

BROCHURE OF
Private Wealth Group, LLC

A Delaware limited liability company registered with the Securities and Exchange
Commission as an Investment Adviser (CRD #128560)

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THIS BROCHURE PROVIDES INFORMATION ABOUT THE QUALIFICATIONS AND BUSINESS PRACTICES OF PRIVATE WEALTH GROUP, LLC. IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENTS OF THIS BROCHURE, PLEASE CONTACT US AT (813) 226-1900 OR INVESTORRELATIONS@PRIVATEWEALTHGROUP.COM.

NEITHER THE U.S. SECURITIES AND EXCHANGE COMMISSION, NOR THE STATE OF DELAWARE, NOR ANY STATE SECURITIES AUTHORITY, HAS PASSED UPON THE ADEQUACY OR ACCURACY OF THIS BROCHURE. REGISTRATION AS AN INVESTMENT ADVISER DOES NOT IMPLY A CERTAIN LEVEL OF SKILL OR TRAINING. ADDITIONAL INFORMATION ABOUT PRIVATE WEALTH GROUP, LLC ALSO IS AVAILABLE ON THE SEC'S WEBSITE AT WWW.ADVISERINFO.SEC.GOV.

The date of this Brochure is:

March 18, 2024

Item 2. Material Changes

Private Wealth Group, LLC has not made any material changes to its ADV Part 2A Disclosure Brochure since its last annual update on March 11, 2023.

Part 2A – Firm Brochure

Item 3. TABLE OF CONTENTS

Item 2.	Material Changes.....	2
Item 3.	TABLE OF CONTENTS.....	3
Item 4.	Advisory Business	4
Item 5.	Fees and Compensation.....	5
Item 6.	Performance Based Fees and Side-by-Side Management.....	6
Item 7.	Types of Clients.....	6
Item 8.	Methods of Analysis, Investment Strategies and Risk of Loss	7
Item 9.	Disciplinary Information	14
Item 10.	Other Financial Industry Activities and Affiliations.....	14
Item 11.	Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading	15
Item 12.	Brokerage Practices	18
Item 13.	Review of Accounts	19
Item 14.	Client Referrals and Other Compensation	20
Item 15.	Custody	20
Item 16.	Investment Discretion.....	21
Item 17.	Voting Client Securities.....	21
Item 18.	Financial Information	21

Part 2A – FIRM BROCHURE

Item 4. Advisory Business:

- (A) **Operational and Organizational Information:** Private Wealth Group, LLC (“Firm”), a Delaware limited liability company, is an investment adviser registered with the U.S. Securities and Exchange Commission (“SEC”). As stated on the cover page of this Brochure, registration as an investment adviser does not imply a level of skill or training. Firm has been in business since 2002. The principal owners of the Firm are Stephen F. Segundo and Michael M. Anderson.
- (B) **Types of Advisory Services Offered:** Firm offers investment advisory services through separately managed accounts, by which Firm provides continuous advice to a client or makes investments for a client based on the individual needs of the client. Firm may also recommend the services of various independent investment advisors (“Managers”) selected by Firm. No assurance can be given, however, that separately managed accounts or Managers will achieve their objectives, and investment results may vary substantially over time and from period to period.

Please review Firm’s investment guidelines, specified immediately below under “Client Investment Guidelines and Parameters,” and Item 8, “Methods of Analysis, Investment Strategies and Risk of Loss.”

Firm also offers its advisory services as a joint adviser. In these circumstances, the client will enter into an agreement with Firm and an unaffiliated adviser (“Joint Adviser”) which will set forth the services Firm and the Joint Adviser will provide to the client as well as its corresponding advisory fees. For these arrangements, the Joint Adviser is responsible for providing clients with its ADV brochures as well as this Brochure.

- (C) **Client Investment Guidelines and Parameters:** Advisory services include, among other things, providing advice regarding asset allocation and the selection of investments. Decisions relating to investment advice are based on an analysis of the merits of the investment involved and on the investment guidelines and restrictions of the client. Firm provides discretionary and non-discretionary investment advisory services to client accounts.

The following is a general description of the principal types of trades and investments which Firm currently engages in, certain techniques that it may employ, the investment criteria that it plans to apply, and the guidelines that it has established regarding the composition of its investment portfolio.

Separately Managed Accounts: For a separately managed account, Firm provides investment supervisory services through its portfolio management service, giving continuous advice to a client or making investments for a client based on the individual needs of the client. Based on a client’s particular circumstances, Firm develops a client’s personal investment strategy and creates and manages a portfolio based on that strategy. The firm will manage advisory accounts either on a discretionary or non-discretionary basis. Advisory services include, among other things, providing advice regarding asset allocation and the selection of investments. This description is merely a summary and you should not assume that any descriptions of specific activities are intended in any way to limit the types of investment activities Firm may undertake.

(D) **Wrap Fee Programs:** Firm does not participate in wrap fee programs.

(E) **Client Assets Under Management:**

(i) Discretionary: \$266,483,415 as of December 31, 2023.

(ii) Non-discretionary: \$6,243 as of December 31, 2023.

Item 5. Fees and Compensation:

(A) **Generally:** All fees are individually negotiated. Circumstances considered when negotiating fees may include, without limitation, customary market rates, specialized guidelines, and fee arrangements with the client.

Management fees for all accounts are calculated based on a percentage of the value of the investable portfolio (referred to herein as "Management Fees").

Management Fees will be deducted from client accounts quarterly in advance based on the values at the end of the prior quarter. The maximum fee amount due to Firm is 1.00% of the investable portfolio per annum.

Clients are requested to refer to the applicable investment advisory agreement for complete information on the fee arrangement.

Firm may offer investment management services directly to a client or through a joint advisory arrangement with client, Firm, and a Joint Adviser. In the case of a joint advisory arrangement, Firm will charge a base fee which will not exceed 0.50% of the investable portfolio per annum. Firm may also charge a supplemental strategy fee, not to exceed 0.50% of the investable portfolio per annum, for the portion of the investable portfolio which is allocated to the Firm's proprietary tactical strategies. Fees for these services are set forth in the investment advisory agreement among Firm, the Joint Adviser, and the client.

With respect to joint advisory arrangements, clients may also pay an additional advisory fee to the Joint Adviser. Clients subject to joint advisory arrangements should be aware that the combined fees and expenses associated with managing their portfolio may exceed those which might be available if the services were acquired separately. Clients should consult with the Joint Adviser and its ADV brochures for more information on such fees.

(B) **Payment of Fees:** Where there is an active market and market pricing is readily available for a security, the Firm will rely upon securities pricing furnished by the custodian that maintains the client's account to calculate the fee. When pricing interests in privately placed pooled investment vehicles, the Firm will generally rely on the monthly account statements provided by the investment's management, plus any net contributions, and any relevant market information that suggests valuations in those reports are inaccurate.

For private investments where there is not an active market or that pricing for a particular security is not readily available, the Firm attempts to determine the fair value by various means, including utilizing the value provided by the custodian or obtaining the fair value directly from the company of the underlying security.

(C) **Additional Fees and Expenses:**

Separately managed account clients will also bear any agreed upon expenses as set forth in the relevant investment advisory agreements.

All fees paid to Firm for investment advisory services are separate and distinct from the fees and expenses charged by Managers to their investors. These fees and expenses are described in each Manager's offering memorandum, private placement memorandum, subscription agreement, prospectus and/or ADV Part 2. These fees will generally include a management fee, and additionally may include an incentive fee, other expenses, and a possible distribution fee. If the Manager also imposes sales charges, a client may pay an initial, deferred, or ongoing sales charge. A client may be able to invest in a Manager directly, without the services of Firm. In that case, the client would not receive the services provided by Firm which are designed, among other things, to assist the client in determining which vehicle or vehicles are most appropriate to such client's financial condition and objectives.

The client may incur brokerage and other transaction costs charged by broker-dealer(s) executing the transactions and the custodians maintaining the client's assets. These costs may include, but are not limited to, brokerage transaction and money movement costs, commissions, ticket charges, fed fund wire fees, custodial fees, IRA custodial fees, safekeeping fees, and margin interest. These costs are in addition to the Firm's Management Fees and are not shared with the Firm.

(D) **Fees Paid in Advance:** For a separately managed account, Management Fees are calculated and deducted from client accounts quarterly in *advance*.

(E) **Termination of Services:**

A client agreement may be canceled at any time, by either party, for any reason upon receipt of written notice. In the event no written notice of termination is received from the client, closure of all accounts serves as notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

(F) **Additional Compensation of Supervised Persons:**

No supervised person accepts compensation for the sale of securities or other investment products.

Item 6. Performance Based Fees and Side-by-Side Management:

Firm does not charge a Performance Fee on client assets held in separately managed accounts.

Item 7. Types of Clients:

Firm may provide advisory services to individuals, high net worth individuals, trusts, estates, charitable organizations, corporations, and other business entities. There is no specific minimum investment required for a separately managed account.

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

(A) Methods of Analysis and Investment Strategies:

General: The following description is a summary, and you should not assume that any descriptions of the specific activities in which Firm may engage are intended in any way to limit the types of investment activities which Firm may undertake or the allocation of client capital among such investments. Firm reserves the right to alter any investment policy or strategy as deemed appropriate from time to time in its discretion without obtaining prior client approval.

Separately Managed Accounts: Firm provides investment supervisory services through its portfolio management service, defined as giving continuous advice to a client or making investments for a client based on the individual needs of the client.

Based on the client's particular circumstances, Firm develops a client's personal investment strategy and creates and manages a portfolio based on that strategy. Firm will manage advisory accounts either on a discretionary or non-discretionary basis. Account supervision is guided by the stated objectives of the client.

Firm will allocate the client's assets among various investments taking into consideration the overall objectives of the client. Firm will generally create a portfolio consisting of various investments and may subdivide the portfolio, in part, among other investment advisers, including hedge funds and other private placement investments. Firm may include various investments within client portfolios, depending on client needs, such as (but not limited to) individual equities, warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, mutual funds, exchange traded funds, United States government securities, and option contracts on securities.

Firm may perform a search of various independent Managers (investment advisers as previously defined) who will manage specific portions of the client's portfolio, on behalf of the client. Firm will determine which Manager(s) is (are) appropriate for the client based on the individual needs and circumstances of the client. Factors considered in making this determination include the sum of investments relative to the total dollar value of the client's advisory portfolio, the client's stated risk tolerance, the client's prior experience with investments, the client's opinion of the recommended Manager(s), and the investment philosophy of the Manager(s).

For those client accounts for which Firm utilizes Managers, Firm will allocate the client's assets to/from the Manager, taking into consideration the client's personal investment objectives.

The Manager may use money market mutual funds to sweep unused cash balances until they can be appropriately invested. The client should refer to the Manager's Form ADV disclosure document (or other disclosure brochure in lieu of the Form ADV disclosure document) for information regarding the practices of that Manager.

Where Firm engages a Manager on behalf of the client, Firm will provide the client with a copy of the Manager's Form ADV disclosure document (or other disclosure brochure in lieu of the Form ADV disclosure document) and privacy statement. However, Firm considers itself the client's primary contact and requests it convey all communications to/from the Manager on the client's behalf.

Firm will continuously monitor the Manager, on behalf of the client. Firm will provide reports to the client at periodic intervals, as determined by the client, reviewing the performance of the Manager.

If Firm has discretion over the client's portfolio and believes that a particular Manager is performing inadequately, or if Firm believes that a different Manager is more suitable for a client's particular needs, then Firm may transfer the appropriate portion of the client's account to a different Manager.

If Firm does not have discretion over the client's portfolio, Firm may suggest transferring assets and may assist the client in selecting a new Manager. However, any move to a new Manager is solely at the discretion of the client.

Managers may be selected on the basis of any or all of the following criteria:

- The quality and experience level of the investment team;
- The Manager's performance;
- The industry sectors utilized;
- The track record of the Manager;
- The investment objectives;
- The management styles and philosophies, and;
- The Manager's fee structures.

Portfolio weighting among Managers (which may include private investment funds and mutual funds and strategies with a focus on various market sectors) will be determined by each client's individual needs and circumstances.

Clients should understand that investing in private investment funds may include additional degrees of risk. Private investment funds are not registered investment companies under the Investment Company Act of 1940. As such, they are not regulated in the same manner, nor are they subject to the same requirements, as investment companies such as mutual funds.

In addition, private investment funds are not traded on any public market or exchange. As such, the valuation of private investment funds may not always be easily determinable. Private investment funds are not generally considered liquid investments.

Clients will have the opportunity to place reasonable restrictions on the types of investments that will be made on the client's behalf. Clients will retain individual ownership of all securities.

Investing in securities involves risk of loss that clients should be prepared to bear.

(B) Risks Associated with Firm's Investment Strategies:

Concentration of Investments: Firm does not limit the amount of assets that may be invested in a single Manager, company, security, country, industry, sector or asset class, and Firm does not subject client portfolios to any formal policies regarding diversification. The concentration of portfolios in any one Manager, issuer, industry or country would subject the portfolios to a greater degree of risk with respect to the failure of one or a few issuers, or with respect to economic downturns in relation to such industry, country or region, or performance of Manager.

Although Firm seeks to obtain some diversification by investing with a number of different Managers, it is possible that several Managers, or Firm, may take substantial positions in the same security or group of securities at the same time. Thus, there is the risk that one of the strategies or techniques may have a disproportionate share of a portfolio's assets.

Investments in Securities and Other Assets Believed to Be Undervalued: Firm may invest with Managers that invest in undervalued securities. The identification of such investment opportunities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. While such investments offer the opportunities for above-average capital appreciation, they also involve a high degree of financial risk and can result in substantial losses. Returns generated from a Manager's investments may not adequately compensate for the business and financial risks assumed. Such investments can sometimes include bonds and other fixed income securities, including, without limitation, commercial paper and "higher yielding" (and, therefore, higher risk) debt securities. It is likely that a major economic recession could severely disrupt the market for such investments and severely impact on their value. In addition, it is likely that any such economic downturn could adversely affect the ability of the issuers of such obligations to repay principal and pay interest thereon and increase the incidence of default for such securities. Additionally, there can be no assurance that other investors will ever come to realize the value of some of these investments, and that they will ever increase in price. Furthermore, the Managers may be forced to hold such investments for a substantial period of time before realizing their anticipated value. During this period, a portion of clients' assets would be committed to the investments made, thus possibly preventing clients from investing in other opportunities.

Small Companies: Firm may invest with Managers that invest a portion of their assets in small and/or unseasoned companies with small market capitalization (such as spin-offs of large companies). Such companies generally have potential for rapid growth, but they often involve higher risks because they may lack the management experience, financial resources, product diversification and/or competitive strength of larger and/or more established companies. In addition, in many instances, the frequency and volume of their trading may be substantially less than is typical of larger companies. As a result, the securities of smaller companies may be subject to wider price fluctuations. When making large sales, a Manager may have to sell portfolio holdings of such companies at discounts from quoted prices or may have to make a series of small sales over an extended period of time due to the lower trading volume of smaller company securities.

Leverage: When appropriate and subject to applicable regulations, Firm and the Managers may use leverage in their investment program and may use certain types of options, such as puts, calls and warrants, which may be purchased for a fraction of the price of the underlying securities while giving the purchaser the full benefit of movement in the market of those underlying securities. While such strategies and techniques increase the opportunity to achieve higher returns on the amounts invested, they also increase the risk of loss. To the extent Firm and the Managers purchase securities with borrowed funds, clients' assets will tend to increase or decrease at a greater rate than if borrowed funds are not used. The level of interest rates generally, and the rates at which such funds may be borrowed in particular, could affect the investment results of the clients. If the interest expense on borrowings were to exceed the net return on the investments made with borrowed funds, Firm's use of leverage would result in a lower rate of return than if Firm or the relevant Manager were not leveraged.

If the amount of borrowings that a client may have outstanding at any one time is large in relation to its capital, fluctuations in the market value of the client's portfolio will have disproportionately large effects in relation to the client's capital and the possibilities for profit and the risk of loss will therefore be increased.

Any investment gains made with the additional monies borrowed will generally cause the value of the portfolio to rise more rapidly than would otherwise be the case. Conversely, if the investment performance of the additional monies borrowed fails to cover their cost, the value of the portfolio will generally decline faster than would otherwise be the case.

Certain of Firm's or Managers' trading and investment activities in securities and other financial instruments may be subject to the Federal Reserve Board (FRB) margin requirements, which are computed each day. At present, the FRB's Regulation T permits a broker to lend no more than 50% of the purchase price of "margin stock" bought by a customer. When the market value of a particular open position changes to a point where the margin on deposit does not satisfy maintenance margin requirements, a "margin call" on the customer is made. If the customer does not deposit additional funds with the broker to meet the margin call within a reasonable time, the customer's position may be closed out. In the event of a precipitous drop in the value of the assets managed by Firm or any Manager, such entity might not be able to liquidate assets quickly enough to pay off the margin debt and might suffer mandatory liquidation of positions in a declining market at relatively low prices, incurring substantial losses. With regard to a separately management account, the client personally will be subject to any margin calls and any unsatisfied debt caused as a result of margin calls or deficiencies.

Overall, the use of leverage, while providing the opportunity for a higher return on investments, also increases the volatility of such investments and the risk of loss. Clients should be aware that an investment program utilizing leverage is inherently more speculative, with a greater potential for losses, than a program that does not utilize leverage.

Short Sales: Firm and the Managers may sell securities short. Short selling involves the sale of a security that clients do not own and must borrow in order to make delivery in the hope of purchasing the same security at a later date at a lower price. In order to make delivery to its purchaser, clients must borrow securities from a third party lender. Theoretically, securities sold short are subject to unlimited risk of loss because there is no limit on the price that a security may appreciate before the short position is closed. In addition, the supply of securities that can be borrowed fluctuates from time to time. Managers and clients may be subject to losses if a security lender demands return of the lent securities and an alternative lending source cannot be found.

Options and Other Derivative Instruments: Firm or the Managers may invest in derivative instruments. The prices of many derivative instruments, including many options and swaps, are highly volatile. Price movements of options contracts and payments pursuant to swap agreements are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The value of options and swap agreements also depends upon the price of the securities, currencies or other assets underlying them. Clients are also subject to the risk of the failure of any of the exchanges on which its positions trade or of their clearinghouses or of counterparties. The cost of options is related, in part, to the degree of volatility of the underlying securities, currencies or other assets. Accordingly, options on highly volatile securities, currencies or other assets may be more expensive than options on other investments.

Put options and call options typically have similar structural characteristics and operational mechanics regardless of the underlying instrument or asset on which they are purchased or sold.

A put option gives the purchaser of the option, upon payment of a premium, the right to sell, and the writer the obligation to buy, the underlying security, commodity, index, currency or other instrument or asset at the exercise price. A call option, upon payment of a premium, gives the purchaser of the option the right to buy, and the seller the obligation to sell, the underlying instrument or asset at the exercise price.

If a put or call option purchased by clients were permitted to expire without being sold or exercised, such clients would lose the entire premium they paid for the option. The risk involved in writing a put option is that there could be a decrease in the market value of the underlying instrument or asset caused by rising interest rates or other factors. If this occurred, the option could be exercised and the underlying instrument or asset would then be sold to such clients at a higher price than its current market value. The risk involved in writing a call option is that there could be an increase in the market value of the underlying instrument or asset caused by declining interest rates or other factors. If this occurred, the option could be exercised and the underlying instrument or asset would then be sold by such clients at a lower price than its current market value.

Purchasing and writing put and call options and, in particular, writing “uncovered” options are highly specialized activities and entail greater than ordinary investment risks. In particular, the writer of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying instrument or asset above the exercise price of the option. This risk is enhanced if the instrument or asset being sold short is highly volatile and there is a significant outstanding short interest. These conditions exist in the stocks of many companies. The instrument or asset necessary to satisfy the exercise of the call option may be unavailable for purchase except at much higher prices. Purchasing instruments or assets to satisfy the exercise of the call option can itself cause the price of the instruments or assets to rise further, sometimes by a significant amount, thereby exacerbating the loss. Accordingly, the sale of an uncovered call option could result in a loss by clients of all or a substantial portion of their assets.

Swaps and certain options and other custom instruments are subject to the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty.

Exchange Traded Funds (ETFs): The Firm may effect options transactions or transactions in ETFs that trade in options or futures in client accounts where it is suitable and meets the client’s risk profile. Transacting in ETFs that invest in futures is open to the following risks:

- Potential unlimited losses that are greater than the amount you deposited with your broker;
- Potential immediate realization of the effects of losses due to the leverage involved and the nature of security futures contract transactions;
- Difficulty liquidating a position;
- Difficulty managing risk, under certain market conditions, from open security futures positions by entering into an equivalent but opposite position in another contract month, on another market, or in the underlying security;

- Under certain market conditions, the prices of security futures contracts may not maintain their customary or anticipated relationships to the prices of the underlying security or index; and
- All security futures contracts involve risk, and there is no trading strategy that can eliminate it.

Hedging Transactions: Investments in financial instruments such as forward contracts, options, commodities and interest rate swaps, caps and floors, and other derivatives are commonly utilized by investment funds to hedge against fluctuations in the relative values of its portfolio positions as a result of changes in currency exchange rates, interest rates and/or the equity markets or sectors thereof. Any hedging against a decline in the value of portfolio positions does not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the portfolio positions' value. Such hedging transactions also limit the opportunity for gain if the value of the portfolio positions should increase. Moreover, it may not be possible for Firm to hedge against a fluctuation at a price sufficient to protect the clients' assets from the decline in value of the portfolio positions anticipated as a result of such fluctuations. For example, the cost of options is related, in part, to the degree of volatility of the underlying instruments or assets. Accordingly, options on highly volatile instruments or assets may be more expensive than options on other instruments or assets and of limited utility in hedging against fluctuations in their prices.

Firm is not obligated to establish hedges for portfolio positions and may not do so. To the extent that hedging transactions are effected, their success is dependent on Firm's ability to correctly predict movements in the direction of currency and interest rates and the equity markets or sectors thereof.

Investments in Non-U.S. Investments: Although Firm typically invests with Managers who invest primarily through the U.S. securities markets, certain Managers, as well as Firm, also invest and trade a portion of client assets in non-U.S. securities and other assets (through ADRs and otherwise), which will give rise to risks relating to political, social and economic developments abroad, as well as risks resulting from the differences between the regulations to which U.S. and foreign issuers and markets are subject.

Such risks may include:

- Political or social instability, the seizure by foreign governments of company assets, acts of war or terrorism, withholding taxes on dividends and interest, high or confiscatory tax levels, and limitations on the use or transfer of portfolio assets.
- Enforcing legal rights in some foreign countries is difficult, costly and slow, and there are sometimes special problems enforcing claims against foreign governments.

- Foreign securities and other assets often trade in currencies other than the U.S. dollar, and clients may directly hold foreign currencies and purchase and sell foreign currencies through forward exchange contracts. Changes in currency exchange rates will affect the clients' portfolio value, the value of dividends and interest earned, and gains and losses realized on the sale of investments. An increase in the strength of the U.S. dollar relative to these other currencies may cause the value of the clients' investments to decline. Some foreign currencies are particularly volatile. Foreign governments may intervene in the currency markets, causing a decline in value or liquidity of the clients' foreign currency holdings. If the clients enter into forward foreign currency exchange contracts for hedging purposes, they may lose the benefits of advantageous changes in exchange rates. On the other hand, if the clients enter forward contracts for the purpose of increasing return, they may sustain losses.
- Foreign securities, commodities and other markets may be less liquid, more volatile and less closely supervised by the issuer's government than in the United States. Foreign countries often lack uniform accounting, auditing and financial reporting standards, and there may be less public information about the operations of issuers in such markets.

Futures Contracts: Trading futures and commodities is a highly risky strategy for clients. Whenever Firm or a Manager purchases a particular future and/or commodity, there is a possibility that it may sustain a total loss in excess of its purchase price. The prices of futures and commodities are, in general, much more volatile than prices of securities. As a result, the risk of loss in trading futures and commodities is substantially greater than in trading those securities. Prices of futures react strongly to the prices of the underlying commodities. The prices of these underlying commodities, in turn, rise and fall based on changes in interest rates, international balances of trade, changes in governments, wars, weather and a host of other factors that are entirely beyond the control of the Firm and that are very difficult (and perhaps impossible) for Firm or the Managers to predict.

Futures Margin Deposit: Firm may invest client assets with Managers that invest a portion of their assets in futures. Because futures are customarily bought and sold on margin that ranges upward from less than 5% of the value of the position being traded, price fluctuations in futures markets may create profits and losses which are greater than are customary in other forms of investment. Margin is the amount of funds that must be deposited by an investor with his dealer in order to secure his obligation to pay for positions he transacts. The margin maintained must be marked to market daily, requiring additional deposits if the related position reflects a loss, which reduces the equity on deposit below the required maintenance level. Conversely, if the position reflects a gain above the required maintenance level, such gain may be released to the investor's account at the dealer.

Dealers may, at their discretion, increase their minimum margin requirements. While the Funds are liable for margin calls only to the extent of their assets, a large portion of which will be continually maintained with the custodian or broker, separately managed account clients are liable for all losses incurred, without such limitation.

Commodity Trading Risk in Non-U.S. Markets: Firm and the Managers may make commodity investments in non-U.S. markets. In addition to the general risks of commodity trading discussed above, clients face special risks particular to non-U.S. markets. Non-U.S. commodity markets may have greater risk potential than United States markets. Unlike trading on U.S. commodity exchanges, trading on non-U.S. commodity exchanges may not be regulated by a regulatory body comparable to the Commodity Futures Trading Commission. For example, some non-U.S. exchanges are principal markets so that no common clearing facility exists and a trader may look only to the broker for performance of the contract. In addition, any profits that a client might realize in trading could be eliminated by adverse changes in the relevant currency exchange rate, or the client could incur losses as a result of those changes. Transactions on non-U.S. exchanges may include both commodities that are traded on U.S. exchanges and those that are not.

(C) **Security-Specific Risks:** Please refer to Item 8.(B) above.

Item 9. Disciplinary Information:

Legal and disciplinary events in which Firm or any supervised persons have been involved that are material to a client's or prospective client's evaluation of Firm's advisory business or management are listed below (see response after each event). **Neither Firm nor any supervised persons have items to report.**

Item 10. Other Financial Industry Activities and Affiliations:

(A) Firm has no existing or pending affiliations with a broker-dealer or a registered representative of a broker-dealer.

(B) Firm and/or its management persons have a relationship or arrangement that is material to its advisory business or to its clients with any related person as discussed below:

(i) Broker-dealer, municipal securities dealer, or government securities dealer or broker. **N/A**

(ii) Investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund). **N/A**. Other investment adviser or financial planner. **N/A**

(iii) Futures commission merchant, commodity pool operator, or commodity trading advisor. **N/A**

(iv) Banking or thrift institution. **N/A**

(v) Accountant or accounting firm. **N/A**

(vi) Lawyer or law firm. **N/A**

(vii) Insurance company or agency. **N/A**

(viii) Pension consultant. **N/A**

(ix) Real estate broker or dealer. **N/A**

(x) Sponsor or syndicator of limited partnerships. **N/A**

- (C) Firm recommends or selects other investment advisers for clients: *Please refer to Item 4 and Item 8 above.*

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

A copy of the code of ethics ("Code of Ethics") is available upon request to clients or prospective clients.

- (A) The Code of Ethics is based upon the premise that all Firm personnel have a fiduciary responsibility to render professional, continuous and unbiased investment advisory service. The Code of Ethics requires all personnel to: (1) comply with all applicable laws and regulations; (2) observe all fiduciary duties and put client interests ahead of those of Firm; (3) observe Firm's personal trading policies so as to avoid conflicts of interests between Firm and its clients; (4) ensure that all personnel have read the Code of Ethics, agreed to adhere to the Code of Ethics, and are aware that a record of all violations of the Code of Ethics will be maintained by Firm's chief compliance officer and that personnel who violate the Code of Ethics are subject to sanctions by Firm, up to and including termination.

Participation or Interest in Client Transactions: Firm recognizes that the personal securities transactions of its employees demand the application of a high code of ethics, and Firm requires that all such transactions be carried out in a way that does not endanger the interest of any client. At the same time, Firm believes that if investment goals are similar for clients and for employees of Firm, it is logical and even desirable that there be common ownership of some securities. Therefore, in order to address conflicts of interest, Firm has adopted a set of procedures, included in its Code of Ethics, with respect to transactions effected by its officers, directors and employees (hereafter in this section, "Employees") for their personal accounts. In order to monitor compliance with its personal trading policy, Firm has adopted a quarterly securities transaction reporting system for all of its Employees. For purposes of the policy, an Employee's "personal account" generally includes any account (a) in the name of the Employee, his/her spouse, his/her minor children or other dependents residing in the same household, (b) for which the Employee is a trustee or executor, or (c) which the Employee controls, including Firm's client accounts which the Employee controls and in which the Employee or a member of his/her household has a direct or indirect beneficial interest.

Employees of Firm may recommend to clients the purchase or sale of investment products in which it or a related person may have some financial interest, including but not limited to, the receipt of compensation. Records will be maintained of all securities bought and sold by Employees and related persons.

Additionally, the Code of Ethics sets forth Firm's policies and procedures with respect to material, non-public information and other confidential information, and the fiduciary duties that Firm and each of its Employees has to each of its clients. The Code of Ethics is circulated at least annually to all Employees, and each Employee, at least annually, must certify in writing that he or she has received and followed the Code of Ethics and any amendments thereto.

For a copy of the Code of Ethics, a written request should be sent to 4902 Eisenhower Blvd., Suite 150, Tampa, FL 33634, Attention: Michael Anderson.

Other Activities of Firm and its Affiliates: Neither Firm, nor any affiliate or employee, is required to manage client accounts as its sole and exclusive function. Each of them may engage in other business activities, including competing ventures and/or other unrelated employment. In addition to managing client accounts, Firm, and its respective affiliates or employees may provide investment advice to other parties and may manage other accounts in the future.

Trade Error Policy: Firm has internal controls in place to prevent trade errors from occurring. On those occasions when such an error nonetheless occurs, Firm will use reasonable efforts to correct the error. If the error cannot be corrected, Firm does not intend to make any adjustment, regardless of whether the error works to the benefit or detriment of the client.

Firm will endeavor to maintain a record of each trade error, including information about the trade and how such error was corrected or attempted to be corrected.

Privacy Policy: Firm has adopted a privacy policy that explains the manner in which Firm collects, utilizes and maintains nonpublic personal information about clients, as required under federal legislation.

Collection of Information and Disclosure of Nonpublic Personal Information: To provide clients with superior service, Firm may collect several types of nonpublic personal information about clients, including:

- Information from forms that clients may fill out, such as subscription forms, questionnaires and other information provided by clients in writing, in person, by telephone, electronically or by any other means. This information includes name, address, nationality, tax identification number, and financial and investment qualifications;
- Information clients may give orally;
- Information about transactions within Firm, including account balances, investments and withdrawals;
- Information about the amount clients have invested, such as initial investment and any additions to and withdrawals from separately managed accounts; and
- Information about any bank accounts clients may use for transfers to or from separately managed accounts.

Firm does not sell or rent client information. Firm uses this information to conduct business with its clients; to develop or enhance its products and services; to understand the financial needs of its clients so that Firm can provide such clients with quality products and superior service; and to protect and administer its clients' records, accounts and funds. Firm does not disclose nonpublic personal information about its clients to nonaffiliated third parties or to affiliated entities, except as permitted or required by law. For example, Firm may share nonpublic personal information in the following situations:

- To service providers in connection with the administration and servicing of Firm; this may include attorneys, accountants, auditors and other professionals;

- To affiliated companies in order to provide clients with ongoing personal advice and assistance with respect to the products and services clients have purchased through Firm and to introduce clients to other products and services that may be of value to such clients;
- To respond to a subpoena or court order, judicial process or regulatory authorities;
- To protect against fraud, unauthorized transactions (such as money laundering), claims or other liabilities; and
- Upon consent of a client to release such information, including authorization to disclose such information to persons acting in a fiduciary or representative capacity on behalf of the client.

Protection of Information:

Firm's policy is to require that all employees, financial professionals and companies providing services on its behalf keep client information confidential.

Firm maintains safeguards that comply with federal standards to protect client information. Firm restricts access to the personal and account information of clients to those employees who need to know that information in the course of their job responsibilities. Third parties with whom Firm shares client information must agree to follow appropriate standards of security and confidentiality. Firm's privacy policy applies to both current and former clients. Firm may disclose nonpublic personal information about a former client to the same extent as for a current client.

Changes to Privacy Policy:

Firm may make changes to its privacy policy in the future. Firm will not make any change affecting a client without first sending that client a revised privacy policy describing the change.

Opt Out Provision: Please be advised that clients have the right to "opt out" of the information sharing as set forth above. For clients residing in opt in states, the Firm limits the sharing of nonpublic personal information to the extent required by state law.

- (B) If Firm or a related person recommends to clients, or buys or sells for client accounts, securities in which Firm or a related person has a material financial interest, describe Firm's practice and discuss the conflicts of interest it presents. *Please refer to Item 11.(A).*
- (C) If Firm or a related person invests in the same securities (or related securities, e.g., warrants, options or futures) that Firm or a related person recommends to clients, describe Firm's practice and discuss the conflicts of interest this presents and generally how Firm addresses the conflicts that arise in connection with personal trading. *Please refer to Item 11.(A).*
- (D) If Firm or a related person recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that Firm or a related person buys or sells the same securities for Firm's own (or the related person's own) account, describe Firm's practice and discuss the conflicts of interest it presents. Describe generally how Firm addresses conflicts that arise. *Please refer to Item 11.(A).*

Item 12. Brokerage Practices:

- (A) **Selection of Broker-Dealers:** Separately managed account clients must direct Firm as to the broker-dealer to be used for their account(s). Once approved by the client, Firm may have the discretion to determine the price and quantity of the securities to be purchased or sold. For clients directing the use of a particular broker-dealer, it should be understood that Firm may not have authority to negotiate commissions or obtain volume discounts, and best execution may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to other clients.

For clients in need of brokerage or custodial services, and depending on client circumstances and needs, Firm may recommend the use of one or more of several broker-dealers, provided such recommendation is consistent with Firm's fiduciary duty.

Typically, Firm will recommend Pershing LLC as custodian broker-dealer, with Pershing Advisor Solutions LLC, as introducing broker. Pershing offers Firm services that include custody of securities, trade execution, clearance and settlement of transactions.

Clients should evaluate any custodian broker-dealers independently before opening an account. Firm will consider the broker's ability to provide professional services, Firm's experience with the broker, the broker's reputation, and the broker's quality of execution services and costs of such services, among other factors.

Firm may block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple clients' accounts so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block. Block trading allows Firm to execute equity trades in a more timely and equitable manner, and may reduce overall commission charges to clients. Firm can only affect block trades for those clients who direct the use of the same broker-dealer. Trades for associated persons of Firm may be included in client block trades. Factors the Firm may consider in selecting or recommending broker-dealers for transactions and determining the reasonableness of their compensation are generally described below:

- (i) **"Soft Dollar" Policy:** *Firm does not utilize soft dollars.*

- (ii) **Brokerage for Client Referrals:**

- a. Firm does not consider client or potential client referrals from a broker-dealer or other third party when selecting or recommending broker-dealers.
- b. The procedures used during the last fiscal year to direct client transactions to a particular broker-dealer in return for client referrals were: **N/A.**

- (iii) **Directed Brokerage:**

- a. Does Firm recommend, request or require a client to direct Firm to execute transactions through a specified broker-dealer: *Please refer to Item 12.(A).* Not all investment advisers recommend, request or require clients to direct brokerage.

- b. Does Firm permit a client to direct Firm to execute transactions through a specified broker-dealer: *Please refer to Item 12.(A)*. Not all investment advisers recommend, request or require clients to direct brokerage.

(B) **Aggregation of Orders:** Firm may block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple clients' accounts so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block. Block trading allows Firm to execute equity trades in a more timely and equitable manner, and may reduce overall commission charges to clients. Firm can only affect block trades for those clients who direct the use of the same broker dealer. Firm may aggregate trades for itself or for its associated persons with client trades, providing that the following conditions are met:

- Firm's policies for the aggregation of transactions are hereby fully disclosed in this Brochure and the broker-dealer(s) through which such transactions will be placed; and
- Firm will not aggregate transactions unless it believes that aggregation is consistent with its fiduciary duty to its clients and is consistent with the terms of Firm's advisory agreement with each client for which trades are being aggregated; and
- No client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price of the given security in the blocked trade, with transaction costs shared pro-rata based on each client's participation in the transaction (average prices for a given security may vary based on the timing of each blocked trade during the day); and
- Firm's books and records will separately reflect, for each client account, the orders of which are aggregated, the securities held by, and bought and sold for that account; and
- Funds and securities of clients whose orders are aggregated will be deposited with one or more banks or broker-dealers, and neither the clients' cash nor their securities will be held collectively any longer than is necessary to settle the purchase or sale in question on a delivery versus payment basis; cash or securities held collectively for clients will be delivered out to the custodian bank or broker-dealer as soon as practicable following the settlement; and
- Firm will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation; and
- Individual advice and treatment will be accorded to each client.

Item 13. Review of Accounts:

- (A) The underlying securities or investments within client accounts are continuously monitored. All accounts will be reviewed by a senior member of the investment team periodically to determine if the current investment holdings of the account are consistent with the client's investment objectives.
- (B) 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.

- (C) In addition to the monthly and/or quarterly statements and/or confirmations of transactions that separately managed account clients receive from their respective broker-dealer(s) and/or custodian(s), Firm may provide additional periodic reports as requested. Separately managed account clients receive such reports as are agreed upon with the relevant client. Separately managed account clients may have access to monthly statements and/or trade confirmations from independent custodians. The Firm urges clients to compare statements received from custodians with any reports the Firm may provide. If there are any differences, please contact the Firm immediately for resolution.

Item 14. Client Referrals and Other Compensation:

- (A) Firm does not receive, from any non-client, any economic benefit associated with advising clients.
- (B) Firm has arrangements whereby Firm pays to third parties who introduce clients to Firm a portion of the fees received by Firm from such clients. Such arrangements are fully disclosed to clients and are in accordance with, and otherwise comply with, Rule 206(4)-1 under the Advisers Act.

Item 15. Custody:

Client funds and securities are maintained with a qualified custodian. In this instance, the Firm has custody to the extent it has the ability to deduct management fees directly from Client's account at the custodian. Additionally, the Firm is deemed to have custody when you authorize us via standing letters of instruction to make distributions from your custodial accounts. The qualified custodian will send account statements to separately managed account clients at least quarterly. Account statements should be carefully reviewed.

Regarding the use of standing letters of instruction, the Firm complies with the following and is therefore relieved from conducting an annual surprise custody examination:

- a. The client provides signed written instruction to the custodian regarding direct transfers to the third party.
- b. The client's custodian performs appropriate verification of the instruction and provides a transfer of funds notice to the client promptly after each transfer.
- c. The client has the ability to terminate or change the instruction to the custodian.
- d. The Firm has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction.
- e. The Firm is not a related party or located at the same address as the third party.
- f. The custodian sends the client an initial notice confirming the instruction and an annual notice reconfirming the instruction.

Item 16. Investment Discretion:

Firm will manage separately managed accounts either on a discretionary or non-discretionary basis, as indicated in the applicable investment advisory agreement.

Item 17. Voting Client Securities:

As a matter of Firm policy and practice, clients expressly retain, and Firm is expressly precluded from, the power and authority to vote proxies and to respond to class action litigation for securities held in client accounts. However, Firm may provide clients with consulting assistance regarding proxy issues, as requested.

Item 18. Financial Information:

- (A) Firm solicits prepayment of Management Fees on a quarterly basis from separately managed account clients. Firm does not solicit prepayment of more than \$1200 in fees per client six months or more in advance, and thus has not provided a balance sheet according to the specifications of 17 CFR Parts 275 and 279.
- (B) Because Firm has discretionary authority over and/or custody of certain client funds or securities, Firm has disclosed, as follows, any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients:
N/A.
- (C) Firm has not been the subject of a bankruptcy petition during the past ten years.