



U.S. WEALTH GROUP

Form ADV Part 2: Firm Brochure

Item 1 - Cover Page

U.S. WEALTH GROUP, LLC

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March 25, 2024

This Brochure provides information about the qualifications and business practices of U.S. Wealth Group, LLC. If you have any questions about the contents of this Brochure, please contact us at 7600 Jericho Turnpike, Suite 303, Woodbury, NY 11797, 516-682-9800. 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 US Wealth Group, LLC, is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for US Wealth Group, LLC is 141062.

The information contained in this Brochure relates only to specific questions requested by the SEC. This document is not, and is not intended to be, a marketing brochure. It is also not designed to provide detailed information about all aspects of US Wealth Group's business. Registration with the SEC and other state securities authorities as a registered investment adviser does not imply a certain level of skill or training.

Item 2: Material Changes

This Brochure dated March 25, 2024 is an update to the annual Brochure that was filed on March 30, 2023.

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Exhibit A: Brochure Supplement

Item 4: Advisory Business

Firm Description

U.S. Wealth Group, LLC was founded in 2006 by Robert Santarpia. Robert Santarpia has been in the advisory business since 1994.

U.S. Wealth Group, LLC provides personalized, comprehensive financial planning and investment management services to individuals, trusts, estates and various entities (such as corporations, partnerships and limited liability companies) through which individuals and families hold investment assets. These services include the ongoing monitoring and management of client accounts. U.S. Wealth Group managed portfolios are reviewed at least quarterly, but may be reviewed more often due to a client request, or if material information is received pertaining to the management of the portfolio.

U.S. Wealth Group is a fee-only financial planning and investment management firm. The firm does not sell annuities or insurance or invest in any mutual funds, stocks or bonds that pay a commission to the firm. U.S. Wealth Group does not act as a custodian of client funds or assets, and no finder's fees are accepted.

Other professionals (e.g., attorneys, accountants, insurance agents) are engaged directly by U.S. Wealth Group clients on an as-needed basis. Conflicts of interest will be disclosed to the client in the unlikely event they should occur.

The initial meeting between a U.S. Wealth Group representative and prospective client, which may be in person or by telephone, is free of charge and is considered an exploratory interview to determine the extent to which financial planning and investment management may be beneficial to the prospective client.

Principal Owners

U.S. Wealth Group, LLC, is owned Robert Santarpia, Robert Santarpia is the principal owner who formulates investment advice and has direct contact with U.S. Wealth Group's clients.

Types of Advisory Services

U.S. Wealth Group provides comprehensive financial planning, consulting and investment management services.

U.S. Wealth Group may provide advice to individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations and business entities.

With respect to any account for which U.S. Wealth Group meets the definition of a fiduciary under Department of Labor rules, U.S. Wealth Group acknowledges that it is acting as fiduciary. Additional disclosure may be found elsewhere in this Brochure or in the written agreement between U.S. Wealth Group and Client.

Assets Under Management

As of December 29, 2023, U.S. Wealth Group managed approximately \$136,491,496 in assets for approximately 255 clients. Of this total all is managed on a discretionary basis, and \$0 is managed on a non-discretionary basis through clients' participation in private market investments.

Tailored Relationships

The U.S. Wealth Group advisory relationship is initiated with a consultative meeting, or series of meetings, between Robert Santarpia, the Investment Advisor, and a prospective client to assess the prospective client's financial situation.

The prospective client's financial situation is analyzed at two levels. The household level is the basis for financial planning analysis and is the most comprehensive view of the client's needs. A prospective client's household may include several portfolios, each consisting of several accounts, being managed to a specific level of risk. For instance, the husband of a prospective client couple may be more risk tolerant, allowing for a more aggressive portfolio for his accounts, while the wife may be less risk tolerant, requiring a more conservative portfolio for her accounts.

Portfolios are specifically tailored to the client's risk tolerance, time horizon and security preferences. Portfolios consist of public market securities, and the most common vehicles are stocks and exchange traded funds ("ETFs"). Some portfolios may utilize individual bonds, including, but not limited to, corporate bonds, government bonds and municipal bonds. Some portfolios may utilize stock options to reduce cost basis and reduce risk by protecting against downside market movements or to generate income.

Restrictions and guidelines imposed by a client may affect the composition and performance of portfolios. As a result, performance of portfolios within the same investment objective may vary slightly. The client should not expect that the performance of his/her custom portfolio(s) will be identical to any other individual portfolio performance.

U.S. Wealth Group presents the investment plan/portfolio design developed for the client's individual circumstances. The fees associated with the portfolio are outlined and reviewed. Clients are provided assistance in completing the required paperwork to establish the necessary accounts with a third-party asset custodian. Household and portfolio design choices are reviewed with the client in a face-to-face or telephone meeting at least once per year unless the client prefers otherwise.

Types of Agreements

Prior to engaging U.S. Wealth Group to provide investment advisory services, the client will be required to enter into an Investment Management Agreement (IMA) with U.S. Wealth Group. The IMA will set forth the terms and conditions of the engagement. It will also describe the scope of the services to be provided and the fees for such services.

A copy of this Brochure and the firm's Privacy Policy will be provided to clients prior to, or contemporaneously with, the execution of the IMA between each client and U.S. Wealth Group, LLC. At the same time as the IMA is executed, clients will be asked to sign an authorization that will allow the custodian of any of his/her accounts to debit the account(s) the amount of U.S. Wealth's advisory fee and remit the fee to U.S. Wealth Group. The authorization will remain valid until a written revocation of the authorization is received by U.S. Wealth Group or the account custodian. In connection with this fee deduction process, the custodian will send to the client a statement, at least quarterly, indicating:

- all amounts dispersed from the account, and
- the amount of advisory fees paid directly to U.S. Wealth Group

Termination of Agreement

Either the client or U.S. Wealth Group may terminate the services described above, with a written ten (10)-day notice to the other. Any charges incurred prior to termination will be charged *pro rata* based upon the period covered. Termination requests may be sent to U.S. Wealth Group at the following address: U.S. Wealth Group, 7600 Jericho Tpke., Ste 303, Woodbury, NY 11797

Item 5: Fees and Compensation

Description

Asset Management Fees

U.S. Wealth Group calculates advisory fees based on a percentage of total assets under U.S. Wealth management. The fee schedule is 1% of client assets, paid quarterly, in arrears.

U.S. Wealth Group, may, at its sole discretion, negotiate special fee arrangements where U.S. Wealth Group deems it appropriate under the circumstances. For example, U.S. Wealth Group may, at its sole discretion, charge a lesser or no advisory fee based upon certain criteria (i.e. employees and family of employees, anticipated future additional assets, related accounts, account composition, etc.). No increase in U.S. Wealth Group fees will be effective unless the client receives prior written notice at least thirty (30) days in advance. Fees may be deducted from client accounts or billed directly. The method of fee payment will be discussed when client establishes account.

Clients may also incur brokerage fees to the custodian, which are deducted from the account at the time of the transaction. Clients may refer to Item 12 in this Part 2 ADV for more discussion on brokerage policies.

U.S. Wealth Group does not invest in, value or bill asset management fees on private market assets.

Assessment of Asset-Based Fees for U.S. Wealth Group's Clients

U.S. Wealth Group will calculate the quarterly advisory fees in arrears, based upon a percentage of the value of assets held in client's account(s) as of the last business day of the prior calendar quarter. This fee amount will be calculated by assessing one quarter (1/4) of the total annual percentage charged with respect to the assets in the client's account(s).

In the event of termination of a client's IMA, the client will be billed for the *pro-rata* fee due for the quarter as of date of termination

Most clients prefer to authorize the account custodian to have U.S. Wealth Group's advisory fees debited from their account(s) and remit the fees to U.S. Wealth Group. If so desired, the client may choose to be billed directly by U.S. Wealth Group for U.S. Wealth Group's fees, in which case the client will be invoiced on or before the fifth business day of the month subsequent to the immediately preceding billing period. Payments are due on or before the final business day of the month with respect to which the invoice is generated.

Custodial Fees

Custodians may charge transaction fees on purchases or sales of investment securities. These transaction charges are usually small and incidental to the purchase or sale of a security. are deducted from the account at the time of the transaction.

(See **Item 12: Brokerage Practices**)

Expense Ratios

Mutual funds, exchange-traded funds, and other investment company securities generally charge a management fee for their services as investment managers. The management fee is called an expense ratio. For example, an expense ratio of 0.50 means that the fund company charges for their services 0.5% of the value of the security purchased. These fees are in addition to the fees paid by you to U.S. Wealth Group.

Performance figures quoted by fund companies in various publications are generally calculated after their fees have been deducted.

Item 6: Performance-Based Fees

Sharing of Capital Gains

U.S. Wealth Group, LLC may engage clients in a performance-based compensation arrangement instead of an asset based fee arrangement and has an economic incentive to favor such accounts. "Side-by-Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis.

U.S. Wealth Group primarily manages assets in a more conservative fashion, primarily owning positions it believes will increase over the next three to four quarters. Trading in U.S. Wealth Group accounts is relatively limited as positions are typically held in the magnitude of months. Clients in these allocations typically engage U.S. Wealth Group in an asset-based fee arrangement. U.S. Wealth Group manages more aggressive allocations that invests in positions with a time horizon from days to weeks that require more active management. These more aggressive accounts may also be invested primarily in cash during periods U.S. Wealth Group deems appropriate. These accounts may be more active in trading or more dormant for periods of time. While clients engaged in both fee structures may occasionally own the same position, U.S. Wealth Group is given priority in the more conservative action to addressing a position which usually means buying a position or selling a position in U.S. Wealth Group accounts before addressing U.S. Wealth Group aggressive accounts. U.S. Wealth Group periodically reviews execution to insure clients are getting fair and honest execution.

Item 7: Types of Clients

Description

U.S. Wealth Group generally provides investment advice to individuals, trusts, estates and various entities (such as corporations, partnerships and limited liability companies) through which individuals and families hold investment assets.

Client relationships may vary in scope and length of service.

Account Minimums

U.S. Wealth Group imposes an account minimum of \$250,000. Occasionally, U.S. Wealth Group will accept accounts below the account minimum for clients with highly illiquid net worth, clients that are young and upwardly mobile/emerging affluent and related accounts of family members.

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

Methods of Analysis

As described earlier, U.S. Wealth Group will invest in a variety of investment types as appropriate. Investments are typically made in U.S. exchange listed stocks and bonds to accomplish the client's investment objective, risk tolerance and time horizon. Investments can be made in exchange traded funds or mutual funds when individual equities or bonds are not deemed appropriate.

Security analysis methods will generally include fundamental and technical analysis. Fundamental analysis may involve the Internet, financial newspapers and magazines, inspections of corporate

activities, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the SEC, and company press releases.

Mutual funds and ETFs are generally evaluated and selected based on a variety of factors, including, as applicable and without limitation, past performance, fee structure, portfolio manager, fund sponsor, overall ratings for safety and returns, and other factors.

Fixed income investments may be used to fulfill liquidity or income needs in a portfolio, to generate price appreciation, or to add a component of capital preservation. U.S. Wealth Group will generally evaluate and select individual bonds or bond ETFs based on a number of factors including, without limitation, sector or type, credit rating, yield and duration.

Investment Strategies

Investments are determined based upon the client's investment objectives, risk tolerance, net worth, net income, time horizon, tax situation and various suitability factors.

This information becomes the basis for the strategic asset allocation plan which we believe will best meet the client's stated long-term, personal financial goals. The investment advice we provide is based upon investment strategies which incorporate the principles of Modern Portfolio Theory. The utilization of several different asset classes as part of an investor's portfolio is emphasized, as this has been shown to usually effect a reduction in portfolio volatility over long periods of time. We diversify our clients' assets among various asset classes and then among individual investments, following the strategy agreed to by the client. We rebalance portfolios periodically, at our discretion, based on how far the client portfolio has deviated from its target and the costs to the client, including transaction costs and taxes.

Our investment approach is firmly rooted in the belief that markets are fairly efficient and that investor's gross returns are determined principally by asset allocation decisions. We almost always utilize individual equities, individual bonds, bond ETFs, and low-cost, tax-efficient, well-diversified equity and fixed income mutual funds and other similar investments to develop diversified portfolios.

Key Investment Philosophies

Following is a summary of our key investment philosophies, which we believe help provide the best long-term risk/reward return for our clients:

- Broad and global diversification optimizes the risk/return ratio. Individual stocks provide a more transparency and lower cost than is available with ETFs and mutual funds. Fee-only service reduces conflicts and aligns the interests of U.S. Wealth Group with those of our clients.
- Passively-managed funds, including index funds and ETFs from low-cost leaders, provide a greater likelihood of success than actively managed funds, and should represent the portfolio when the portfolio is not large enough to achieve diversification with individual stocks.
- Driving costs out of the investment process allows clients to retain more of their wealth.
- Covered call strategies (i.e. strategies that involve the sale to third parties of purchase options to acquire a specific security for a designated price by a date certain) can create attractive risk/reward dynamics.

U.S. Wealth Group invests various option strategies for a very limited number of clients that request such investments. U.S. Wealth Group utilizes margin for certain clients. Margin is a loan against securities in an account. When on margin if the securities in an account decline in value, so does the value of the collateral supporting the loan, and as a result, the custodian can take action, such as issue a margin call and/or sell securities or other assets in any accounts held with the client, in order to maintain the required equity in the account with the loan.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach is to educate clients on these risks and select only those investments commensurate with the risks the investor accepts. Investments are not FDIC insured, not insured by any government agency or entity and may lose value. Past performance does not indicate future results. Investments are not guaranteed. Investing in securities involves risk of loss that clients should be prepared to bear. Investors face the following investment risks:

- **Management Risks:** While U.S. Wealth Group manages client investment portfolios based on U.S. Wealth's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that U.S. Wealth Group allocates client assets to individual securities and/or asset classes that are adversely affected by unanticipated market movements, and the risk that U.S. Wealth Group's specific investment choices could underperform their relevant indexes.
- **Interest Rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying attributes. For example, political, economic and social conditions may trigger negative market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power erodes at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities (bonds).
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business's operations increases the risk of profitability, because the company must meet the terms of its repayment obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- **Small Company Risk:** Securities of small companies with lower market capitalization may have a higher risk of default and/or loss of principal. As a result, small company stocks may fluctuate relatively more in price. In general, smaller capitalization companies are also more vulnerable than larger companies are to adverse business or economic developments and they may have more limited resources.

- **Value Investment Risk:** Stocks trading at various price-to-book ratios may perform differently from the market as a whole. Following a value oriented investment strategy over any period of time may cause the portfolio to underperform equity funds that use other investment strategies.
- **Covered Call Risk:** Selling covered calls reduces the volatility of a covered call strategy under most market conditions; however, volatility under extreme market conditions may not adequately reduce the risk of the portfolio.

Item 9: Disciplinary Information

Legal and Disciplinary

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events of their firm or certain management personnel which would be material to our clients' evaluation of the firm or the integrity of the firm's management of their investment portfolio.

US Wealth Group and its employees have no disciplinary actions against them. Neither U.S. Wealth Group nor its employees have been involved in legal or disciplinary events related to past or present investment clients.

Item 10: Other Financial Industry Activities and Affiliations

Financial Industry Activities and Affiliations

U.S. Wealth Group is under common control with Santarpia Financial Corporation, a duly licensed insurance agency. Additionally, certain of U.S. Wealth Group's *Advisory Affiliates*, in their individual capacities, are also licensed insurance agents with Santarpia Financial Corporation and various insurance companies, and in such capacity, may recommend, on a fully-disclosed basis, the purchase of certain insurance products and or annuities. A conflict of interest exists to the extent that U.S. Wealth Group or its *Advisory Affiliates* recommend the purchase of insurance products and or annuity products where U.S. Wealth Group or its *Advisory Affiliates* receive insurance commissions or other additional compensation.

BIP Capital Venture Fund IV and BIP Capital Management Services (collectively "BIP") create limited partnerships, limited liability companies, special purpose vehicles or other similar structures to invest in private equity, private debt or other unregistered securities. U.S. Wealth Group may offer clients the opportunity to participate in one or more of these offerings. Offerings may include single-deal investment opportunities where the client determines whether or not to participate based on the merits of the underlying investment, or through one or more private fund offerings where BIP has discretionary authority to make investment decisions based on strategy, mandate and/or objectives set forth in the offering documents. Terms, conditions, fees, expenses, risks and other material disclosures are provided to investors in each of BIP's investment offering documents. U.S. Wealth does not participate in any asset-based fees of BIP and has no authority with regard to any of its business practices, including investments. U.S. Wealth Group performs regular due diligence on BIP to determine if it's appropriate investment for certain advisory clients. With respect to BIP, advisory clients have full discretion to participate in any BIP offering. Advisory clients make investments with BIP directly, not through U.S. Wealth Group.

Specific services and fees related to such programs will be available in BIP's disclosure documents. BIP may pay U.S. Wealth Group a portion of the performance fee charged by BIP. In no case will the client's fees be more than if U.S. Wealth Group was not paid a portion of the performance fee. Any arrangement with BIP and U.S. Wealth Group will be disclosed to clients prior to U.S. Wealth Group recommending BIP. A conflict of interest exists to the extent that U.S. Wealth Group receives a portion of performance-based fees for recommending BIP.

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

Code of Ethics

At U.S. Wealth Group, we take great pride in our commitment to serving our clients' needs and the integrity with which we conduct our business. In our recent history, the financial services industry has come under significant scrutiny, especially in the area of the inherent responsibility of financial professionals to behave in the best interests of their clients.

U.S. Wealth Group has developed a Code of Ethics (the "Code") as a means of memorializing our vision of appropriate and professional conduct in carrying out the business of providing investment advisory services. Our Code addresses issues such as the following:

- Standards of conduct and compliance with applicable laws rules, and regulations
- Protection of material non-public information
- Addressing conflicts of interest
- Employee disclosure and reporting of personal securities holdings and transactions
- The firm's initial public offering and private placement policy
- The reporting of violations of the Code
- Enforcement of the Code

As outlined above, U.S. Wealth Group has adopted procedures to protect client interests when its associated persons invest in the same securities as those selected for or recommended to clients. In the event of any identified potential trading conflicts of interest, U.S. Wealth Group's commitment is to place client interests first.

Consistent with the foregoing, U.S. Wealth Group maintains policies regarding participation in initial public offerings ("IPOs") and private placements in order to comply with applicable laws and avoid conflicts with client transactions. If a U.S. Wealth Group-associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of U.S. Wealth's Chief Compliance Officer.

A copy of U.S. Wealth's Code of Ethics will be furnished upon request.

Participation or Interest in Client Transactions

U.S. Wealth Group or its personnel may invest for their own accounts or have a financial interest in the same securities or private market securities that U.S. Wealth Group recommends or acquires for the accounts of its clients and may engage in transactions that are the same as or different than transactions recommended to or made for client accounts. Such transactions are permitted if effected in compliance with U.S. Wealth Group's policy on personal securities transactions. Generally, personal securities transactions will be executed after all client accounts and never receive preferential treatment with regard to execution or any other matter. U.S. Wealth's compliance includes personnel review reports of personal transactions in securities by U.S. Wealth Group personnel quarterly or more frequently if required.

Personal Trading

No U.S. Wealth employees may affect for himself or herself or for his or her immediate family (i.e. spouse, minor children, etc.; collectively, "covered persons") any transactions in a security that is being actively recommended to any of U.S. Wealth's clients, unless in accordance with the following firm procedures:

1. If the firm is recommending that any of its clients buy any security, no covered persons may purchase that security prior to the client's purchase of that security; and
2. If the firm is recommending that any of its clients buy any security, no covered persons may sell that security prior to the client's sale of that security.

It is the primary intent of the preceding procedure to ensure that the best interests of U.S. Wealth Group clients are always served.

Item 12: Brokerage Practices

Selecting Brokerage Firms

U.S. Wealth Group is not a broker-dealer. Unless the client directs otherwise, U.S. Wealth Group will generally recommend that all the client's accounts be maintained at custodian firms that are unaffiliated with U.S. Wealth Group. This is done to protect the client and provide the ability to control and view assets without solely relying on U.S. Wealth Group's reporting.

Factors that U.S. Wealth Group considers in recommending to clients' certain broker-dealers or custodians may include such entity's financial strength, reputation, transaction execution, pricing and service. In return for effecting securities transactions through certain broker-dealer/custodians, U.S. Wealth Group or certain of its representatives receive certain support services that may assist U.S. Wealth Group in its investment decision-making process for all of U.S. Wealth Group's clients.

U.S. Wealth Group participates in the institutional advisor program offered by Charles Schwab & Co., Inc. ("Schwab"). The Broker offers its Program to independent investment advisers. The Program includes such services as custody of securities, trade execution, clearance and settlement of transactions. U.S. Wealth Group is independently owned and operated and is not affiliated with the Broker.

U.S. Wealth Group recommends Schwab to clients for custody and brokerage services. While there is no direct link between U.S. Wealth Group's participation in the Program and the investment advice it gives to its clients through its participation in the Program, U.S. Wealth Group receives economic benefits that are typically not available to retail investors. These benefits generally include, without limitation, the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving program participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted

directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to U.S. Wealth Group by third party vendors.

Some of the products and services made available by the Broker through the Program may benefit U.S. Wealth Group but may not directly benefit its client accounts. These products or services may assist U.S. Wealth Group in managing and administering client accounts, including accounts not maintained at the Brokers. Other services made available by the Brokers are intended to help U.S. Wealth Group manage and further develop its business enterprise. The benefits received by U.S. Wealth Group or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to the Broker. As part of its fiduciary duties to clients, U.S. Wealth Group endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by U.S. Wealth Group or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the U.S. Wealth Group's choice of the Brokers for custody and brokerage services.

Soft Dollars

Generally, in addition to a broker's ability to provide "best execution," U.S. Wealth Group may also consider the value of "research" or additional brokerage products and services a broker-dealer has provided or may be willing to provide to U.S. Wealth Group. The provision of these added benefits may be based in whole or in part on the value of the U.S. Wealth Group's assets under management held at Schwab, on the brokerage revenue to Schwab generated by U.S. Wealth's activities, or on a combination of these two factors. This is known as paying for those services or products with "soft dollars." Because many of the services or products could be considered to provide a benefit to U.S. Wealth Group, and because the "soft dollars" used to acquire them are client assets, the firm could be considered to have a

conflict of interest in allocating client brokerage business. In this way, U.S. Wealth Group could receive valuable benefits by selecting a particular broker or dealer to execute client transactions and the transaction compensation charged by that broker or dealer might not be the lowest compensation the firm might otherwise be able to negotiate. In addition, the firm could have an incentive to cause clients to engage in more securities transactions than would otherwise be optimal in order to generate brokerage compensation with which to acquire products and services.

The firm's use of soft dollars is intended to comply with the requirements of Section 28(e) of the Securities Exchange Act of 1934. Section 28(e) provides a "safe harbor" for investment managers who use commissions or transaction fees paid by their advised accounts to obtain investment research services that provide lawful and appropriate assistance to the manager in performing investment decision-making responsibilities. As required by Section 28(e), the firm will make a good faith determination that the amount of commission or other fees paid is reasonable in relation to the value of the brokerage and research services provided. That is, before placing orders with a particular broker, we generally determine, considering all the factors described below, that the compensation to be paid to Schwab is reasonable in relation to the value of all the brokerage and research products and services provided by Schwab. In making this determination, we typically consider not only the particular transaction or transactions, and not only the value of brokerage and research services and products to a particular client, but also the value of those services and products in our performance of our overall responsibilities to all of our clients. In some cases, the commissions or other transaction fees charged by a particular broker-dealer for a particular transaction or set of transactions may be greater than the amounts another broker-dealer who did not provide research services or products might charge.

Directed Brokerage

The client may direct U.S. Wealth Group to use a particular broker-dealer (subject to U.S. Wealth Group's right to decline and/or terminate the engagement) to execute some or all transaction for the client's account. In such an event, the client will negotiate terms and arrangements for the account with the broker-dealer and U.S. Wealth Group will not seek better execution services or process from other broker-dealers to be able to "batch" the client's transactions for execution through other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealer orders for other accounts managed by U.S. Wealth Group. As a result, the client can pay higher commissions or other transaction costs or greater spreads or receive less favorable net prices or transactions for the account than would otherwise be the case.

Best Execution

In seeking best execution, the determinative factor is not always the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including factors such as execution, capability, commission rates and responsiveness. Accordingly, although U.S. Wealth Group will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for the client's account transactions.

U.S. Wealth Group reviews the execution of trades at least quarterly. The review process is documented in the U.S. Wealth Group *Compliance Manual*. Trading fees charged by the custodians are also reviewed at least quarterly as the trades are reviewed. U.S. Wealth Group does not receive any portion of the trading fees.

Order Aggregation

Most trades are stocks where trade aggregation could garner client benefit. U.S. Wealth Group may (but is not obligated to) combine or "batch" such orders to obtain best execution or to negotiate more favorable transaction rates. U.S. Wealth Group will not receive any additional compensation or remuneration because of the aggregation.

Item 13: Review of Accounts

Periodic Reviews

Managed portfolios are reviewed at least quarterly but may be reviewed more often if requested by the client, upon receipt of information material to the management of the portfolio, or at any time such review is deemed necessary or advisable by US Wealth Group. These factors generally include but are not limited to, the following: unusual cash flows, change in general client circumstances (marriage, divorce, retirement) or economic, political or market conditions. Additional triggering factors could be performance on an individual account being an outlier to the performance of accounts with similar investment objectives.

Positions are reviewed daily. U.S. Wealth Group employs software to handle the trading of multiple accounts that own the same position simultaneously, allowing great economies of scale

Regular Reports

The primary custodian, Charles Schwab, provides monthly statements that itemize client account holdings and activities. Clients are encouraged to review both statements closely for comparative purposes.

Item 14: Client Referrals and Other Compensation

Incoming Referrals

US Wealth Group is fortunate to receive many client referrals. The referrals come from current clients, estate planning attorneys, accountants, personal friends of employees and other similar sources. The firm does not compensate for these referrals.

U.S. Wealth Group *DOES NOT* charge clients introduced by third-parties fees or costs greater than the fees or costs U.S. Wealth Group charges its advisory clients who were not introduced by the third-party solicitors and have similar portfolios under management with U.S. Wealth Group. U.S. Wealth Group does not have any solicitor arrangements.

Referrals Out

While US Wealth Group may refer clients to other professionals (e.g., might recommend lawyers, mortgage brokers, debt consolidators, P&C brokers, accountants upon their request. The firm does not have any fee splitting or payment arrangements with any entities and relies only on the fee income from the clients.

Item 15: Custody

Account Statements

All assets are held at a qualified custodian, which means the custodians will provide account statements directly to clients at their address of record monthly.

Standing Letter of Instruction

U.S. Wealth Group is deemed to have custody of client assets as a result of clients authorizing U.S. Wealth Group to deduct fees from client's account. U.S. Wealth Group is complying with the SEC No-Action Letter dated February 21, 2017 (Investment Adviser Association) allowing firms who comply with all of the provisions of the no-action letter to forego the annual surprise custody examination.

Performance Reports

U.S. Wealth Group does not regularly provide statements or performance reports to clients. As directed by the client, we can prepare a customized report for any of their accounts but urge clients to refer to the statements received directly by their custodian.

Item 16: Investment Discretion

Discretionary Authority for Trading

As described above under **Item 4 - Advisory Business**, U.S. Wealth Group manages portfolios on a discretionary basis. This means that after an investment plan is developed for the client's investment portfolio, U.S. Wealth Group will execute that plan without specific consent from the client for each transaction. For discretionary accounts, a Limited Power of Attorney ("LPOA") is executed by the client, giving U.S. Wealth Group the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client in the client's name and sent to the address of record, and, the withdrawal of advisory fees directly from the account. U.S. Wealth Group then directs investment of the client's portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client's investment advisory agreement with U.S. Wealth Group and the requirements of the client's custodian. The discretionary relationship is further described in the agreement between U.S. Wealth Group and the client.

Limited Power of Attorney

Clients sign a limited power of attorney as a trading authorization so that U.S. Wealth Group may execute the trades that they have authorized. See **Item 16 – Discretionary Authority for Trading**.

Item 17: Voting Client Securities

Proxy Votes

U.S. Wealth Group, LLC clients vote for their own securities. The firm does not vote on behalf of the clients. The custodian will normally provide proxy materials directly to the client. Clients may contact US Wealth Group with questions relating to proxy procedures and proposals; however, US Wealth Group generally does not research particular proxy proposals.

Item 18: Financial Information

Financial Condition

US Wealth Group is not currently experiencing, and does not currently anticipate, any financial condition that it believes is reasonably likely to impair its ability to meet contractual commitments to clients.

U.S. Wealth Group is managed with the highest level of integrity and business ethics. We are current with all Federal, State and local taxes, as well as all business vendors, including but not limited to, building and technology providers.

Exhibit A

**Brochure Supplement
Form ADV Part 2
Item 1 - Cover Page**

Robert J Santarpia Jr.

U.S. Wealth Group, LLC.

7600 Jericho Turnpike Ste. 303
Woodbury, NY 11797

(516) 682-9800

www.uswealthgroup.com

March 25, 2024

This Brochure Supplement provides information about Robert ("Rob") Santarpia Jr, and supplements the U.S. Wealth Group, LLC Brochure. You should have received a copy of that Brochure.

Clients may contact us at (516) 682-9800, or by email at info@uswealthgroup.com if they do not receive U.S. Wealth Group, LLC's Brochure, or if they have any questions about the contents of this supplement.

Item 2 - Educational Background and Business Experience

Rob Santarpia was born in 1973, is President and Chief Executive Officer of U.S. Wealth Group and is a Registered Investment Advisor. Rob has over 30 years of experience in capital markets with expertise in financial planning and investment management.

Rob founded U. S. Wealth Group in 2006, and in 2003 he founded Santarpia Financial Corp. Prior to this, Rob was a Registered Representative with Northwestern Mutual Investment Service, LLC from 1999-2006. Rob was Registered Representative with Met Life Securities from 1994-1999.

Rob earned his Bachelor of Arts in Economics from Binghamton University in 1994.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Rob has no such disciplinary information to report.

Item 4 - Other Business Activities

As an officer of U.S. Wealth Group, LLC, Rob is engaged in one or more affiliates of U.S. Wealth Group, LLC.

Item 5 - Additional Compensation

Rob has no other income or compensation to disclose.

Item 6 - Supervision

Rob has oversight, responsibility and decision-making authority and for U.S. Wealth Group, LLC.

Rob is U.S. Wealth Group, LLC's Chief Executive Officer He may be contacted at (516) 682-9800.