRIVATE FUND.

Financial Planning. Prattes provides financial planning services where an advisor will work with clients to review their current financial position, stated goals and objectives and will make recommendations on how clients can manage their financial resources based on an analysis of their individual needs. Recommendations may be in the form of a written financial plan or a verbal consultation based on the type of engagement. The client is under no obligation to act upon the

advisor's recommendations. If the client elects to act on any of our recommendations, the client is under no obligation to affect their transactions through our firm.

Pursuant to the terms of the Financial Planning Agreement with the client, this service may include retirement planning, investment planning, estate planning, tax planning, college/education planning, insurance needs, cash flow analysis, and debt analysis.

Financial Planning Disclosure. Investment management services may be obtained from Prattes through a separate investment management agreement, or a separate professional investment advisor of the client's choosing. Prattes may recommend to its financial planning clients that they retain the Firm as their investment advisor to implement its recommendations and such recommendations may be viewed as a conflict of interest. Financial planning clients are hereby advised that they are under no obligation to act on Prattes' investment recommendations. Moreover, if a client elects to act on any of the recommendations, the client is under no obligations to effect the transactions through our firm.

Wrap Fee Programs. Prattes does not participate in any wrap fee programs.

Important Note: It is the client's responsibility to ensure that Prattes is promptly notified if there are ever any significant changes to their financial situation, goals, objectives or needs so we can review our previous recommendations and make any necessary adjustments.

Item 5 Fees and Compensation

ADVISORY FEES

The following information describes how Prattes is compensated for the advisory and financial planning services we provide to our clients. The specific manner in which fees are charged and the compensation we receive may differ between clients depending upon the individual Investment Management Agreement and/or Financial Planning Agreement with each client. Prattes reserves the right to negotiate our compensation with clients depending on the scope of our advisory relationship, and we may charge higher or lower fees than are available from other firms for comparable services. Prattes has the general discretion to waive all or a portion of our fees, but typically only exercises this discretion for our employees. Lower fees for comparable services may be available from other sources.

Investment Management Fees. In consideration for providing investment management services, Prattes receives compensation from our clients based both on (i) a specified percentage of the assets we manage.

Pursuant to the terms of the Investment Management Agreement with the client, Prattes charges an annual asset-based fee equal to a maximum of 1.5% based on the client's assets under management ("AUM") as valued by the custodian. Fees are negotiated with each client based on a variety of factors, such as the amount of assets being managed, future deposits to the accounts under our management, the level and type of services provided and/or the nature of the relationship with the client.

Prattes generally bills our fees on a quarterly basis in arrears. Clients must authorize the deduction of our fees from their managed accounts by the qualified custodian, and choose the method by which our fees will be calculated. Clients may elect to have our advisory fees calculated by our firm or the qualified custodian and deducted from their accounts. Prattes does not withdraw fees directly from clients' accounts. The client makes this election when applying for their account at the qualified custodian or at any time, or cancel the existing arrangement. All fees will be supported by an invoice to the client itemizing the fee.

If a client chooses, our investment management fees are deducted from the client's account(s), pursuant to the client's written instructions to the broker/dealer holding the account (the qualified custodian). Specifically, clients can elect to use the qualified custodian's automatic advisor fee billing functionality, through which the client authorizes the qualified custodian in writing to automatically deduct a certain amount of fees from their account(s) and remit the fees to us. Clients specify the method by which our fees will be calculated as well as the timing of the deductions (i.e., daily, monthly, quarterly, etc.). This request may be made in the client's account application to the qualified custodian or at any time after that, and the client may change his billing instructions to the qualified custodian at any time. Once this written request from the client is processed, the qualified custodian will calculate the fees according to the method specified by the client. Our firm does not have the authority to request that the qualified custodian withdraw any fees from the client's accounts or make any adjustments to clients' predetermined fee calculation method (other than to reduce the fee). Clients can either specify a calculation method (i.e., percent of AUM, flat fee, percentage of positive P&L,) or they can authorize the qualified custodian to pay us fees up to a certain amount each month (or quarter) and process any invoices we submit for up to that amount. Any advisory fees deducted from the client's account(s) will be reflected on account statements sent by the qualified custodian.

Clients typically pay our firm by instructing the qualified custodian to deduct a certain amount of advisory fees from their account(s) and pay those fees to our firm. The qualified custodian does not accept or process requests to deduct fees received from our firm without the client's express written authorization. Specifically, clients can elect to use the automatic advisor fee billing functionality offered by the qualified custodian, through which the client instructs the qualified custodian to calculate and deduct our advisory fees from the client's account(s) and remit the fees to our firm. Clients must specify the exact method by which our fees are to be calculated (i.e., percentage of net liquidation value, flat fee, percentage of positive P&L) as well as the timing of each (i.e., daily, monthly, quarterly, etc.). Once the fee agreement signed by the client is processed by the qualified custodian, our fees will be processed in accordance with the client's instructions to the qualified custodian.

Any advisory fees deducted from the client's account are reflected on the client's periodic activity statements as well as the client's account management window when they log in to their account. The periodic activity statement also specifies the calculation method. In addition to providing advisory fee information in the client's periodic account statements and online, the qualified custodian sends a separate quarterly summary statement to the client's residential address that details the trading activity, positions, investment rate and the method of calculating advisory fees, if any, during the preceding quarter. Moreover, our firm will instruct the qualified custodian to send each client an invoice each time a fee is charged. This invoice reflects the fee charged, the fee calculation methodology, and the period covered by the fee. Please refer to Item 15 of this Brochure for more information.

Prattes may provide advice to clients regarding investments in third party private placement funds, private investments, exchange traded products, and mutual fund shares. Each of these funds pays fees, borne by its shareholders, to the manager of the fund. Typically, Prattes bases its fee on a percentage of the market value of all assets in the client's account, including the value of these other funds. As a result, a client whose portfolio is invested in one or more of these funds will bear the client's proportionate share of those fund's fees and expenses and pay another fee to Prattes. The client could invest in the same fund(s) without paying a fee to Prattes, but would then not have the benefit of the advice, analyses, and monitoring Prattes provides. If Prattes were to recommend investment in a product which Prattes directly manages, and for which they earn a management fee, then the client will not pay duplicate fees to Prattes on that amount invested. There may be a layering of fees when a client or investor participates via a Fund of a Fund type of vehicle. Prattes fees for private funds may range from 0.50% to 2.00% and may include a performance fee or incentive as more fully described in the Fund materials. Each client or investor is encouraged to read the disclosure statements in the Brochure and Private Placement Memorandum (PPM) and Series Supplement or SPV offering materials. THIS IS NOT A SOLICITATION TO INVEST IN A PRIVATE FUND.

Financial Planning Fees. Prattes offers free initial consultations for our financial planning services. Our Financial Planning fee is \$300 per hour. We charge for the development of our client's initial financial plans. Our Financial Planning Fee is invoiced to the Client upon completion and presentation of the Client's financial plan and due to Advisor within thirty (30) days of the invoice date. Financial planning services will be considered complete at the presentation of the final plan in a face-to-face meeting with the client, at which point a physical copy of the plan will also be provided to the client.

Additional Fees and Expenses. Clients will incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or qualified custodian through which account transactions are executed. For more information on our brokerage practices, please refer to Item 12 (Brokerage Practices) of this Brochure.

The fees that clients pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds, exchange traded funds, and/or private funds (described in each fund's prospectus or private placement memorandum) to their shareholders. The fees charged directly by funds will typically include a management fee and other fund expenses.

To fully understand the total costs associated with their investment portfolio, clients should review all the fees charged by mutual funds, exchange traded funds, private funds, our firm and others.

Termination. The Investment Management Agreement or Financial Planning Agreement with our clients may be terminated by either party at any time upon thirty (30) days written notice. Upon termination of our status as the client's investment adviser, Prattes will not take any further action with respect to the client's account(s) unless specifically notified by the client in writing. Clients will be responsible for instructing their custodian and monitoring their account for the final disposition of assets. Upon receipt of a proper notice of termination from the client, as

described in the Investment Management Agreement and Financial Planning Agreement, any earned unpaid fees will be billed on a pro-rata basis based on the amount of work performed by us up to the point of termination.

Brokerage Commissions. Prattes does not receive brokerage commissions from the sale of securities or other investment products. Our compensation for recommending securities and investment products is limited to the advisory fees described above.

ERISA Accounts: Prattes is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Prattes may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which our firm and/or our related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset Prattes' advisory fees.

Any material conflicts of interest between clients and Prattes or our employees are disclosed in this Brochure. If at any time, additional material conflicts of interest develop, Prattes will provide our clients with written notification of those material conflicts of interest or an updated Brochure.

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

PERFORMANCE BASED FEES

Performance-based fees ("Performance Fees") are based on a share of the capital gains or capital appreciation of the assets of a client. Fees based on performance means Prattes participates directly in the account's results. The Performance Fee may indirectly create an incentive for the Firm to make investments on behalf of the client that are riskier or more speculative than would be the case in the absence of such a fee.

Prattes investment strategies use proprietary investment selection methodology. These strategies may have Performance Fees of 10% to 25%, and may be subject to a high water mark or hurdle as agreed to with the Client. Prattes does manage separately-managed accounts (SMA) and therefore there may be side-by-side management conflicts. Each client or investor is encouraged to read the disclosure statements in the Brochure and Private Placement Memorandum (PPM) and Series Supplement or SPV offering materials. THIS IS NOT A SOLICITATION TO INVEST IN A PRIVATE FUND.

Item 7 Types of Clients

TYPES OF CLIENTS

Prattes offers investment advisory services to a diversified group of clients including individuals, high net worth individuals, family offices, institutions, private funds, commingled or pooled

investment vehicles, trusts, estates, pension and profit-sharing plans (other than plan participants), charitable/non-profit organizations, corporations and other business entities. Client relationships may vary in scope and length of service.

ACCOUNT REQUIREMENTS

Prattes does not require a minimum account balance for our separate-managed accounts.

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

METHODS OF ANALYSIS

The securities analysis methods employed by Prattes may include charting, fundamental analysis, technical analysis and economic analysis. Our main sources of information include financial newspapers and magazines, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses, filings with the SEC, and company press releases.

Fundamental Analysis involves the analysis of individual companies and their specific industries, such as a company's financial statements, details regarding the company's product line, the experience, expertise of the company's management, and the company's outlook, including macroeconomics and individually specific factors.

Technical Analysis generally tries to predict future price patterns that indicate potentially advantageous times to buy or sell securities. Our analysis will include value investing, which seeks to buy securities that are underpriced.

Our methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

INVESTMENT STRATEGIES

Strategies may include long-term purchases, short-term purchases, trading, short sales, margin transactions, and option writing (including covered options, uncovered options or spreading strategies).

Strategies may include both long and short position purchases comprised of individual equities and exchange traded funds. Our firm strives to build portfolios that are flexible and diversified to control the risk associated with the capital markets. Capital is allocated actively and involve frequent trading to adapt to changing market conditions and capitalize on those opportunities, but in periods where it is difficult to identify attractive opportunities cash levels may increase.

The investment strategy for a specific client is based upon the objectives stated by the client during our initial consultations. The client may change these objectives at any time. Risk

management is integrated into our process through the use of appropriate risk levels on each position. The value of securities used in our strategies may go up or down in response to factors not within our control, including but not limited to the status of an individual company underlying a security, or the general economic climate. When investing client portfolios, we seek to maintain discipline and objectivity by focusing on the client's financial goals and objectives and avoiding trading on short term uncertainties such as position specific news events.

RISK OF LOSS

Any investment carries a certain degree of risk, including a possible loss of principal that clients should be prepared to bear. The value of securities used in all of our strategies may go up or down in response to factors not within our control, such as but not limited to the status of an individual company underlying a security, or the general economic climate. There is no guarantee that any of the investment strategies that our firm employs will outperform the investment strategies used by other firms. Past performance is no guarantee of future results.

Fundamental Analysis. Fundamental Analysis concentrates on factors that determine the long-run or equilibrium intrinsic value of securities. 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 or that the perceived value was deficient, incomplete, or affected by unforeseen factors. Our methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Technical Analysis. Technical Analysis uses past price and volume history to make predictions about future prices. The risk associated with this analysis is that predicted movements of future prices do not fall within expectations garnered from past data.

In addition to risks related to securities analysis, there are specific risks inherent to the types of securities our firm invests in. Our firm may invest in domestic and foreign equities, options, exchange traded funds, fixed income, and use foreign currencies, all of which may carry a variety of risks, as set forth here:

Equities. Equity, such as common stocks, represents ownership interest of the issuer. Equities can decline in value over short or extended periods as a result of changes in a company's financial condition, changes in the overall market, and economic and political conditions. Political risk may be of higher concern for foreign equities. Adverse changes in exchange rates may also lower returns on foreign equities.

Fixed Income. Fixed income securities pay a predetermined amount of cash by the issuer to the security holder. A risk associated with fixed income is that the issuer may not be able to make interest and principal payments when due. Generally, the lower the credit rating of a security, the

greater is the risk that the issuer will default on its obligation. If a rating agency gives a debt security a lower rating, the value of the debt security will decline because investors will demand a higher rate of return. As nominal interest rates rise, the value of fixed income securities is likely to decrease. The amount of decrease is more pronounced for higher duration fixed-income (i.e. those making payments farther in the future). Higher duration fixed-income will also typically exhibit higher price volatility. A nominal interest rate is the sum of a real interest rate and an expected inflation rate, and as such, for fixed real rates, rising inflation may lower the value of fixed income securities in addition to eroding the purchasing power of the fixed payments.

Options. Option contracts reach a terminal value depending on the underlying security at an expiration date. There is a risk that the option may have no value at expiration, and the option holder loses the total amount invested. Options may involve certain costs and risks such as liquidity, interest rate, market, credit, and the risk that a position could not be closed when most favorable. Trading halts in the underlying security, or other trading conditions (for example, volatility, liquidity, systems failures) may cause the trading market for an option (or all options) to be unavailable, in which case, the holder or writer of an option would not be able to engage in a closing transaction and an option writer would remain obligated until expiration or assignment. Even if the market is available, there may be situations when options prices will not maintain their customary or anticipated relationships to the prices of the underlying interests and related interests. Disruptions in the markets for the underlying interests could also result in losses for options investors. This is not intended to be an exhaustive presentation of all risks associated with trading options and clients should review the current Options Clearing Corporation (“OCC”) disclosure document “Characteristics and Risks of Standardized Options” and any options risk disclosures provided by the broker-dealer used for client trades.

Exchange Traded Funds. Exchange-traded funds (“ETFs”) are a type of index fund bought and sold on a securities exchange. The risks of owning an ETF generally reflect the risks of owning the underlying securities they are designed to track, although lack of liquidity in an ETF could result in it being more volatile and ETFs have management fees that increase their costs. ETFs are also subject to other risks, including: (i) the risk that their prices may not correlate perfectly with changes in the underlying index; and (ii) the risk of possible trading halts due to market conditions or other reasons that, in the view of the exchange upon which an ETF trades, would make trading in the ETF inadvisable.

Investors should be aware their investment is not guaranteed and understand that there is a risk of loss of value in their investment.

Item 9 Disciplinary Information

REQUIRED DISCLOSURES

Our firm and our management persons have not been involved in any legal or disciplinary events that would have a material adverse effect on the integrity of our management or the services we provide to our clients.

Item 10 Other Financial Industry Activities and Affiliations

OUTSIDE BUSINESS ACTIVITIES

At present, Jason A Prattes holds an insurance license. However, Mr. Prattes is not presently engaged in, nor does he have any intent or plan to engage in, the business of selling insurance for commissions.

AFFILIATED ENTITIES

Representative(s) of our firm are the manager(s)/general sponsor(s) of Sonics56 LLC and Opportunistic Private Allocation Fund, LLC ("Funds"). Colette Management Company, LLC is the managing member for some Funds. Due to this affiliation, our firm is deemed to have custody of the cash and securities held by advisory clients invested in these Funds. In order to mitigate this conflict of interest, our firm will only recommend that advisory clients invest in the Funds if they are accredited or qualified investors and when in their best interest.

OTHER INVESTMENT ADVISERS

The Chief Investment Officer of Prattes is also the managing member of Edgebrook Investments, LLC ("Edgebrook") an independent and unaffiliated investment adviser that, among other activities, manages the Edgebrook Partners, LP hedge fund (the "Edgebrook Fund"). To the extent certain clients of Prattes invest into the Edgebrook Fund, this presents a conflict of interest due to the additional compensation that the Chief Investment Officer of Prattes stands to receive through his separate services to Edgebrook and the Edgebrook Fund. Prattes addresses this conflict of interest by fully disclosing it in this brochure, by advising clients of the Chief Investment Officer's role with Edgebrook and the Edgebrook Fund, and by advising clients of the costs, risks, and limitations of private funds generally. It shall be in the client's sole and absolute discretion to invest or not invest into any private fund, including the Edgebrook Fund.

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

CODE OF ETHICS

Prattes has adopted a Code of Ethics (the “Code”) that sets forth a standard of business conduct for our firm and all our associated persons. The purpose of the Code is to set out ideals for integrity, objectivity, competence, fairness, confidentiality, professionalism and diligence for our firm and our associated persons to espouse in the interest of our clients and investor protection. The Code includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All employees of Prattes are required to handle their personal securities transactions in such a manner as to avoid any actual or potential conflicts of interest or any abuse of position of trust and responsibility. Annually, we require all employees to certify that they have read, understand and will comply with the Code.

Clients and prospective clients may request a full copy of our firm’s Code of Ethics by contacting our firm in writing at the address listed on the cover page of this Brochure or calling our firm at 949-633-2353.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

Prattes and/or our advisors do not recommend securities to our clients in which Prattes and/or our advisors has a material financial interest.

Prattes and/or our advisors may invest in the same securities that are recommended to and/or purchased for our clients. At no time, however, will our firm or our employees receive preferential treatment over our clients. In an effort to mitigate the inherent conflicts of interests involving employees’ personal trading activities, the Code requires that our employees report their personal securities transactions and holdings to our firm. We may also restrict or prohibit employees’ transactions in specific securities transactions if the employees’ transaction disadvantages the client.

Prattes has adopted procedures designed to assure that the personal securities transactions, activities and interests of Prattes and/or our advisors will not interfere with our ability to make investment decisions in the best interest of our clients.

PERSONAL TRADING

Prattes maintains and enforces written policies and procedures reasonably designed to prevent the misuse of material non-public information by our firm or any access persons of our firm with regards to their personal securities transactions. Personal trading activities are continually monitored to reasonably prevent conflicts of interest between our firm and our clients.

Item 12 Brokerage Practices

SELECTION OF BROKER-DEALERS

Securities transactions are generally executed through Interactive Brokers, LLC (“Interactive Brokers”) or Charles Schwab & Co., Inc. (“Schwab”), both member FINRA/SIPC and collectively referred to herein as the qualified custodians. The qualified custodians maintain custody of our clients’ assets and effect securities transactions for our investment management clients’ accounts. Prattis is independently owned and operated, and is not affiliated with or a related person of either qualified custodian.

Prattes considers a number of factors prior to recommending a particular broker-dealer to our clients, including but not limited to, their familiarity with the securities to be sold or purchased, their execution skills, order-flow capabilities, their commission rates or other fee schedules, their custodial services, their level of net capital (financial strength) and excess SIPC and other insurance coverage. The commissions charged by the qualified custodians are competitive with similarly situated retail broker-dealers offering the same variety of securities to clients. Clients are advised, however, that they may be able to effect transactions in securities through other broker-dealers at lower commission rates, particularly with respect to securities listed on a national securities exchange or in the over-the-counter market.

Research and Other Soft Dollar Benefits. The qualified custodians offer products or services other than execution that assist our firm in managing and administering client accounts. These typically include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), facilitate payment of our fees from clients’ accounts, and assist with back office functions, record keeping and client reporting. These services may be used to service all or a substantial number of client accounts, including accounts not maintained at a qualified custodian.

Prattes may also receive services from the qualified custodians or their respective affiliates that are intended to help our firm manage and further develop our business. For Interactive Brokers, these services typically include registration support through Greenwich Compliance, website design and technology support. The qualified custodians also have arrangements with various product vendors, which enable our firm to purchase their products at a discount. These products typically include such items as: client reporting and consolidated statement software; client communication software; client relationship management software; compliance assistance; and investment research. Prattis does not participate in any commission-sharing arrangements or receive soft dollar credits. While the benefits we receive from the qualified custodians do not depend on the amount of brokerage transactions directed to the qualified custodians, as a fiduciary we are required to disclose that there is an inherent conflict of interest when our firm recommends that clients maintain their assets at the qualified custodian. These recommendations may be based in part on the benefits we receive from the qualified custodians, such as the availability of the abovementioned products and services, and not solely on our clients' interest in receiving most favorable execution. Nonetheless, we seek to ensure that the securities transactions effected for our clients represent the best qualitative execution, not just the lowest possible cost.

Our firm routinely compares order execution disclosure information at the qualified custodians to other broker-dealers to ensure that the qualified custodians remain competitive in providing best execution for our clients' securities transactions. Although the brokerage commissions and/or transaction fees charged by the qualified custodians may be higher or lower than those charged by other broker-dealers, in seeking best execution for our clients our firm strives to ensure that our clients pay brokerage commissions and/or transactions fees which we have determined, in good faith, to be reasonable in relation to the value of the brokerage and other services provided by the qualified custodians.

Brokerage for Client Referrals. Prattis does not consider broker-dealer or third-party referrals in selecting or recommending broker-dealers to our clients as this would create a conflict of interest.

Directed Brokerage. While Prattis generally recommended that clients direct transactions through certain broker-dealers, we do not have discretionary authority to determine the broker-dealer to be used for the purchase or sale of securities for client accounts or the commission rates paid to a broker-dealer for client securities transactions.

In rare cases, Prattis may utilize other broker-dealers when requested by the client. Clients of Prattis must be aware that if they direct us to use a particular broker-dealer that it may limit our ability to achieve best execution or limit their participation in block trading. As a result, clients may pay higher commissions, have higher transaction costs, or receive less favorable prices. In situations where the client directs us to effect their transactions through a particular broker-dealer, we require such directions to be in writing.

TRADE AGGREGATION

Investment decisions deemed appropriate for one client may also be deemed appropriate for other clients so that the same security may be purchased or sold at or about the same time for more than one client. When this is the case our firm may, but is not obligated to, aggregate similar trades for multiple clients and execute the trade as a single block.

When transactions are so aggregated, the securities purchased or sold will be allocated in a fair and equitable manner. Our trade allocation procedures seek to allocate investment opportunities among our clients in the fairest possible way taking into account their best interests. These procedures ensure that allocations do not involve a practice of favoring or discriminating against any client or group of clients. Transactions are usually aggregated to seek a more advantageous net price and/or to obtain better execution for all clients. Nevertheless, there is no assurance that the aggregation of transactions will benefit all clients equally, and in some instances combined orders could adversely affect the price or volume of a security. Also, it is possible that we may not aggregate trades in circumstances where it would be beneficial to do so.

TRADE ERRORS

From time to time, our firm may make a trade error when servicing a client's account. When this occurs, we will correct the trade as soon as we discover the error. Trading errors will be corrected at no cost to clients. In most cases, we will correct trade errors via our executing broker-dealer's trade error desk. If there is a cost associated with this correction, such cost is borne by Prattes and not the client. Note that we do not credit accounts for market losses unrelated to our error.

Item 13 Review of Accounts

ACCOUNT REVIEWS

Our management personnel conducts account reviews on an ongoing basis for clients subscribed to our investment management services. The frequency of the review depends upon a variety of factors such as: the client's risk profile, activity in the account, economic and market conditions, and the client's preferences, if any. Additional reviews may be triggered by changes in the investment objectives or guidelines for a particular client or specific arrangements with the client.

Formal client review meetings are generally conducted on a regular basis at intervals mutually agreed upon by the advisor and the client, but no less than annually. During these reviews, any

changes in the client's investment objectives are discussed so we can review our previous recommendations and make any necessary adjustments.

ACCOUNT REPORTS

Those clients to whom Prattes provides investment management services receive at least quarterly reports from our firm summarizing their account(s) and investment results. Reports may be furnished in writing or electronically as requested by the client. Clients are urged to compare the account statements they receive from their custodian to any written reports received from our firm.

Clients have direct and continuous access to their account information and related documents via the password-protected website of the qualified custodian with which their accounts are held.

Item 14 Client Referrals and Other Compensation

CLIENT REFERRALS

Prattes does not compensate any third-party (or "solicitors") to promote the investment advisory services offered by our firm. Prattes may receive compensation for soliciting or referring investment advisory clients to third-parties pursuant to a written agreement that is disclosed to Prattes clients.

OTHER COMPENSATION

Prattes may receive fees from other advisors or sub-advisors or investment managers pursuant to a written agreement that is disclosed to Prattes clients.

Item 15 Custody

CUSTODY OF CLIENT FUNDS AND SECURITIES

The qualified custodians serve as the qualified custodians for client accounts and maintain physical custody of client funds in separate brokerage account(s) for each client under the client's name. Prattes' personnel may assist the client in preparing paperwork to open a new brokerage account at a qualified custodian, but only the client is permitted to authorize, by their signature, the

opening of the account. The qualified custodians send an account-opening letter to each client at their physical mailing address after the account is approved.

- The client's independent custodian sends statements at least quarterly showing the market values for each security included in the Assets and all account disbursements, including the amount of the advisory fees paid to our firm;
- Clients will provide authorization permitting our firm to be directly paid by these terms. Our firm will send an invoice directly to the custodian; and
- If our firm sends a copy of our invoice to the client, a legend urging the comparison of information provided in our statement with those from the qualified custodian will be included.

Prattes is also deemed to have custody of client assets to the extent Prattes or its personnel exercise bill pay authority over clients' accounts and maintain the authority to disburse funds to third parties in this capacity. For client assets over which it is deemed to have custody, Prattes will engage an independent and unaffiliated accounting firm to conduct an annual surprise examination of its custody practices and the accuracy of such clients' account values. As manager of Sonics56 LLC and Opportunistic Private Allocation Fund, LLC ("Funds"), our firm is deemed to have custody of the cash and securities held by advisory clients invested in these Funds. Prattes will engage with the same independent and unaffiliated accounting firm to conduct an annual surprise examination of its custody practices and the accuracy of such clients' account values. Clients are encouraged to raise any questions with us about the custody, safety or security of their assets and our custodial recommendations

Clients can access daily, monthly and annual account statements as well as daily trade confirmations through a password protected portion of their applicable qualified custodian's website. Clients should also expect to receive quarterly account summaries from the qualified custodian by first-class mail. Clients should carefully review the account statements and summaries received from the qualified custodian(s) and compare such official custodial statements to any account reports provided by Prattes. Any client that does not receive an account statement or summary from the qualified custodian should call our firm immediately so that we can arrange to have another statement sent by the custodian.

Clients can also access information concerning their account(s) and access (and generally change) the settings for their brokerage account online on the qualified custodians' respective websites.

Item 16 Investment Discretion

DISCRETIONARY AUTHORITY

Clients have the option of providing our firm with investment discretion on their behalf, pursuant to an executed investment advisory client agreement. Prattes is granted limited discretionary authority in writing by the client at the outset of the advisory relationship. This limited discretionary authorization gives Prattes the authority to manage the client's investment assets at our firm's sole discretion and without consulting with the client in advance, subject to the investment objectives, guidelines and restrictions set by the client. This authorization will remain in full force and effect until we receive a written termination notice of the Investment Management Agreement from the client.

Prattes does not have discretionary authority to determine the amount of commissions that are charged by the broker-dealer or custodian.

Item 17 Voting Client Securities

AUTHORITY TO VOTE CLIENT PROXIES

Prattes does not accept authority from clients with respect to voting of proxies solicited by, or with respect to, the issuers of any securities held in client portfolios. The qualified custodian holding clients' assets will send all such proxy documents it receives to the client so that the client may take whatever action the client deems appropriate. Prattes does not offer clients any consulting assistance regarding proxy issues.

Item 18 Financial Information

REQUIRED DISCLOSURES

As previously discussed in this brochure, Prattes may accept limited discretionary authority when providing investment management services if agreed upon in writing with the client. Prattes does not require clients to prepay more than \$1,200 in fees six months or more in advance.

Prattes does not require or solicit prepayment of fees from our clients.

Prattes has no financial commitments that would impair our firm's ability to meet our contractual and fiduciary commitments to our clients, and has not been the subject of a bankruptcy proceeding.

Form ADV Part 2B: Brochure Supplement

**Jason A Prattes Financial Inc
620 Newport Center Drive, Suite 1100
Newport Beach, CA 92660
CRD No. 4337307**

This brochure supplement provides information about our supervised persons that supplements the Jason A Prattes Financial Inc. brochure. You should have received a copy of that brochure. Please contact us at and/or jason@sprivecap.com or 949-271-6333 if you did not receive Jason A Prattes Financial Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about the supervised persons mentioned in this brochure supplement is available on the SEC's website at www.adviserinfo.sec.gov.

December 31, 2023

SUPERVISED PERSON: Mr. Jason A. Prattes

EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Name: Jason Prattes

Year of Birth: 1976

Education: Southern Methodist University
Dallas, TX
B.S. Economics with Finance; B.A. Public Policy
2000

Experience President
Jason A Prattes Financial Inc
October 2018 – Present

Financial Advisor
LPL Financial, LLC
Nov. 2010 – October 2019

Investment Advisor
NRP Advisors Inc.
Sept. 2008 – Nov. 2010

Registered Representative
NRP Financial, Inc.
April 2007 – Nov. 2010

DISCIPLINARY INFORMATION

Mr. Prattes has not been involved in any legal or disciplinary events that would be material to a client's or prospective client's evaluation of the integrity of our management.

OTHER BUSINESS ACTIVITIES

At present, Mr. Prattes holds an insurance license. However, Mr. Prattes is not presently engaged in, nor does he have any intent or plan to engage in, the business of selling insurance for a commission. Mr. Prattes spend zero hours a week on this business activity.

ADDITIONAL COMPENSATION

Mr. Prattes does not receive any economic benefit from any person besides the clients of Prattes for providing investment advice or other advisory services to such clients.

Mr. Prattes is the sole investment adviser representative of the firm, and is supervised by the Chief Compliance Officer ("CCO"), Larry Yu. Mr. Yu may be reached at larry@sprivecap.com or 949-271-6333. Mr. Prattes is bound by our firm's Code of Ethics and compliance policies & procedures.

REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Mr. Prattes has not been involved or been found liable in any arbitration claims alleging damages in excess of \$2,500, in any civil, self-regulatory organization, or administration proceeding, or been subject of any bankruptcy petition.