

**Part 2A of Form ADV: Appendix 1**  
***Wrap Fee Program Brochure***

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March 25, 2024

This brochure provides information about the qualifications and business practices of Imperial Fund Capital Partners, LLC. If you have any questions about the contents of this brochure, please contact us at [info@ifcapitalpartners.com](mailto:info@ifcapitalpartners.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.

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

Additional information about Imperial Fund Capital Partners, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by Imperial Fund Capital Partners, LLC's unique identifying number, known as a CRD number which is 317525.



## **Item 2      Material Changes**

Form ADV Part 2 Appendix 1 replaces last version of Imperial Fund Capital Partners, LLC's Form ADV Part 2 Appendix 1 dated March 29, 2023. Imperial Fund Capital Partners, LLC is filing its annual amendment for fiscal year ending December 2023.

Registered investment advisers are required to amend their Form ADV Part 2A Appendix 1 when information contained therein becomes materially inaccurate. If there are any material changes to this Wrap Fee Program Brochure, we are required to notify you and provide you with a description of the material changes.

Since our previous filing, which was our initial Wrap Fee Program Brochure filing dated March 29, 2023, we have made the following material changes:

- Made clarifying amendments to Item 5; and
- Made changes to Item 9 to update the name of our affiliate broker-dealer and to include a discussion about our affiliated mortgage lender and related conflicts of interest.

**Item 3      Table of Contents**

Item 1	Cover Page .....	1
Item 2	Material Changes.....	3
Item 3	Table of Contents .....	4
Item 4	Services, Fees, and Compensation.....	5
Item 5	Account Requirements and Types of Clients.....	7
Item 6	Portfolio Manager Selection and Evaluation.....	7
Item 7	Client Information Provided to Portfolio Managers.....	7
Item 8	Client Contact with Portfolio Manager .....	8
Item 9	Additional Information.....	8

## **Item 4        Services, Fees, and Compensation**

Imperial is an investment adviser with its principal place of business located in Florida. Listed below are the firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company):

- Victor Kuznetsov; and
- Maksim Slyusarchuk

### **PORFOLIO MANAGEMENT SERVICES**

Imperial offers portfolio management services through a wrap-fee program ("Program") as described in this wrap fee program brochure to prospective and existing clients. We are the sponsor and portfolio manager for the Program. A wrap-fee program is a type of investment program that provides clients with asset management and brokerage services for one all-inclusive fee. If you participate in our wrap fee program, you will pay our firm a single fee, which includes money management fees, certain transaction costs, and custodial and administrative costs. You are not charged separate fees for the respective components of the total services. We receive a portion of the wrap fee for our services. The overall cost you will incur if you participate in our wrap fee program may be higher or lower than you might incur by separately purchasing the types of securities available in the Program.

Prior to becoming a client under the Program, you will be required to enter into a separate written agreement with us that sets forth the terms and conditions of the engagement and describes the scope of the services to be provided, and the fees to be paid.

Our firm provides asset management of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on the client's particular circumstances are established, we develop the client's personal investment policy. We create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we may also review and discuss a client's prior investment history, as well as family composition and background.

We manage these advisory accounts on either a non-discretionary or discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Once the client's portfolio has been established, we review the portfolio quarterly and if necessary, rebalance the portfolio on an annual basis, based on the client's individual needs.

Our investment recommendations are not limited to any specific product or service offered by a broker/dealer or insurance company and will generally include advice regarding the following securities:

- Exchange-listed securities
- Corporate debt securities (other than commercial paper)
- Private Placements

Because some types of investments involve certain additional degrees of risk, they will only be recommended when consistent with the client's stated investment objectives, tolerance for risk,

liquidity and suitability.

Assets for the program accounts are held at Charles Schwab & Co., Inc. ("Schwab"), as custodian. Schwab also acts as the executing broker-dealer for transactions made in program accounts.

## **CHANGES IN YOUR FINANCIAL CIRCUMSTANCES**

In providing the contracted services, we are not required to verify any information we receive from you or from your other professionals (e.g., attorney, accountant, etc.) and we are expressly authorized to rely on the information you provide. Furthermore, unless you indicate to the contrary, we shall assume that there are no restrictions on our services, other than to manage your account in accordance with your designated investment objectives, risk tolerance, and time horizon (collectively, "investment parameters"). It is your responsibility to promptly notify us if there are ever any changes in your financial situation or investment parameters for the purpose of reviewing, evaluating, and/or revising our previous recommendations and services.

## **FEES AND COMPENSATION**

### **The Program Fee**

We charge an annual "wrap-fee" for participation in the Program ("Program Fee") depending upon the market value of your assets under our management. Our maximum advisory fee is 2.00%. You are not charged separate fees for the different components of the services provided by the Program. Our firm pays all trade expenses of trades placed on your behalf. Our Program Fee includes the fee we pay to any portfolio manager for their management of your account and Schwab's transaction or execution costs. Assets in each of your account(s) are included in the fee assessment unless specifically identified in writing for exclusion. In special circumstances, and in our sole discretion, we may negotiate a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention, etc.).

### **Additional Service Cost Considerations**

A wrap fee program allows our clients to pay a specified fee for investment advisory services and the execution of transactions. The advisory services may include portfolio management and the fee is not based directly upon transactions in your account. Your fee is bundled with our costs for executing transactions in your account(s). This results in a higher advisory fee to you. We do not charge our clients higher advisory fees based on their trading activity, but you should be aware that we may have an incentive to limit our trading activities in your account(s) because we are charged for executed trades. By participating in a wrap fee program, you may end up paying more or less than you would through a non-wrap fee program where a lower advisory fee is charged, but trade execution costs are passed directly through to you by the executing broker.

### **Additional Expenses Not Included in the Wrap Program Fee**

You may pay custodial fees, fees for trades executed away from custodian, charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), mark-ups and mark-downs, spreads paid to market makers, wire transfer fees and other fees and taxes on brokerage accounts and securities transactions. These fees are not included within the wrap-fee you are charged by our firm.

We may invest clients in No Transaction Fee (NTF) funds when available. The NTF funds do not

pay the custodian a ticket charge, unlike a regular fund, however it does incur a higher expense ratio than normal funds. Because we offer our advisory services under a wrap program, where we pay all ticket charges incurred, we have a financial interest to minimize these charges.

### **Compensation**

Our investment advisory representatives (“IARs”) receive a portion of the advisory fee that you pay us, either directly as a percentage of your overall fee or as their salary from our firm. In cases where our IARs are paid a percentage of your overall advisory fee, this may create an incentive to recommend that you participate in a wrap fee program rather than a non-wrap fee program (where you would pay for trade execution costs) or brokerage account where commissions are charged. This is because, in some cases, we may stand to earn more compensation from advisory fees paid to us through a wrap fee program arrangement if your account is not actively traded.

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

We offer investment advisory services to high net worth individuals.

In general, we require a minimum of \$250,000 to open and maintain an advisory account. This account size may be negotiable under certain circumstances. Imperial may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee. For example, we may waive the minimum if you appear to have significant potential for increasing your assets under our management.

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

We are the sponsor and sole portfolio manager for the Program. Refer to *Services, Fees, and Compensation* for additional disclosures on costs associated with your participation in the Program.

IARs are restricted to providing services and charging fees in accordance with the details in this document and the advisory agreement that you sign. However, the exact services rendered, and the fees charged to a particular client are dependent upon the representative that is working with that client. IARs are instructed to consider the individual needs of each client when recommending an advisory platform. Investment strategies and recommendations are tailored to the individual needs of each client. For more information about the representative managing your account, you should refer to the Brochure Supplement for the associated person, which you should have received along with this Brochure at or before the time you opened your account. If you did not receive the Brochure Supplement or would like another copy of it, you can obtain it by reaching out to our main office via the contact information listed on the cover page of this document.

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

Imperial is responsible for account management; there is no separate portfolio manager involved. Imperial obtains the necessary financial data from you and assists you in setting an appropriate investment objective for your account. We obtain this information by having you complete an advisory agreement and other documentation. You are encouraged to contact us promptly if there have been any changes in your financial situation or investment objectives, or if you wish to impose any reasonable restrictions on the management of the account or reasonably modify existing restrictions. You should be aware that the investment objective selected for the program is an overall objective for the account as a whole and may be inconsistent with a particular holding or the account’s performance at any time. You should further be aware that achievement of the stated investment objective is a long-term goal for the account and no performance can be guaranteed.

## **Item 8      Client Contact with Portfolio Manager**

Without restriction, you should contact our firm or your IAR directly with any questions regarding your Program account, or with respect to changes in your investment objectives, risk tolerance, or requested restrictions placed on the management of your Program assets.

## **Item 9      Additional Information**

### **DISCIPLINARY INFORMATION**

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

### **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

#### **Affiliated Broker/Dealer**

In addition to Imperial being a registered investment adviser, our firm is under common ownership and control with IF Securities LLC, which is a FINRA registered broker-dealer. A list of affiliated broker-dealers is specifically disclosed in Section 7.A. on Schedule D of Form ADV, Part 1, which can be accessed by following the directions provided on the cover page of this Program brochure.

#### **Management Personnel**

Certain Management personnel of our firm are separately licensed as registered representatives of IF Securities LLC, an affiliated FINRA member broker-dealer.

These individuals, in their separate capacity, can effect securities transactions for which they will receive separate, yet customary compensation.

While Imperial and these individuals endeavor at all times to put the interest of the clients first as part of our fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest, and may affect the judgment of these individuals when making recommendations.

Victor Kuznetsov and Maksim Slyusarchuk of Imperial are also controlling officers of Imperial Manager I, LLC and Imperial Manager II, LLC, which manages the Imperial Fund I, LLC and Imperial Fund II, LLC (together, the "Funds"). This arrangement creates a conflict of interest with our clients when we recommend to Clients they invest in the Funds for which Imperial (and/or its personnel making the recommendation) will receive compensation.

Our affiliates typically recommend Imperial to their clients in need of advisory services. Conversely, Imperial typically recommends its affiliates to advisory clients in need of such services. The services provided by our affiliates are separate and distinct from our advisory services and are provided for separate and typical compensation. There are no referral fee arrangements between our firms for these recommendations. No Imperial client is obligated to use any of our affiliated companies for any services and conversely, no client is obligated to use the advisory services we provide.

Clients should be aware that the receipt of additional compensation by Imperial and its management persons or employees creates a conflict of interest that may impair the objectivity of our firm and these individuals when making advisory recommendations. Imperial endeavors at all times to put the interest of its clients first as part of our fiduciary duty as a registered investment adviser; we take the following



steps to address this conflict:

- we disclose to clients the existence of all material conflicts of interest, including the potential for our firm and our employees to earn compensation from advisory clients in addition to our firm's advisory fees;
- we disclose to clients that they are not obligated to purchase recommended investment products from our employees or affiliated companies;
- we collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- our firm's management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
- we require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
- we periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our firm; and
- we educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

#### ***Other Affiliations***

A&D Mortgage LLC (“A&D”) is a Florida limited liability company and under common ownership and control with Imperial. A&D is one of the Funds’ service providers, and may originate and sell mortgage loan portfolios to one or both of the Funds. The Funds also may use A&D as the servicer of any loans that the Fund invests in. Although A&D is expected to originate a portion of the Funds’ loan portfolios, A&D does not sell loan portfolios exclusively to the Funds. Similarly, the Funds may also purchase mortgage loans from another third-party originator and/or lending company. While this may present a conflict of interest in that Imperial may indirectly benefit from the Funds’ purchasing of loan portfolios through its affiliate lender, Imperial mitigates this conflict by subjecting each mortgage loan portfolio to a rigorous underwriting process in order to ensure that they are making market competitive analysis and selections of their mortgage lenders.

#### ***Conflicts related to our affiliates and service providers***

As noted above, Imperial has contracted with its affiliate, A&D, to originate and sell mortgage loans to its Funds. A&D is also one of the Firm’s clients. Consequently, a conflict of interest exists because the Firm has an incentive to treat A&D better than it would clients with whom it does not have a business relationship. However, as a fiduciary, Imperial is obligated to treat all of its clients fairly and not put any client's interest ahead of any other client, nor to put the Firm’s own interests ahead of its clients. Imperial therefore has implemented policies and procedures to ensure that any business relationship it has with a client does not interfere with its fiduciary duties.

#### **Other Economic Benefits**

Our firm receives economic benefit from Schwab in the form of the support products and services made available to our firm and other independent investment advisors that have their clients maintain accounts at Schwab. These products and services, how they benefit our firm, and the related conflicts of interest are described in our Firm brochure ADV Part 2, Item 12 – Brokerage Practices, pages 16-20. The availability of Schwab’s products and services is not based on our firm giving particular investment advice, such as buying particular securities for our clients.

### **CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Imperial and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Imperial's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to nonpublic information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to [info@ifcapitalpartners.com](mailto:info@ifcapitalpartners.com).

Imperial and individuals associated with the Firm may from time to time engage in or initiate principal transactions on behalf of the Firm, in which case the Firm will comply with the requirements of Section 206(3) of the Advisers Act and provide written notification to the affected client and obtain the client's consent prior to settlement of the transaction.

Imperial and individuals associated with our firm are prohibited from engaging in agency cross transactions.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

We may aggregate our employee trades with client transactions where possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients will receive an average share price and transaction costs will be shared equally and on a pro-rata basis. In the instances where there is a partial fill of a particular batched order, we will allocate all purchases prorata, with each account paying the average price. Our employee accounts will be excluded in the pro-rata allocation.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm

complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
2. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
3. It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
4. Our firm requires prior approval for any IPO or private placement investments by related persons of the firm.
5. We maintain a list of all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or his/her designee.
6. We have established procedures for the maintenance of all required books and records.
7. All clients are fully informed that related persons may receive separate commission compensation when effecting transactions during the implementation process.
8. Clients can decline to implement any advice rendered, except in situations where our firm is granted discretionary authority.
9. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
10. We require delivery and acknowledgement of the Code of Ethics by each supervised person of our firm.
11. We have established policies requiring the reporting of Code of Ethics violations to our senior management.
12. Any individual who violates any of the above restrictions may be subject to termination.

Related persons of our firm are separately registered as securities representatives of a broker-dealer. Please refer to "Other Financial Industry Activities and Affiliations" earlier in this section for a detailed explanation of these relationships and important conflict of interest disclosures.

## **CLIENT REFERRALS AND OTHER COMPENSATION**

Imperial has entered, and may in the future enter, into arrangements to compensate firms or individuals that are independent of and unaffiliated with Imperial for referrals that result in a prospective investor becoming an investor in the Funds. Imperial intends to pay such consideration in compliance with applicable SEC rules and other laws and regulations that may be in effect from time to time.

It is Imperial's policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

## **REVIEW OF ACCOUNTS**

While the underlying securities within Individual Portfolio Management Services accounts are continually monitored, these accounts are reviewed quarterly. Accounts are reviewed in the context of each client's

stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

In addition to the monthly statements and confirmations of transactions that Portfolio Management Services clients receive from their broker-dealer, Imperial will provide quarterly reports summarizing account performance, balances and holdings.

### **FINANCIAL INFORMATION**

As an advisory firm that maintains discretionary authority for client accounts, we are also required to disclose any financial condition that is reasonable likely to impair our ability to meet our contractual obligations. Imperial has no such financial circumstances to report.

Under no circumstances do we require or solicit payment of fees in excess of \$500 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

Imperial has not been the subject of a bankruptcy petition at any time during the past ten years.