



**119 Washington Avenue
Suite 400
Miami Beach, FL 33139**

Telephone: (305) 534-ROSE (7673)

www.rosecapitaladvisors.com

March 28, 2024

**FORM ADV PART 2A
BROCHURE**

This brochure provides information about the qualifications and business practices of Rose Capital Advisors, LLC d/b/a Rose Capital Advisors. If you have any questions about the contents of this brochure, contact us at 305-534-7673. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Rose Capital Advisors is available on the SEC's website at www.adviserinfo.sec.gov. You may look up Rose Capital Advisors using the unique identifying number, CRD # 173054.

Rose Capital Advisors is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since the last Annual Amendment ADV filing, dated March 31, 2023, we have made the following material changes to our ADV 2A Disclosure Brochure:

- Rose Capital Advisors serves as an investment manager or adviser to the Rose Capital Advisors Vintage Series, private pooled investment vehicles structured as a fund of funds. The brochure has been updated to describe the management services, fees and expenses, conflicts of interest, custody, and risks associated with investing in the fund. The new disclosures can be reviewed under Items 4, 5, 6, 8, 11, 15, and 16.

Full Brochure Available

Rose Capital's Form ADV may be requested at any time, without charge by contacting Michael J. Rose, Managing Partner and Chief Compliance Officer at 305-543-7673. Additional information about Rose Capital is also available via the SEC's website www.adviserinfo.sec.gov.

Item 3 Table Of Contents

Item 1 Cover Page	Page 1
Item 2 Material Changes	Page 2
Item 3 Table Of Contents	Page 3
Item 4 Advisory Business	Page 4
Item 5 Fees and Compensation	Page 7
Item 6 Performance-Based Fees and Side-by-Side Management	Page 9
Item 7 Types of Clients	Page 9
Item 8 Methods of Analysis, Investment Strategies and Risk of Loss	Page 10
Item 9 Disciplinary Information	Page 13
Item 10 Other Financial Industry Activities and Affiliations	Page 14
Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	Page 15
Item 12 Brokerage Practices	Page 15
Item 13 Review of Accounts	Page 17
Item 14 Client Referrals and Other Compensation	Page 17
Item 15 Custody	Page 18
Item 16 Investment Discretion	Page 19
Item 17 Voting Client Securities	Page 19
Item 18 Financial Information	Page 19
Item 19 Requirements for State-Registered Advisers	Page 19
Item 20 Additional Information	Page 20

Item 4 Advisory Business

Description of Firm

Rose Capital Advisors, LLC d/b/a Rose Capital Advisors is a boutique investment advisory firm located in Miami Beach, Florida. We are organized as a limited liability company ("LLC") under the laws of the State of Florida. Rose Capital has been an independent registered investment adviser since 2014 and is wholly owned by Michael Rose, CFP®.

The Firm offers a broad scope of investment advisory services, which include asset management, financial planning and investment consulting. Through these services, Rose Capital Advisors strives to identify realistic solutions that satisfy the core investment and life planning needs of families and small businesses who seek objectivity, candor and an adherence to fiduciary standards and responsibilities. Since our investment recommendations are based on each client's specific financial situation, investment advice regarding the same security or investment strategy may differ from client to client.

This Part 2A disclosure document is tailored to advisory services that are not part of our firm's Wrap Fee Portfolio Management Program. If you are a prospective client of our Wrap Fee Portfolio Management Program, we will deliver our Form ADV Part 2A Appendix 1 disclosure document to you.

The following paragraphs describe our services and fees. Refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "we," "our," "us," "the Firm" and "Rose Capital" refer to Rose Capital Advisors and the words "you," "your," and "client" refer to you as either a client or prospective client of our firm.

While this brochure generally describes the business of Rose Capital, certain sections also discuss the activities of its Supervised Persons, which refer to the Firm's officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or any other person who provides investment advice on Rose Capital's behalf and is subject to the Firm's supervision or control.

Financial Planning and Consulting Services

We offer a range of financial planning and consulting services, which may include any or all of the following functions:

- Cash Flow Analysis
- Retirement Planning
- Education Funding
- Trust and Estate Planning
- Life Management Analysis
- Retirement Plan Analysis

While each of these services is available on a stand-alone basis, certain of them may also be rendered in conjunction with investment portfolio management as part of a comprehensive wealth management engagement (as described in the Wrap Program Brochure). These services can range from broad-based financial planning to consultative or single subject planning. If you retain our firm for financial planning or consulting services, we will meet with you to gather information about your financial circumstances and objectives. We may also use financial planning software to determine your current financial position and to define and quantify your long-term goals and objectives. Once we specify those long-term objectives (both financial and non-financial), we will develop shorter-term, targeted

objectives. Once we review and analyze the information you provide to our firm and the data derived from our financial planning software, we will deliver a written plan to you, designed to help you achieve your stated financial goals and objectives.

In performing these services, we are not required to verify any information received from you or your other professionals (e.g., attorneys, accountants, etc.) and we are expressly authorized to rely on such information. Financial plans are based on your financial situation at the time we present the plan to you, and on the financial information you provide to us. You must promptly notify our firm if your financial situation, goals, objectives, or needs change.

We may recommend the services of Rose Capital, its Supervised Persons in their individual capacities as registered representatives of a broker-dealer and/or other professionals to implement its recommendations. You are advised that a conflict of interest exists if you engage us to provide additional fee-based services. You are under no obligation to act on our financial planning recommendations. Should you choose to act on any of our recommendations, you are not obligated to implement the financial plan through any of our other investment advisory services. Moreover, you may act on our recommendations by placing securities transactions with any brokerage firm.

Management Services to Private Pooled Investment Vehicles

Rose Capital Advisors serves as an investment manager or adviser to the Rose Capital Advisors Vintage Series, private pooled investment vehicles structured as a fund of funds, whether a single fund of funds or more than one, herein referred to as ("the Fund" or "Funds"). In our role as investment advisor to the Funds, Rose Capital Advisors is responsible for the manager due diligence, manager selection and allocation. Additionally, Rose Capital Advisors is responsible for manager oversight and fee negotiations.

The Funds are unregistered investment companies organized as a limited partnerships. Investments in the Funds are not registered under the Securities Act of 1933, as amended, and are only offered after delivery of a private placement memorandum and execution of the subscription agreement and other offering documents. Investments in the Funds are offered only to accredited investors, within the meaning of SEC Rule 501 of Regulation D of the Securities Act of 1933, and to qualified clients, as defined within the meaning of Rule 205-3 under the Advisers Act. An investor must qualify under both definitions to be considered for the Funds offerings. Investments in the Fund are offered by private offering memorandum which provides investors with full disclosure regarding the objectives of the Funds, the risks involved with the offering and the minimum initial capital contribution or commitment required.

Different strategies may be carried out for each of the Funds and therefore, there should be no expectation that the performance of any individual Fund would or should be similar to that of any other Fund. You should refer to the subscription agreement and other offering documents for a complete description of the fees, investment objectives, risks, and other relevant information associated with investing in the Funds.

Sponsor and Manager of Wrap Program

Rose Capital is a portfolio manager and a sponsor of a Wrap Fee Investment Management Program, which is a type of portfolio management program where clients pay a single fee that includes management fees and certain other brokerage costs. The overall cost you will incur if you participate in our Wrap Fee Program may be higher or lower than you might incur by separately purchasing the types of securities available in the program. Rose Capital manages wrap fee accounts on a discretionary basis. Wrap fee accounts are typically more appropriate for active accounts and are managed accordingly.

To compare the cost of the wrap fee program with non-wrap fee portfolio management services, you should consider the frequency of trading activity associated with our investment strategies and the brokerage commissions charged by or other broker-dealers, and the advisory fees charged by investment advisers. For more information concerning the Wrap Fee Program see *Appendix 1* to this Brochure.

Types of Investments

We offer advice on mutual fund shares, exchange traded funds ("ETFs"), equity securities, corporate debt securities, equity options, and private investment vehicles, including fund-of-funds.

Additionally, we may advise you on various types of investments based on your stated goals and objectives. We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship.

Since our investment recommendations are based on each client's specific financial situation, the investment advice we provide to you may be different or conflict with the advice we give to other clients regarding the same security or investment.

Rollover Recommendations

Effective December 20, 2021 (or such later date as the US Department of Labor ("DOL") Field Assistance Bulletin 2018-02 ceases to be in effect), for purposes of complying with the DOL's Prohibited Transaction Exemption 2020-02 ("PTE 2020-02") where applicable, we are providing the following acknowledgment to you. When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

We benefit financially from the rollover of your assets from a retirement account to an account that we manage or provide investment advice, because the assets increase our assets under management and, in turn, our advisory fees. As a fiduciary, we only recommend a rollover when we believe it is in your best interest.

Assets Under Management

As of December 31, 2023, Rose Capital Advisors had \$366,304,005 assets under management on a discretionary basis and \$176,881,865 on a non-discretionary basis.

Item 5 Fees and Compensation

We offer our services on a fee basis, which includes hourly and/or fixed fees, as well as, fees based upon assets under management or performance-based fees. Additionally, certain of Rose Capital Advisors' Supervised Persons, in their individual capacities, offer securities brokerage services under a separate commission arrangement.

Financial Planning and Consulting Fees

We generally charge either a negotiable hourly and/or fixed fee to provide clients with stand-alone financial planning or consulting services. These fees are negotiable and are largely determined by the scope and complexity of the agreed upon services and range up to \$500 on an hourly basis and up to \$20,000 per quarter on a fixed fee basis.

The specific terms and fee structure are negotiated in advance and set forth in the Agreement with Rose Capital Advisors. If you engage us for additional investment management services, we may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services.

We do not require you to pay fees six or more months in advance. Should the engagement last longer than six months between acceptance of the Agreement and completion of the advisory services, any prepaid unearned fees will be promptly returned to you less a pro rata charge for bona fide financial planning and consulting services rendered to date.

You may terminate the Agreement upon written notice to our firm. If you have pre-paid financial planning or consulting fees that we have not yet earned, you will receive a prorated refund of those fees. If financial planning or consulting fees are payable in arrears, you will be responsible for a prorated fee based on services performed prior to termination of the Agreement.

Management Services to Pooled Investment Vehicles

As described under the *Advisory Business* section, Rose Capital Advisors serves as the investment advisor to the Funds. In our role as investment advisor to the Funds, Rose Capital Advisors is responsible for the manager due diligence, manager oversight, manager selection, allocation and fee negotiations. To qualify to investment in a private fund, an investor to the private fund must be both a qualified investor and a qualified purchaser. For a full description of the applicable fees, including performance-based fees and platform fees, and expenses charged to the respective private funds, investors should review the associated offering documents.

Rose Capital Advisors charges a 0.50% management fee on committed capital, and thereafter, an annual 0.50% management fee on invested capital for five years, in accordance with the terms of the Funds. The fees are deducted from the Fund's account on a quarterly basis. A performance-based fee, also referred to as carried interest or an incentive fee, is charged if returns on the Funds exceed an established benchmark or hurdle rate. In addition to management and performance-based fees, investors will bear indirectly the fees and expenses charged to the Funds. Those fees and expenses will vary, but typically will include fees associated with making or selling portfolio investments, legal and accounting fees, taxes, commissions and brokerage fees, registration expenses, fees to government regulatory agencies, the cost of directors' and officers' liability insurance and other expenses such as litigation or broken deal expenses. Investors should review all fees charged by Rose Capital Advisors, its affiliates, and others to fully understand the total amount of fees to be paid by the Fund, and, indirectly, by you.

Refer to the offering documents for a complete description of the fees and other relevant information associated with investing in the Funds. Please refer to the *Performance-Based Fee and Side-By-Side Management* section of this brochure for additional details.

Additional Fees and Expenses

In addition to the advisory fees paid to us, you may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively "Financial Institutions"). These additional charges may include securities brokerage commissions, transaction fees, custodial fees, fees charged by the Independent Managers, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees and other fees and taxes on brokerage accounts and securities transactions. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, refer to the *Brokerage Practices* section of this brochure.

Commissions or Sale of Securities or Other Investment Products

Clients can engage certain persons associated with Rose Capital Advisors (but not Rose Capital Advisors) to render securities brokerage services under a separate commission-based arrangement. Clients are under no obligation to engage such persons and can choose brokers or agents not affiliated with Rose Capital.

Persons providing investment advice on behalf of our firm are registered representatives with Saxony Securities, Inc., a securities broker-dealer, and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. In their capacity as registered representatives, these persons receive compensation in connection with the purchase and sale of securities or other investment products, including asset-based sales charges, service fees or 12b-1 fees (i.e. trails), for the sale or holding, of mutual funds. Compensation earned by these persons in their capacities as registered representatives is separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice to advisory clients on behalf of our firm who are registered representatives have an incentive to recommend investment products based on the compensation received rather than solely based on your needs. Persons providing investment advice to advisory clients on behalf of our firm can select or recommend, and in many instances will select or recommend, mutual fund investments in share classes that pay 12b-1 fees when clients are eligible to purchase share classes of the same funds that do not pay such fees and are less expensive. This presents a conflict of interest. You are under no obligation, contractually or otherwise, to purchase securities products through any person affiliated with our firm who receives compensation described above.

Persons providing investment advice on behalf of our firm can also recommend no-load or load-waived funds, where no sales charges are assessed. Prior to effecting any transactions, clients are required to enter into a separate account agreement with Saxony Securities. Rose Capital Advisors does not receive any portion of the commissions or transactional fees charged by Saxony Securities.

A conflict of interest exists to the extent that Rose Capital Advisors recommends the purchase of securities where Rose Capital Advisors' Supervised Persons receive commissions or other additional compensation as a result of Rose Capital Advisors' recommendations. Rose Capital Advisors has procedures in place to ensure that any recommendations made by such Supervised Persons are in the best interest of clients.

Certain Supervised Persons of our firm are licensed as independent insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are insurance agents have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. You are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our firm.

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

We charge performance-based fees to "qualified clients" having a net worth greater than \$2,200,000 or for whom we manage at least \$1,100,000 immediately after entering an agreement for our services. Performance-based fees are fees based on a share of capital gains or capital appreciation of a client's investment in the Funds. The performance fee is generally equal to a maximum of 5% of the annual gross profits, once a minimum 8% internal rate of return has been achieved within a 12-month period, with 100% catch up to carried interest holder. Fees will be adjusted for deposits and withdrawals made during the 12-month period. In the event the client makes a complete withdrawal from the account on a date other than year-end, fees will be due at the time of withdrawal. Refer to the *Fees and Compensation* section above for additional information on this topic.

Performance-based fees create an incentive for the investment adviser to favor those accounts over those that provide for asset-based fees. Rose Capital Advisors does not use discretionary investment management authority to invest client funds in the Fund nor does it require any client to invest in the Funds. We offer alternative investment opportunities with non-affiliated funds to clients who prefer not to invest in our Funds. You should refer to the offering documents of the Funds for a complete description of the fees, investment objectives, risks, and other relevant information associated with investing in the Funds.

Performance-based fees create an incentive for our firm to make investments that are riskier or more speculative than would be the case absent a performance fee arrangement. In order to address this potential conflict of interest, our investment committee periodically reviews client accounts to ensure that investments are suitable and that the account is being managed according to the client's investment objectives and risk tolerance.

Additionally, performance-based fees may also create an incentive for our firm to overvalue investments which lack a market quotation. In order to address such conflict, we have adopted policies and procedures that require our firm to "fairly value" any investments, which do not have a readily ascertainable value.

Side-by-side management provide an incentive for our firm to favor accounts for which we receive a performance-based fee. For example, we have an incentive to allocate limited investment opportunities to clients who are charged performance-based fees over clients who are charged asset-based fees only. To address this conflict of interest, we have instituted policies and procedures that require our firm to allocate investment opportunities in a fair and equitable manner in an effort to avoid favoritism among our clients, regardless of whether the client is charged performance fees.

Item 7 Types of Clients

Rose Capital Advisors provides its services to individuals, including high net worth individuals, trusts, estates, charitable organizations, corporations and other business entities.

Investments in private funds are subject to minimum capital commitments. Refer to the offering document or private placement memorandum for specific details on investment minimums.

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

Our Methods of Analysis and Investment Strategies

Rose Capital Advisors employs a largely bottom-up, fundamental approach to analyzing investments, while incorporating a series of technical indicators when assessing buy or sell opportunities.

While Rose Capital Advisors seeks to remain agnostic to industry, there are three important parameters in the buy/sell determination:

- The present to historical evaluation of book value;
- The strength of present to historical market niche of key products; and
- The price of a security to present cash flow generation.

The Firm tends to avoid highly leveraged balance sheets, boards that pay executives excessively while firing employees and cutting back on services to customers, and other characteristics that appear to illustrate instability and mismanagement.

Fundamental Analysis - involves an evaluation of an issuer's fundamental financial condition, competitive position and overall intrinsic value. Rose Capital generally analyzes an issuer's financial facilities, cash management strategy, growth prospects, capabilities and style of management, earnings capacity, new products and services, as well as the company's position amongst its industry competitors in order to determine the recommendations made to clients.

Risk: A substantial risk in relying upon fundamental analysis is that while the overall health and position of a company may be good, market conditions may negatively impact the security. Contrarily, information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value.

Technical Analysis - involves the examination of past market data rather than specific company information in determining the recommendations made to clients. Technical analysis may involve the use of mathematical based indicators and charts, such as moving averages and price correlations, to identify market patterns and trends which may be based on investor sentiment rather than the fundamentals of the company.

Risk: A substantial risk in relying upon technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that Rose Capital will be able to accurately predict such a re-occurrence.

Long-Term Purchases - securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Risk: Using a long-term purchase strategy generally assumes the financial markets will go up in the long-term which may not be the case. There is also the risk that the segment of the market that you are invested in or perhaps just your particular investment will go down over time even if the overall financial markets advance. Purchasing investments long-term may create an opportunity cost - "locking-up" assets that may be better utilized in the short-term in other investments.

Short-Term Purchases - securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations.

Risk: Using a short-term purchase strategy generally assumes that we can predict how financial markets will perform in the short-term which may be very difficult and will incur a disproportionately higher amount of transaction costs compared to long-term trading. There are many factors that can affect financial market performance in the short-term (such as short-term interest rate changes, cyclical earnings announcements, etc.) but may have a smaller impact over longer periods of times.

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial information, liquidity needs and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio. **It is important that you notify us immediately with respect to any material changes to your financial circumstances, including for example, a change in your current or expected income level, tax circumstances, or employment status.**

Tax Considerations

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you consult with a tax professional regarding the investing of your assets.

Custodians and broker-dealers must report the cost basis of equities acquired in client accounts. Your custodian will default to the First-In First-Out ("FIFO") accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Other Risk Considerations

When evaluating risk, financial loss may be viewed differently by each client and may depend on many different risks, each of which may affect the probability and magnitude of any potential losses. The following risks may not be all-inclusive, but should be considered carefully by a prospective client before retaining our services.

Market Risk: The profitability of a significant portion of Rose Capital's recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that Rose Capital will be able to predict those price movements accurately.

Liquidity Risk: The risk of being unable to sell your investment at a fair price at a given time due to high volatility or lack of active liquid markets. You may receive a lower price or it may not be possible to sell

the investment at all.

Credit Risk: Credit risk typically applies to debt investments such as corporate, municipal, and sovereign fixed income or bonds. A bond issuing entity can experience a credit event that could impair or erase the value of an issuer's securities held by a client.

Inflation and Interest Rate Risk: Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of a client's future interest payments and principal. Inflation also generally leads to higher interest rates which may cause the value of many types of fixed income investments to decline.

Horizon and Longevity Risk: The risk that your investment horizon is shortened because of an unforeseen event, for example, the loss of your job. This may force you to sell investments that you were expecting to hold for the long term. If you must sell at a time that the markets are down, you may lose money. Longevity Risk is the risk of outliving your savings. This risk is particularly relevant for people who are retired, or are nearing retirement.

Recommendation of Particular Types of Securities

We recommend various types of securities and we do not primarily recommend one particular type of security over another since each client has different needs and different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with the investment. A description of the types of securities we may recommend to you and some of their inherent risks are provided below.

Private Investment Vehicles: Rose Capital Advisors recommends that certain clients invest in private investment vehicles (e.g., hedge funds, private equity funds, etc.). The managers of these vehicles have broad discretion in selecting the investments. There are few limitations on the types of securities or other financial instruments which may be traded and no requirement to diversify. Hedge funds may trade on margin or otherwise leverage positions, thereby potentially increasing the risk to the vehicle. In addition, because the vehicles are not registered as investment companies, there is an absence of regulation. There are numerous other risks in investing in these securities. Clients should consult each fund's private placement memorandum and other offering documents explaining such risks prior to investing.

Fund-of-Funds: Rose Capital Advisors is the adviser to one or more Fund-of-Funds ("FoFs"). FoFs generate multiple levels of fees and expenses. By investing in portfolio funds indirectly through the master fund, the investor bears asset-based fees and performance-based fees and allocations of both the master fund and the portfolio funds. Thus, investors in the master fund may be subject to higher operating expenses than if he or she invested in a portfolio fund directly. In addition, certain of the portfolio funds can also be subject to a performance-based fee or allocation, irrespective of the performance of other portfolio funds. Accordingly, an adviser to a portfolio fund with positive performance can also receive performance-based compensation from the portfolio fund even if the master fund's overall performance is negative. Generally, fees payable to advisers of portfolio funds will range from 1% to 2% (annualized) of the average NAV of each fund's investment. In addition, certain advisers charge an incentive allocation or fee generally ranging from 10% to 35% of a portfolio fund's net profits, although it is possible that such ranges may be higher for certain advisers. The performance-based compensation received by an adviser to a portfolio fund creates an incentive for

that adviser to make investments that are riskier or more speculative than those it might have made in the absence of the performance-based allocation. Such compensation can be based on calculations of realized and unrealized gains made by the adviser without independent oversight.

Mutual Funds and Exchange Traded Funds: An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intra-day changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Stocks: There are numerous ways of measuring the risk of equity securities (also known simply as "equities" or "stock"). In very broad terms, the value of a stock depends on the financial health of the company issuing it. However, stock prices can be affected by many other factors including, but not limited to the class of stock (for example, preferred or common); the health of the market sector of the issuing company; and the overall health of the economy. In general, larger, better-established companies ("large cap") tend to be safer than smaller start-up companies ("small cap") are but the mere size of an issuer is not, by itself, an indicator of the safety of the investment.

Bonds: Corporate debt securities (or "bonds") are typically safer investments than equity securities, but their risk can also vary widely based on: the financial health of the issuer; the risk that the issuer might default; when the bond is set to mature; and, whether or not the bond can be "called" prior to maturity. When a bond is called, it may not be possible to replace it with a bond of equal character paying the same rate of return.

Item 9 Disciplinary Information

Rose Capital Advisors has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management.

Item 10 Other Financial Industry Activities and Affiliations

Registered Representatives of Broker Dealer

Certain of the Firm's Supervised Persons are registered representatives of Saxony Securities and provide clients with securities brokerage services under a separate commission-based arrangement. This arrangement is described at length in the *Fees and Compensation* section.

Insurance Agents

Certain persons providing investment advice on behalf of our firm are licensed as independent insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate from our advisory fees. See the *Fees and Compensation* section in this brochure for more information on the compensation received by insurance agents who are affiliated with our firm.

Real Estate Agents

Certain persons providing investment advice on behalf of our firm are licensed as real estate agents. These persons will earn commission-based compensation for selling real estate, including real estate they sell to you. Real estate commissions earned by these persons are separate from our advisory fees.

Recommendation of Other Advisers

We recommend that you use certain third-party money manager ("TPMM") based on your needs and suitability. We will not receive separate compensation, directly or indirectly, from the TPMM for recommending that you use their services. Moreover, we do not have any other business relationships with the recommended TPMM(s). Refer to our Appendix 1 Wrap Fee Program Brochure for additional disclosures on this topic.

Dynasty Financial Partners Program

We maintain a business relationship with Dynasty Financial Partners, LLC ("Dynasty"). Dynasty offers operational and back office core service support including access to a network of service providers. Through the Dynasty network of service providers, we often receive preferred pricing on trading technology, transition support, reporting, custody, brokerage, compliance, and other related consulting services.

While we believe this open architecture structure for operational services best serves the interests of its clients, this relationship presents certain conflicts of interest due to the fact that Dynasty is paid by Rose Capital or its clients for the services referenced above. In light of the foregoing, we seek at all times to ensure that any material conflicts are addressed on a fully-disclosed basis and handled in a manner that is aligned with its clients' best interests. We do not receive any portion of the fees paid directly to Dynasty, its affiliates or the service providers made available through Dynasty's platform. In addition, we review such relationships, including the service providers engaged through Dynasty, on a periodic basis in an effort to ensure clients are receiving competitive rates in relation to the quality and scope of the services provided.

Financial Industry Activities - Futures and Commodities

Neither Rose Capital nor any of its management persons is registered as (or associated with) a futures commissions merchant, commodity pool operator, or a commodity trading advisor.

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

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for persons associated with our firm. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All persons associated with our firm are expected to adhere strictly to these guidelines. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

Personal Trading Practices

Our firm or persons associated with our firm may buy or sell the same securities that we recommend to you or securities in which you are already invested. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our firm nor persons associated with our firm shall have priority over your account in the purchase or sale of securities.

Participation or Interest in Client Transactions

We serve as the investment adviser to one or more private funds (private pooled investment vehicles) in which you may be solicited to invest. Our Company, certain members of its management, and other knowledgeable employees may acquire, directly or indirectly, investment interests in our fund or have other financial interests in the funds. This presents a conflict of interest because we have investments and/or are compensated by the private funds. Conflicts that arise are mitigated through our Company's fiduciary obligation to act in the best interest of our clients, contractual limitations that govern our activities as the adviser and the requirement of our Company not to place its interests before its clients' interests when managing the funds. If you are an investor in a private fund, refer to the private fund's offering documents for detailed disclosures regarding the private funds.

Item 12 Brokerage Practices

We recommend the brokerage and custodial services of Pershing LLC ("Pershing") and Charles Schwab & Co., Inc. ("Schwab") (whether one or more "Custodian"). Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. In recognition of the value of the services the Custodian provides, you may pay higher commissions and/or trading costs than those that may be available elsewhere. Our selection of custodian is based on many factors, including the level of services provided, the custodian's financial stability, and the cost of services provided by the custodian to our clients, which includes the yield on cash sweep choices, commissions, custody fees and other fees or expenses.

We seek to recommend a custodian/broker that will hold your assets and execute transactions on terms that are, overall, the most favorable compared to other available providers and their services. We consider various factors, including:

- Capability to buy and sell securities for your account itself or to facilitate such services.
- The likelihood that your trades will be executed.

- Availability of investment research and tools.
- Overall quality of services.
- Competitiveness of price.
- Reputation, financial strength, and stability.
- Existing relationship with our firm and our other clients.

Research and Other Soft Dollar Benefits

We do not have any soft dollar arrangements.

Economic Benefits

As a registered investment adviser, we have access to the institutional platform of your account custodian. As such, we will also have access to research products and services from your account custodian and/or other brokerage firm. These products may include financial publications, information about particular companies and industries, research software, and other products or services that provide lawful and appropriate assistance to our firm in the performance of our investment decision-making responsibilities. Such research products and services are provided to all investment advisers that utilize the institutional services platforms of these firms, and are not considered to be paid for with soft dollars. However, you should be aware that the commissions charged by a particular broker for a particular transaction or set of transactions may be greater than the amounts another broker who did not provide research services or products might charge.

Certain custodians recommended are offered exclusively through our Wrap Fee Program. Please refer to Rose Capital Advisors' Wrap Brochure, which appears as Part 2A Appendix 1 of the Adviser's Form ADV, for additional information related to economic benefits received from recommended custodians and other related disclosures.

Brokerage for Client Referrals

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Directed Brokerage

We routinely require that you direct our firm to use the clearing services of and execute transactions through Pershing, for discretionary wrap fee accounts, or Schwab. As such, we may be unable to achieve the most favorable execution of your transactions and you may pay higher brokerage commissions than you might otherwise pay through another broker-dealer that offers the same types of services.

However, you may direct Rose Capital in writing to use a particular Financial Institution to execute some or all transactions for the client. In that case, you will negotiate terms and arrangements for the account with that Financial Institution and Rose Capital will not seek better execution services or prices from other Financial Institutions. As a result, you may pay higher commissions or other transaction costs, greater spreads or may receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, Rose Capital may decline a client's request to direct brokerage if, in the Firm's sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

Persons providing investment advice on behalf of our firm who are registered representatives of Saxony Securities, Inc. would normally be required to recommend Saxony Securities, Inc. to you for brokerage services. These individuals are subject to applicable industry rules that restrict them from conducting securities transactions away from Saxony Securities, Inc. unless Saxony Securities, Inc. provides the representatives with written authorization to do so, which Saxony Securities, Inc. has done in this case. Therefore, although these individuals would generally be limited to conducting

securities transactions through Saxony Securities, Inc., in this instance, as noted above, they will generally recommend Fidelity or Pershing. It may be the case that Fidelity or Pershing charges higher transaction costs and/or custodial fees than another broker charges for the same types of services. However, if transactions were executed through Saxony Securities, Inc. these individuals (in their separate capacities as registered representatives of Saxony Securities, Inc.) could earn commission-based compensation as a result of placing the recommended securities transactions through Saxony Securities, Inc. This practice would present a conflict of interest because these registered representatives would have an incentive to effect securities transactions for the purpose of generating commissions rather than solely based on your needs. You may utilize the broker-dealer of your choice and have no obligation to purchase or sell securities through such broker as we recommend. However, if you do not use the recommended broker we may not be able to accept your account. See the *Fees and Compensation* section in this brochure for more information on the compensation received by registered representatives who are affiliated with our firm.

Aggregated Trades

Our discretionary management services are limited, under the ADV Part 2A, to acting as the adviser to one or more fund-of-funds. Please refer to Rose Capital Advisors' Wrap Brochure, which appears as Part 2A Appendix 1 of the Adviser's Form ADV, for additional information on our discretionary advisory services and aggregated trading practices.

Item 13 Review of Accounts

Financial Planning and Consulting

For those clients to whom we provide financial planning and/or consulting services, reviews are conducted on an "as needed" basis. Such reviews are conducted by Michael J. Rose or one of Rose Capital's investment adviser representatives. These reviews are provided as part of the contracted services. We do not assess additional fees for financial plan reviews.

Generally, for ongoing services, we will contact you periodically to determine whether any updates may be needed based on changes in your circumstances. Changed circumstances may include, but are not limited to marriage, divorce, birth, death, inheritance, lawsuit, retirement, job loss and/or disability, among others. We recommend meeting with you at least annually to review and update your plan if needed. Written updates to the financial plan may be provided in conjunction with the review. Updates to your financial plan may be subject to our current hourly rate, which you must approve in writing and in advance of the update. If you implement financial planning advice, you will receive trade confirmations and monthly or quarterly statements from relevant custodians.

Item 14 Client Referrals and Other Compensation

As disclosed under the *Fees and Compensation* section in this brochure, persons providing investment advice on behalf of our firm are licensed insurance agents and are registered representatives with Saxony Securities, Inc., a securities broker-dealer, and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. For information on the conflicts of interest this presents, and how we address these conflicts, refer to the *Fees and Compensation* section.

Other Compensation

We receive compensation from Procyon Partners, LLC for referring clients to them. This arrangement will not cause you to pay more in advisory fees than you would otherwise pay had there been no solicitor's compensation. All referral fees paid to our firm represent a portion of the fees actually charged to you by Procyon Partners, LLC for investment advisory services. There is no differential

between the amount or level of investment advisory fees that Procyon Partners, LLC will charge for managing the client account(s) in excess of that which they would customarily charge for managing any other new client's account with similar assets and which was not referred by our firm.

We directly compensate employee and non-employee consultants, and individuals, and/or entities (solicitors or promoters) for client referrals. In order to receive a cash referral fee from us, solicitors/promoters must comply with the requirements of the jurisdictions in which they operate. If you were referred to us by a solicitor or paid promoter, you should have received a solicitor/promoter's disclosure statement at the time of the referral. If you become a client, the solicitor/promoter that referred you to us will receive compensation and certain paid solicitors/promoters will receive a percentage of the advisory fee you pay us for as long as you are our client, or until such time as our agreement with the solicitor/promoter expires. You will not pay additional fees because of this referral arrangement. Certain referral fees paid to a solicitor/promoter are contingent upon your entering into an advisory agreement with us. Therefore, a solicitor/promoter has a financial incentive to recommend us to you for advisory services. This creates a conflict of interest; however, you are not obligated to retain us for advisory services. Comparable services and/or lower fees may be available through other firms.

Refer to the *Brokerage Practices* section above for disclosures on research and other benefits we receive resulting from our relationship with your account custodian.

Item 15 Custody

Custody - Fee Debiting

Rose Capital's Agreement and/or the separate agreement with any Financial Institution may authorize Rose Capital through such Financial Institution to debit the client's account for the amount of Rose Capital's fee and to directly remit that management fee to Rose Capital in accordance with applicable custody rules.

The Financial Institutions recommended by Rose Capital have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Rose Capital. In addition, as discussed in the *Review of Accounts* section, Rose Capital also sends periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the Financial Institutions and compare them to those received from Rose Capital.

Custody - First Party Money Transfers

Clients may provide Rose Capital with written ongoing authorization to wire money between the client's accounts held with the qualified custodian directly to an outside financial institution (i.e. a client's bank account). A copy of this authorization is provided to the qualified custodian. The authorization includes the client's name and account number(s) at the outside financial institution(s) as required.

Custody - Third Party Money Transfers

Clients may provide Rose Capital with a standing letter of authorization (or similar asset transfer authorization) which allows Rose Capital to disburse funds on behalf of clients to third parties. Rose Capital ensures the following conditions are in place when deemed to have custody via third party money movement:

1. The client provides a Written Authorization to the custodian that includes all appropriate information as to how the transfer should be directed;
2. The Written Authorization includes instruction to direct transfers to the third party either on a specified schedule or from time to time;

3. Appropriate verification is performed by the custodian, along with a transfer of funds notice to the client promptly after each transfer;
4. The client may terminate or change the instruction to the custodian;
5. Rose Capital has no authority or ability to designate or change any information about the third party contained in the instruction;
6. Rose Capital maintains records showing that the third party is not a related party of the Firm or located at the same address as Rose Capital; and
7. The custodian sends the client a written initial notice confirming the instruction and an annual written confirmation thereafter.

Private Pooled Investment Vehicles

Although Rose Capital Advisors serves as the investment advisor to private funds, Rose Capital Advisors does not have custody of the investments in the Funds. The General Partners to the Funds will have custody over such assets. The Funds are subject to an annual audit by an independent public accountant registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board ("PCAOB"). Audited statements are delivered to investors in the Funds (which are structures as Fund of Funds or "FoFs") within 180 days of the fiscal year-end.

Item 16 Investment Discretion

Our discretionary management services are limited, under the ADV Part 2A, to acting as the adviser to one or more fund-of-funds. Please refer to Rose Capital Advisors' Wrap Brochure, which appears as Part 2A Appendix 1 of the Adviser's Form ADV, for additional information on our other discretionary advisory services.

Item 17 Voting Client Securities

We will not vote proxies on behalf of your advisory accounts. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of applicable securities, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitations to vote proxies.

Item 18 Financial Information

Our firm does not have any financial condition or impairment that would prevent us from meeting our contractual commitments to you. We have not filed a bankruptcy petition at any time in the past ten years.

Item 19 Requirements for State-Registered Advisers

We are a federally registered investment adviser; therefore, we are not required to respond to this item.

Item 20 Additional Information

Trade Errors

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account.

Class Action Lawsuits

We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.

IRA Rollover Considerations

As part of our investment advisory services to you, we may recommend that you withdraw the assets from your employer's retirement plan and roll the assets over to an individual retirement account ("IRA") that we will manage on your behalf. If you elect to roll the assets to an IRA that is subject to our management, we will charge you an asset-based fee as set forth in the agreement you executed with our firm. This practice presents a conflict of interest because persons providing investment advice on our behalf have an incentive to recommend a rollover to you for the purpose of generating fee based compensation rather than solely based on your needs. You are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by our firm.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, you should consider the costs and benefits of:

1. Leaving the funds in your employer's (former employer's) plan.
2. Moving the funds to a new employer's retirement plan.
3. Cashing out and taking a taxable distribution from the plan.
4. Rolling the funds into an IRA rollover account.

Each of these options has advantages and disadvantages and before making a change we encourage you to speak with your CPA and/or tax attorney.

If you are considering rolling over your retirement funds to an IRA for us to manage here are a few points to consider before you do so:

1. Determine whether the investment options in your employer's retirement plan address your needs or whether you might want to consider other types of investments.
 - a. Employer retirement plans generally have a more limited investment menu than IRAs.
 - b. Employer retirement plans may have unique investment options not available to the public such as employer securities, or previously closed funds.
2. Your current plan may have lower fees than our fees.
 - a. If you are interested in investing only in mutual funds, you should understand the cost structure of the share classes available in your employer's retirement plan and how the costs of those share classes compare with those available in an IRA.
 - b. You should understand the various products and services you might take advantage of at an IRA provider and the potential costs of those products and services.

3. Our strategy may have higher risk than the option(s) provided to you in your plan.
4. Your current plan may also offer financial advice.
5. If you keep your assets titled in a 401k or retirement account, you could potentially delay your required minimum distribution beyond age 73.
6. Your 401k may offer more liability protection than a rollover IRA; each state may vary.
 - a. Generally, federal law protects assets in qualified plans from creditors. Since 2005, IRA assets have been generally protected from creditors in bankruptcies. However, there can be some exceptions to the general rules so you should consult with an attorney if you are concerned about protecting your retirement plan assets from creditors.
7. You may be able to take out a loan on your 401k, but not from an IRA.
8. IRA assets can be accessed any time; however, distributions are subject to ordinary income tax and may also be subject to a 10% early distribution penalty unless they qualify for an exception such as disability, higher education expenses or the purchase of a home.
9. If you own company stock in your plan, you may be able to liquidate those shares at a lower capital gains tax rate.
10. Your plan may allow you to hire us as the manager and keep the assets titled in the plan name.

It is important that you understand the differences between these types of accounts and to decide whether a rollover is best for you. Prior to proceeding, if you have questions contact your investment adviser representative, or call our main number as listed on the cover page of this brochure.