

Commonwealth Pharma Securities :LCC
2016 Ocean Street
Marshfield, MA 02050

CUSTOMER RELATIONSHIP SUMMARY FORM CRS

March 27, 2024

Introduction

Commonwealth Pharma Securities LLC ("CPS") is registered with the Securities and Exchange Commission (SEC) as a broker-dealer and is a member of the Financial Industry Regulatory Authority (FINRA) and the Securities Investor Protection Corporation (SIPC). Brokerage and investment advisory services and fees differ, and it is important for the retail investor to understand the differences and free and simple tools are available to research firms and financial professionals at Investor.gov/CRS, which also provides educational materials about broker-dealers, investor advisors, and investing.

What investment services and advice can you provide me?

CPS offers brokerage services to retail investors. CPS can assist you in making investments in unregistered securities sold by Issuers in Private Placements. CPS does not monitor the investments or make recommendations to investors on whether to hold or dispose of their investments. In most cases, Issuers set a minimum threshold on the size of investments, which may vary from one Issuer or offering to another. In some cases, securities are offered only to institutional investors, while in others they may also be sold to high net worth retail investors.

Conversation Starter

- *Given my financial situation, should I choose a brokerage service? Why or why not?*
- *What is your relevant experience, including your licenses, education and other qualifications?*
- *What do these qualifications mean?*

What fees will I pay?

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investment over time. Please make sure you understand what fees and costs you are paying.

Conversation Starter

- *Help me understand how these fees and costs might affect my investments.*
- *If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?"*

As compensation for its Private Placement services, Issuers typically pay CPS a Placement Fee, determined as a percentage of the dollar amount of the securities sold ranging from 2% to 7% of the dollar amount raised. This fee may vary from one transaction to another but, in most cases, it is the same for all sales that are part of the same Private Placement. For Private Placements, the commissions and other fees are described in detail in the offering documents, including how the commission and other fees impact the value of your initial investment. The Private Placement Issuer pays the commissions, which reduces the amount of your investment by the fee we receive. You will not pay any account-related service fees, as you do not have an account with CPS. The fees and charges may differ for each investment.

What are your legal obligations to investors when providing recommendations? How else does your Firm make money and what conflicts of interest do you have?

We **do not** provide recommendations. The way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the services we provide you. Here are some examples to help you understand what this means.

Conversation Starter

- *How might your conflicts of interest affect me, and how will you address them?*

1. There may be cases in which one or more personnel associated with CPS is also engaged as an officer or director of the Issuer, and thus our relationship with the Issuer may result in direct or indirect benefits to those individual(s).
2. Our success in completing one Private Placement can lead to additional business opportunities for us with other Issuers and investors. These financial incentives can potentially conflict with our duty to act in your best interest in connection with a particular investment.

Issuer Private Placement Memorandums outline potential conflicts of interest. Your registered representative must exercise reasonable diligence, care, and skill to understand the risks, rewards, and costs associated with any Issuer Private Placement and does not place their interests or those of the firm ahead of yours. **You should understand and ask us about these conflicts. You may find further information at:** <https://www.sec.gov/tm/faq-regulation-best-interest>.

How do your financial professionals make money?

Financial professionals at CPS may earn compensation that is tied to the Private Placement Fees received by the Firm and to its overall profitability. The Firm has established internal guidelines which determine the basis for allocating revenues received from successful Private Placements. In addition, certain of CPS's financial professionals are also owners of the Firm. Their return as owners is based on the overall profitability of the Firm.

Do you or your financial professionals have legal or disciplinary history?

yes. Visit <http://www.investor.gov/CRS> for free and simple search tool to research us and our financial professionals or visit <https://brokercheck.finra.org/>.

Conversation Starter

- *As a financial professional, do you have any disciplinary history?*
- *For what type of conduct?*

Additional Information

Additional information about CPS can be found on FINRA's BrokerCheck website, <https://brokercheck.finra.org/>. Please contact **Peter Flynn Compliance Officer** at (617) 367-0099 or [mail to: flynn@peterflynnescq.com](mailto:flynn@peterflynnescq.com) for up-to-date information, or any updates to this Customer Relationship Summary.

Conversation Starter

- *Who is my primary contact person?*
- *Is he or she a representative of an investment advisor or a broker-dealer?*
- *Who can I talk to if I have concerns about how this person is treating me?*