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March 27, 2024

**PART 2A - APPENDIX 1
WRAP FEE PROGRAM 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, March 31, 2023, we have made the following material changes to our Appendix 1 - Wrap Brochure:

- We updated the fee schedule for the Wrap Program Fee from an asset-based fee that ranged between 0.30% - 1.50% of the assets managed under the Program to a blended tiered fee schedule. The annual fee schedule is as follows:

Assets Under Management	Annual Fee
First \$1,000,000	1.00%
Next \$1,000,000	0.95%
Next \$3,000,000	0.85%
Next \$5,000,000	0.75%
Next \$10,000,000	0.65%
Above \$20,000,000	0.50%

- We also included a sample fee calculation for clarity on our billing methodology. Please refer to the *Services, Fees and Compensation* section to review the fee calculation methodology.
- Under the same section, we clarified the advisory services and related billing provided for some clients who participate in alternative assets. Where we advise on the size and allocation of purchases, provide regular reporting and advice on the holdings, and facilitate capital calls and distributions on a continuous basis as part of the overall wealth management relationship, these assets are not included in the wrap fee program and we waive our advisory fees related to such alternative assets. Therefore, while such alternative assets *are* included in the calculation of our regulatory assets under management for the purposes of our Form ADV (as non-discretionary assets), they are *not* included in the billing methodology described above for calculating the Assets Under Management in the table provided above. In some cases, this may result in a higher fee charged to you since if these alternative assets were included in the Assets Under Management calculation in the table provided above for determining the applicable fee percentage, a lower blended fee percentage would be assessed against the Assets.
- In addition to AllianceBernstein, under the Selection of Other Advisors section, we added Neuberger Berman Investment Advisors LLC as a dual contractual relationship that is offered through Pershing's platform.
- Our Methods of Analysis and Investment Strategies were updated to include a description of risks associated with Digital Assets. Please refer to the *Portfolio Manager Selection and Evaluation* section for more information.
- We also included certain disclosures related to the new private fund being managed by Rose Capital Advisors through the ADV 2A Brochure. We included the risks of fund of funds and the conflicts of interest related to Rose Capital's participation or interest in client transactions as it relates to managing the private fund.

- Lastly, we revised our trading practices disclosures to describe our procedure for aggregating trades. Please refer to the *Additional Information* section for the full disclosure.

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 web site www.adviserinfo.sec.gov.

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Item 4 Services, Fees and Compensation

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 Advisors has been an independent registered investment adviser since 2014 and is wholly owned by Michael Rose, CFP®.

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," and "the Firm" 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.

The Rose Capital Advisors Wrap Program (the "Program") is an investment advisory program offered through Rose Capital Advisors.

This brochure describes the business of Rose Capital Advisors as it relates to clients receiving services through the Program. Certain sections also describe the activities of the Firm's Supervised Persons, which refer to any officers, partners, directors (or other person occupying a similar status or performing similar functions), employees, or other persons who provide investment advice on Rose Capital Advisors' behalf and are subject to the Firm's supervision.

In addition to the Program, the Firm also provides financial planning and investment consulting services under different arrangements than those described herein. Information about these services is contained in Rose Capital Advisors' ADV Part 2A Disclosure Brochure.

Description of the Program

The Program is offered as a wrap fee program, which provides clients with the ability to trade in certain investment products without incurring separate brokerage commissions or transaction charges. We are the sponsor and investment adviser for the Program. A wrap fee program is considered any arrangement under which clients receive investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and the execution of client transactions for a specified fee or fees not based upon transactions in their accounts.

Client Investment Process

At the onset of the Program, clients complete an investor profile describing their individual investment objectives, liquidity and cash flow needs, time horizon and risk tolerance, as well as any other factors pertinent to their specific financial situations. After an analysis of the relevant information, we will assist you in developing an appropriate strategy for managing your assets. Your investment portfolio(s) are generally managed on a discretionary basis by either Rose Capital Advisors or certain third-party money managers ("TPMM"), as recommended or selected by our Firm. Rose Capital Advisors generally allocate clients' assets among the various investment products available under the Program, as described further in the *Portfolio Manager Selection and Evaluation* section.

If you participate in our discretionary investment management services, we require you to grant our Firm discretionary authority to manage your account. Discretionary authorization will allow us to determine the specific securities, and the amount of securities, to be purchased or sold for your account without your approval prior to each transaction and discretion to hire and fire Independent Managers. Discretionary authority is typically granted by the investment advisory agreement you sign with our Firm and the appropriate trading authorization forms.

We tailor our advisory services to accommodate your needs and continuously seeks to ensure that your portfolios are managed in a manner consistent with their specific investment profiles. 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. You are advised to promptly notify our Firm if there are changes in your financial situation or if you wish to place any limitations on the management of your portfolio(s). You may impose reasonable restrictions or mandates on the management of your accounts if we determine, in our sole discretion, the conditions will not materially impact the performance of a portfolio strategy or prove overly burdensome to the Firm's management efforts.

Additionally, the services provided under the Program includes certain financial planning services such as estate planning, tax planning, insurance, retirement planning, education planning and cash flow analysis. We advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts, and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, we direct or recommend the allocation of your assets among the various investment options available with the product. Your assets are generally maintained at the underwriting insurance company or the custodian designated by the product's provider. Assets maintained outside the primary custodian are not included in the asset value for fee calculation purposes.

Prior to receiving services through the Program, clients are required to enter into a written agreement with Rose Capital Advisors setting forth the relevant terms and conditions of the advisory relationship (the "Agreement"). If you participate in the Program, you will be required to establish an account with Pershing, LLC ("Pershing"), Folio Investments, Inc. ("Folio"), or Charles Schwab & Co., Inc. ("Schwab"), or another broker-dealer/custodian Rose Capital Advisors approves under the Program (one or more, collectively "Financial Institutions"). In all instances the Financial Institutions are members FINRA/SIPC and unaffiliated SEC or FINRA registered broker-dealers.

Changes in Your Financial Circumstances

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

The Program Fee

We charge an annual "wrap-fee" for participation in the Program depending upon the market value of your assets under our management. Our Firm pays all trade expenses of trades placed on your behalf. Our Program fee includes Financial Institutions transaction and/or execution costs, if any. Assets in each of your advisory account(s) are included in the fee assessment unless specifically identified in writing for exclusion. In special circumstances, and in our sole discretion, we can negotiate a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention, etc.).

On an annualized basis, our Program fees are based on the following blended tiered fee schedule:

Annual Fee Schedule*

Assets Under Management	Annual Fee
First \$1,000,000	1.00%
Next \$1,000,000	0.95%
Next \$3,000,000	0.85%
Next \$5,000,000	0.75%
Next \$10,000,000	0.65%
Above \$20,000,000	0.50%

Fee Calculation Methodology:

(Billable Quarter End Value x Fee %) x (# of days in the quarter/ # of days in the year)

The following is an example of how the above blended tiered advisory fee schedule. Based on a household value at the end of Q3 of \$4,500,000, the following billing calculation is applied to determine the Q4 household advisory fee.

Q3 Ending Market Value	Tiered Fee Rate	Q3 Ending Market Values x Rate
\$1,000,000	1.00%	\$10,000
\$1,000,000	0.95%	\$9,500
\$2,500,000	0.85%	\$21,250
Sum of Q3 Ending Market Values	(# of days in Q3 / # of days in year)	Q4 Advisory Fee*
\$40,750	92/365	\$10,271.23

**Assumptions: no deposits or withdrawals in the billing period and not a leap year.*

The resulting blended quarterly advisory fee is 0.91% and the Q4 advisory fee, billed in advanced, is \$10,271.23.

This fee is prorated and billed quarterly in advance, based upon the value on the last business day of the previous quarter as reported by the custodian, except as described below, or by Rose Capital Advisors if there is no custodial value available for a given asset. If assets greater than \$10,000 are deposited into or withdrawn from an account after the inception of a billing period, the fee payable with respect to such assets is adjusted accordingly. For the initial term of the Program, the fee is calculated on a pro rata basis. In the event the Agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the unearned portion is refunded to the client, as appropriate. Some legacy clients have different fee schedules that were established prior to publishing the above fee schedule.

Additionally, for some clients who participate in private investments, we provide advice related to those alternative assets (such alternative assets include without limitation client investments in real estate funds, private equity funds, venture capital funds, and other private placements) where we advise on the size and allocation of purchases, provide regular reporting and advice on the holdings, and facilitate capital calls and distributions on a continuous basis as part of the overall wealth management relationship. These assets are not included in the wrap fee program further described in Rider 1, and we waive our advisory fees related to such alternative assets. Therefore, while such alternative assets *are* included in the calculation of our regulatory assets under management for the purposes of our Form ADV (as non-discretionary assets), they are *not* included in the billing methodology described above for calculating the Assets Under Management in the table provided above. In some cases, this may result in a higher fee charged to you since if these alternative assets were included in the Assets Under Management calculation in the table provided above for determining the applicable fee percentage, a lower blended fee percentage would be assessed against the Assets.

We use a standard industry automated billing system that collects the information reported by the custodian for our quarterly billing calculations. There may be immaterial differences between the quarter-end market value reflected on your custodial statement and the valuation as of the last business day of the calendar quarter used for billing purposes, given timing and account activity. Such differences may be caused by, but not limited to, the timing of the receipt and processing of dividends by the custodian. A dividend received by the custodian may occur at the end of the month, but not fully processed and added to the account value in the custodian's system for a few days. While the billing system will add these dividends to the account value when notice of the dividend is first received. Thus causing a difference in reported account value between the two systems during the time billing amounts are calculated.

With respect to assets held in any customized options strategy, the annual fee will be calculated based upon the requisite client's notional exposure (the value of all underlying assets of the security at the current price) or adjusted notional exposure to such strategy.

Buying Securities on Margin and Margin Interest

If suitable for you, we may trade your account(s) on margin for the purpose of borrowing funds for securities purchases. If a margin account is opened, you will be charged interest on any credit balance extended to or maintained on your behalf at the broker-dealer. While the value of the margined security will appear as a debit on your statement, the margin balance in an account(s) will be assessed asset-based advisory fees based on the gross value of the account(s) without any offset for margin or debit balances. With respect to short sales, the client will be assessed asset-based advisory fees based on the value of the security sold short, but not on the proceeds received upon initiation of the short sale. If you purchase securities on margin you should understand: 1) the use of borrowed money will result in greater gains or losses than otherwise would be the case without the use of margin, and 2) there will be no benefit from using margin if the performance of your account does not exceed the interest expense being charged on the margin balance plus the additional advisory fees assessed on the securities purchased using margin.

This creates a conflict of interest where we have an incentive to encourage the use of margin to create a higher market value and therefore receive a higher fee.

Rose Capital Advisors' Agreement and the separate agreement with any Financial Institutions generally authorizes Rose Capital Advisors to debit your accounts for the amount of the Program fee and to directly remit that fee to our Firm. Any Financial Institutions recommended by our Firm have agreed to send statements to clients not less than quarterly indicating all amounts disbursed from the account, including the amount of Program fees paid directly to us. Alternatively, clients may elect to have our Firm send them an invoice for payment.

Dynasty Network

We have entered into a contractual relationship with Dynasty Financial Partners, LLC ("Dynasty"), which provides our Firm with operational and back office support including access to a network of service providers. Through the Dynasty network of service providers, we often receive preferred pricing on trading technology, reporting, custody, brokerage, compliance and other related services. Dynasty charges a "Core Fee," which, unless otherwise disclosed, is included in Rose Capital Advisors' annual investment management fee described above. In addition, Dynasty's subsidiary, Dynasty Wealth Management, LLC ("DWM") is an SEC registered investment adviser, that provides access to a range of investment services including: separately managed accounts ("SMA") and mutual fund and ETF asset allocation strategies. Rose Capital Advisors and its clients may separately engage the services of Dynasty and/or its subsidiaries to access the Investment Programs.

DWM sponsors an investment management platform (the "Platform") that is available to the advisers in the Dynasty Network, such as Rose Capital Advisors. Through the Platform, DWM and Dynasty collectively provide certain technology, administrative, operations and advisory support services that allow advisers to manage their own portfolios. Advisers also use the model management feature of the Platform by creating their own asset allocation model and underlying investments that comprise the model. Through the model management feature, advisers may be able to outsource the implementation of trade orders and periodic rebalancing of the model when needed. We will maintain the direct contractual relationship with each client and obtain, through such agreements, the authority to engage DWM and/or Dynasty, as applicable, for services rendered through the Platform in service of such client.

Selection of Other Advisors

We maintain relationships with a small group of independent third-party managers and/or sub-advisers, herein referred to as third-party managers ("TPMMs"), to manage a portion of your account on a discretionary basis outside of Dynasty's Platform. We engage AllianceBernstein Corporation ("Bernstein") and Neuberger Berman Investment Advisers LLC ("Neuberger"), unaffiliated SEC registered investment advisers, through a dual contractual relationship offered through Pershing's platform.

The TPMMs will actively manage your portfolio and will assume discretionary investment authority over your account. The TPMMs may use one or more of their model portfolios to manage your account. We will regularly monitor the performance of your accounts managed by the TPMMs and assume discretionary authority to hire and fire TPMMs and/or reallocate your assets to other TPMMs where we deem such action appropriate.

Advisory fees charged by TPMMs are separate and apart from our Program Fee, therefore a separate debit will reflect on your custodial statement representing the advisory fee paid to the TPMM. Assets managed by TPMMs will be included in calculating our advisory fee, which is based on the fee schedule set forth in the Annual Fee Schedule above. Advisory fees that you pay to the TPMM are established and payable in accordance with the brochure provided by the TPMM, or Rose Capital Advisors, to whom you are referred. These fees may or may not be negotiable. You should review the recommended TPMM's brochure and take into consideration the TPMM's fees along with our fees to determine the total amount of fees associated with this Program.

When we recommend a TPMM that has a dual contractual relationship like Bernstein and Neuberger, you will be required to sign a dual advisory agreement with the recommended TPMM and Rose Capital Advisors. You may terminate your advisory relationship with the TPMM according to the terms of your dual advisory agreement. You should contact us with any questions regarding your dual advisory agreement with the TPMM and Rose Capital Advisors.

Fee Comparison

Because a portion of the fees paid to our Firm are used to cover the securities brokerage commissions and transactional costs attributed to the management of its clients' portfolios, when lower or no securities brokerage commissions and transactional costs are charged, our Firm benefits. We have negotiated low or no cost transaction fees through Financial Institutions. Services provided through the Program may cost you more or less than purchasing these services separately. The number of transactions made in your account(s), as well as the commissions charged, if any, for each transaction, determines the relative cost of the Program versus paying for execution on a per transaction basis and paying a separate fee for advisory services. Fees paid for the Program may also be higher or lower than fees charged by other sponsors of comparable investment advisory programs.

Fee Discretion

Rose Capital Advisors, in its sole discretion, can negotiate a lesser fee based upon certain criteria, such as, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention and pro bono activities.

Withdrawal of Assets

You may withdraw account assets upon notice to our Firm, and subject to the usual and customary securities settlement procedures. However, we design our portfolios as long-term investments and asset withdrawals may impair the achievement of your specific investment objectives.

Termination of Advisory Relationship

You may terminate the Agreement upon written notice to our Firm. You will incur a pro rata charge for services rendered prior to the termination of the Agreement, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you are a client. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

Upon termination of the Program, the Financial Institution will deliver securities and funds held in the account per your instructions unless you request that the account be liquidated. After the Agreement has been terminated, transactions are processed at the prevailing brokerage rates/fees. You become responsible for monitoring your own assets and our Firm has no further obligation to act upon or to provide advice with respect to those assets.

Wrap Fee Program Disclosures

- The benefits under a wrap fee program depend, in part, upon the size of the Account, the management fee charged, and the number of transactions likely to be generated in the Account. For example, a wrap fee program may not be suitable for Accounts with little trading activity. In order to evaluate whether a wrap fee program is suitable for you, you should compare the Program Fee and any other costs of the Program with the amounts that would be charged by other advisers, broker-dealers, and custodians for advisory fees, brokerage and other execution costs, and custodial services comparable to those provided under the Program.
- In considering the Investment Programs described in this brochure, you should be aware that participating in a wrap fee program may cost more or less than the cost of purchasing advisory, brokerage, and custodial services separately from other advisers or broker-dealers.
- Our Firm and Associated Persons receive compensation as a result of your participation in the Program. This compensation may be more than the amount our Firm or the Associated Persons would receive if you paid separately for investment advice, brokerage, and other services. Accordingly, a conflict of interest exists because our Firm and our Associated Persons have a financial incentive to recommend the Program.
- Similar advisory services may be available from other registered investment advisers for lower

fees.

Additional Fees and Expenses

The Program Fee includes the cost of transaction-based pricing offered through the Financial Institutions that covers the costs associated with brokerage commissions for transactions executed through the Financial Institutions (or a broker-dealer designated by the Financial Institutions) or other selected broker-dealer/custodian, as described below under *Brokerage Practices*, and charges relating to the settlement, clearance, and some custody related fees.

The Program Fee does not include mark-ups and mark-downs, advisory fees charged by TPMMs, fees for trades executed away from the custodian ("trade-aways"), dealer spreads or other costs associated with the purchase or sale of securities, annual custodial maintenance fees, alternative investment network fees, cash management account fees, margin debit interest, interest, taxes, or other costs, such as national securities exchange fees, costs associated with exchanging currencies, wire transfer fees, or other fees required by law or imposed by third parties. Non-Platform TPMMs may have an additional non-platform related fees that we will pass along to you. Any trade generating a paper trade confirmation will be subject to a \$2.50 surcharge. Clients may opt out of paper trade confirmations by selecting electronic delivery with Pershing. Clients that wish to include assets held outside of Pershing to their reporting will be assessed a \$24 reporting fee per entry which is charge on an annual basis. The Account will be responsible for these additional fees and expenses.

You will note the total fee reflected on your custodial statement will represent the sum of Rose Capital Advisors' Program Fee and Platform Fee (if applicable). You should review such statements to determine the total amount of fees associated with your requisite investments, and you should review your investment management agreement with Rose Capital Advisors' to determine the investment management fee you pay to us.

The Wrap Program fees that you pay to our Firm for portfolio management services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. 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.

Mutual Fund Share Classes

Mutual funds are sold with different share classes, which carry different cost structures. Each available share class is described in the mutual fund's prospectus. When we purchase, or recommend the purchase of, mutual funds for a client, we select the share class that is deemed to be in the client's best interest, taking into consideration the availability of advisory, institutional or retirement plan share classes, initial and ongoing share class costs, transaction costs (if any), tax implications, cost basis and other factors. We also review the mutual funds held in accounts that come under our management to determine whether a more beneficial share class is available, considering cost, tax implications, and the impact of contingent deferred or sales charges.

Brokerage Practices

If you participate in the Program, you will be required to establish an account with an approved Financial Institution, as disclosed above, unless otherwise agreed to as indicated below. If you do not direct our Firm to execute transactions through certain Financial Institution, we reserve the right to not accept your account. Not all advisers require their clients to direct brokerage. Since you are required to use certain Financial Institution, we may be unable to achieve the most favorable execution of your transactions. We believe that the Financial Institutions recommended provide quality execution services based on several factors, including, but not limited to, the ability to provide professional services, reputation, experience and financial stability.

In limited circumstances, you may direct Rose Capital Advisors 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 Advisors will not seek better execution services or prices from other Financial Institutions. As a result, you may pay 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 Advisors 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, including the inability to implement the Program.

Current business practices of the broker-dealer/custodian(s) we use has led to the reduction or elimination of many transaction charges (commissions). Therefore, our commission costs for trading in certain types of securities within the wrap fee program have been reduced or eliminated which means we retain a larger portion of the advisory fee we charge you, depending on the types of securities transacted in your account. This presents a conflict of interest as we have not reduced our fees to you in conjunction with these savings. We have no way of predicting how the custodian will assess transaction costs in the future, and trading costs may be higher or lower. We believe our wrap fee is fair and reasonable based on the services we provide and the advice we deliver.

Research and Other Soft Dollar Benefits

We do not have any soft dollar arrangements.

Economic Benefits, Software and Support Provided by Financial Institutions

We may receive from Financial Institutions, without cost to our Firm, computer software and related systems support, which allows us to better monitor client accounts maintained at those Financial Institutions. We may receive the software and related support without cost because Rose Capital Advisors renders investment management services to clients that maintain assets at the Financial Institutions. The software and support are not provided in connection with securities transactions of clients (i.e., not "soft dollars"). The software and related systems support may benefit Rose Capital Advisors, but not its clients directly. In fulfilling its duties to its clients, we endeavor at all times to put the interests of our clients first. You should be aware, however, that Rose Capital Advisors' receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence our Firm's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support or services.

Additionally, we may receive the following benefits from Financial Institutions through their institutional divisions: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services institutional participants; access to aggregated trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information. Clients should be aware, however, that the receipt of economic benefits by Rose Capital Advisors or its related persons in and of itself creates a potential conflict of interest and will indirectly influence Rose Capital Advisors' recommendation of Financial Institutions for custody and brokerage services.

Your brokerage & custody costs

For our clients' accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging commissions or other fees on trades that it executes or that settle into Schwab accounts. Certain trades (for example, many mutual funds and ETFs) may not incur Schwab commissions or transaction fees. Schwab is also compensated by earning interest on the uninvested cash in your account in Schwab's Cash Features Program.

As Rose Capital Advisors absorbs certain transaction costs in wrap fee accounts, we have a financial incentive not to place transaction orders in those accounts since doing so increases its transaction costs. Thus, an incentive exists to place trades less frequently in a wrap fee arrangement. Schwab charges you a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer.

Schwab has eliminated commissions for online trades of equities, ETFs and options (subject to \$0.65 per contract fee). This means that, in most cases, when we buy and sell these types of securities, we will not have to pay any commissions to Schwab. We encourage you to review Schwab's pricing to compare the total costs of entering into a wrap fee arrangement versus a non-wrap fee arrangement. If you choose to enter into a wrap fee arrangement, your total cost to invest could exceed the cost of paying for brokerage and advisory services separately. To see what you would pay for transactions in a non-wrap account please refer to Schwab's most recent pricing schedules available at schwab.com/aspricingguide.

We are not required to select the broker or dealer that charges the lowest transaction cost, even if that broker provides execution quality comparable to other brokers or dealers.

Products and services available to us from Schwab

Schwab Advisor Services™ is Schwab's business serving independent investment advisory firms like us. They provide us and our clients with access to their institutional brokerage services (trading, custody, reporting, and related services), many of which are not typically available to Schwab retail customers. However, certain retail investors may be able to get institutional brokerage services from Schwab without going through us.

Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to us. Following is a more detailed description of Schwab's support services:

Services that benefit you. Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets.

The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

Services that do not directly benefit you. Schwab also makes available to us other products and services that benefit us but do not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts and operating our Firm. They include investment research, both Schwab's own and that of third parties. We use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements);
- Facilitate trade execution;
- Provide pricing and other market data; and
- Assist with back-office functions, recordkeeping, and client reporting.

Services that generally benefit only us. Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events;
- Consulting on technology and business needs; and
- Publications and conferences on practice management and business succession.

Schwab provides some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab also discounts or waives its fees for some of these services or pays all or a part of a third party's fees. Schwab also provides us with other benefits, such as occasional business entertainment of our personnel. If you did not maintain your account with Schwab, we would be required to pay for these services from our own resources.

Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services. The fact that we receive these benefits from Schwab is an incentive for us to recommend the use of Schwab rather than making such a decision based exclusively on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a conflict of interest. We believe, however, that taken in the aggregate, our recommendation of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How we select brokers/ custodians") and not Schwab's services that benefit only us.

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.

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.

Item 5 Account Requirements and Types of Clients

We provide investment advisory services through the Program to individuals, including high net worth individuals, trusts, estates, charitable organizations, corporations and business entities.

We do not impose a stated minimum fee or minimum portfolio value for starting and maintaining an investment management relationship. Certain third-party managers may, however, impose more restrictive account requirements and varying billing practices than Rose Capital Advisors. In these instances, we may alter our corresponding account requirements and/or billing practices to accommodate those of the third-party managers.

Certain legacy clients will have different fee schedules than what is disclosed in this Brochure.

Item 6 Portfolio Manager Selection and Evaluation

Clients' investment portfolios are managed either directly by Rose Capital Advisors or through the use of certain third-party money managers, as referenced above. Please refer to *Services, Fees, and Compensation* section for additional disclosures on costs associated with your participation in the Program.

Performance-Based Fees and Side-by-Side Management

We do not provide services for a performance-based fee through the Wrap Fee Program (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

Our Methods of Analysis and Investment Strategies

For accounts managed through the Program, we primarily allocate assets among various mutual funds, exchange traded funds, individual debt and equity securities, and options, as well as other Independent Managers. In addition, we may also recommend that clients who qualify as accredited investors, as defined under Rule 501 of the Securities Act of 1933, invest in private placement securities, which may include debt, equity and/or pooled investment vehicles (e.g., hedge funds). We also provide advice about any type of legacy position or investment otherwise held in its clients' portfolios.

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.

Use of Margin: While the use of margin borrowing can substantially improve returns, it may also increase overall portfolio risk. Margin transactions are generally effected using capital borrowed from a Financial Institution, which is secured by a client's holdings. Under certain circumstances, a lending Financial Institution may demand an increase in the underlying collateral. If the client is unable to provide the additional collateral, the Financial Institution may liquidate account assets to satisfy the client's outstanding obligations, which could have extremely adverse consequences. In addition, fluctuations in the amount of a client's borrowings and the corresponding interest rates may have a significant effect on the profitability and stability of a client's portfolio.

Use of Third-Party Money Managers: We recommend the use of sub-advisers or third-party money managers ("TPMMs") to certain clients. In these situations, Rose Capital Advisors continues to do ongoing due diligence of such managers, but such recommendations rely to a great extent on the TPMMs' ability to successfully implement their investment strategies. In addition, Rose Capital Advisors generally may not have the ability to supervise the TPMMs on a day-to-day basis. We will not perform quantitative or qualitative analysis of individual securities. Instead, we will advise you on how to allocate your assets among various classes of securities or TPMMs. When appropriate, based on your investment parameters, we rely on investment model portfolios and strategies developed by the TPMMs. We may replace/recommend replacing a TPMM if there is a significant deviation in characteristics or performance from the stated strategy and/or benchmark.

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.

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 intraday 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.

Private Investment Vehicles: Rose Capital 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.

Options Contracts: Options are complex securities that involve risks and are not suitable for everyone. Option trading can be speculative in nature and carry substantial risk of loss. It is generally recommended that you only invest in options with risk capital. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an underlying asset at a specific price on or before a certain date (the "expiration date"). The two types of options are calls and puts:

A call gives the holder the right to buy an asset at a certain price within a specific period of time. Calls are similar to having a long position on a stock. Buyers of calls hope that the stock will increase substantially before the option expires.

A put gives the holder the right to sell an asset at a certain price within a specific period of time. Puts are very similar to having a short position on a stock. Buyers of puts hope that the price of the stock will fall before the option expires. Selling options is more complicated and can be even riskier.

The option trading risks pertaining to options buyers are:

- Risk of losing your entire investment in a relatively short period of time.
- The risk of losing your entire investment increases if, as expiration nears, the stock is below the strike price of the call (for a call option) or if the stock is higher than the strike price of the put (for a put option).
- European style options which do not have secondary markets on which to sell the options prior to expiration can only realize its value upon expiration.
- Specific exercise provisions of a specific option contract may create risks.
- Regulatory agencies may impose exercise restrictions, which stops you from realizing value.

The option trading risks pertaining to options sellers are:

- Options sold may be exercised at any time before expiration.

- Covered Call traders forgo the right to profit when the underlying stock rises above the strike price of the call options sold and continues to risk a loss due to a decline in the underlying stock.
- Writers of Naked Calls risk unlimited losses if the underlying stock rises.
- Writers of Naked Puts risk losses if the underlying stock drops up to a maximum of the strike price multiplied by the numbers of contracts sold.
- Writers of naked positions run margin risks if the position goes into significant losses. Such risks may include liquidation by the broker.
- Writers of call options could lose more money than a short seller of that stock could on the same rise on that underlying stock. This is an example of how the leverage in options can work against the option trader.
- Writers of Naked Calls are obligated to deliver shares of the underlying stock if those call options are exercised.
- Call options can be exercised outside of market hours such that effective remedy actions cannot be performed by the writer of those options.
- Writers of stock options are obligated under the options that they sold even if a trading market is not available or that they are unable to perform a closing transaction.
- The value of the underlying stock may surge or ditch unexpectedly, leading to automatic exercises.

Other option trading risks are:

- The complexity of some option strategies is a significant risk on its own.
- Option trading exchanges or markets and option contracts themselves are open to changes at all times.
- Options markets have the right to halt the trading of any options, thus preventing investors from realizing value.
- Risk of erroneous reporting of exercise value.
- If an options brokerage firm goes insolvent, investors trading through that firm may be affected.
- Internationally traded options have special risks due to timing across borders.

Risks that are not specific to options trading include market risk, sector risk and individual stock risk. Option trading risks are closely related to stock risks, as stock options are a derivative of stocks.

Risk Disclosure (Type of Investments) – Digital Assets: We may invest client accounts in and/or advise clients on the purchase of virtual currencies, crypto-currencies, and digital coins and/or tokens ("Digital Assets"). This advice or investment may be in actual digital coins/tokens/currencies or via investment vehicles such as exchange traded funds (ETFs) or separately managed accounts (SMAs). The investment characteristics of Digital Assets generally differ from those of traditional securities, currencies, commodities (ex. Gold or Silver). Digital Assets are not backed by a central bank or a national, international organization, any hard assets, human capital, or other form of credit. Rather, Digital Assets are market-based: a Digital Asset's value is determined by (and fluctuates often, according to) supply and demand factors, its adoption in the traditional commerce channels, and/or the value that various market participants place on it through their mutual agreement or transactions.

- Price Volatility of Digital Assets – A principal risk in trading Digital Assets is the rapid fluctuation of market price. The value of client portfolios relates in part to the value of the Digital Assets held in the client portfolio and fluctuations in the price of Digital Assets could adversely affect the value of a client's portfolio. There is no guarantee that a client will be able to achieve a better than average market price for Digital Assets or will purchase Digital Assets at the most favorable price available. The price of Digital Assets achieved by a client may be affected generally by a wide variety of complex factors such as supply and demand; availability and

access to Digital Asset service providers (such as payment processors), exchanges, miners or other Digital Asset users and market participants; perceived or actual security vulnerability; and traditional risk factors including inflation levels; fiscal policy; interest rates; and political, natural and economic events.

- **Digital Asset Service Providers** – Service providers that support Digital Assets and the Digital Asset marketplace(s) may not be subject to the same regulatory and professional oversight as traditional securities service providers. Further, there is no assurance that the availability of and access to virtual currency service providers will not be negatively affected by government regulation or supply and demand of Digital Assets. Accordingly, companies or financial institutions that currently support virtual currency may not do so in the future.
- **Custody of Digital Assets** – Under the Advisers Act, SEC registered investment advisers are required to hold securities with "qualified custodians," among other requirements. Certain Digital Assets may be deemed to be securities. Many Digital Assets do not currently fall under the SEC definition of security and therefore many of the companies providing Digital Assets custodial services fall outside of the SEC's definition of "qualified custodian". Accordingly, clients seeking to purchase actual digital coins/tokens/currencies may need to use nonqualified custodians to hold all or a portion of their Digital Assets.
- **Government Oversight of Digital Assets** – Regulatory agencies and/or the constructs responsible for oversight of Digital Assets or a Digital Asset network may not be fully developed and subject to change. Regulators may adopt laws, regulations, policies or rules directly or indirectly affecting Digital Assets their treatment, transacting, custody, and valuation.
- **Custody** – For Clients invested through the Eaglebrook SMA platform, the digital assets are custodied at Gemini Trust Company, LLC ("Gemini"). Client account data and asset values reported through the client portal will come directly from the client's individually titled accounts at Gemini. Gemini's offline storage systems use multi-signature technology, role-based governance protocols, and multiple layers of biometric access controls and physical security to safeguard customer assets. Gemini employs mandatory whitelisting which enhances account-level security. The custody infrastructure at Gemini's geographically distributed, 24/7 access-controlled secured facilities is designed so that it cannot be accessed by anyone without the proper credentials. The hardware security modules ("HSMs") storing private keys are never connected to the internet and are kept air-gapped inside safes in locked cages. Gemini's HSMs have achieved the highest levels of the U.S. government's security ratings.

Proxy Voting

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 certain instances, TPMMs may reserve the right to vote proxies on your behalf. Please refer to the TPMM's ADV Brochure for additional information related to their proxy voting policy.

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 7 Client Information Provided to Portfolio Managers

In this Item, we are required to describe the type and frequency of the information it communicates to the third-party money managers, if any, managing its clients' investment portfolios. Clients participating in the Program generally grant Rose Capital Advisors the authority to discuss certain non-public information with the third-party money managers engaged to manage their accounts. Depending upon the specific arrangement, the Firm may be authorized to disclose various personal information including, without limitation: names, phone numbers, addresses, social security numbers, tax identification numbers and account numbers. We may also share certain information related to its clients' financial positions and investment objectives in an effort to ensure that the third-party money managers' investment decisions remain aligned with its clients' best interests. This information is communicated on an initial and ongoing basis, or as otherwise necessary to the management of its clients' portfolios.

Item 8 Client Contact with Portfolio Managers

There are no restrictions on your ability to correspond with us. You can generally contact the third-party money manager managing your portfolio(s), if any, through our Firm by contacting us directly by calling the number on the Cover Page of this Brochure.

Item 9 Additional Information

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 management.

Other Financial Industry Activities and Affiliations

Registered Representatives of a Broker-Dealer

Certain of the Firm's Supervised Persons are registered representatives of Saxony Securities, Inc. ("Saxony Securities") and provide clients with securities brokerage services under a separate commission-based arrangement. A conflict of interest exists to the extent that Rose Capital Advisors recommends the purchase of a security and its Supervised Person receives a portion of the commissions paid to Saxony Securities. We have procedures in place to ensure that all recommendations are made in the best interests of clients regardless of any additional compensation earned. For accounts covered by ERISA (and such others that Rose Capital Advisors, in our sole discretion, deems appropriate), the Firm provides investment advisory services on a fee offset basis. In this scenario, we may offset its fees by an amount equal to the aggregate commissions and 12b-1 fees earned by the Firm's Supervised Persons in their capacities as registered representatives of Saxony Securities.

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.

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 may recommend that you use a third party 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).

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 Advisors 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.

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.

Aggregated Trading

Our Firm or persons associated with our Firm may buy or sell securities for you at the same time we or persons associated with our Firm buy or sell such securities for our own account. We may also combine our orders to purchase securities with your orders to purchase securities ("aggregated trading"). 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.

Account Reviews

Michael J. Rose, Managing Member and Chief Compliance Officer, or one of Rose Capital Advisors' investment adviser representatives, will monitor your accounts on an ongoing basis and will conduct account reviews at least annually to ensure the advisory services provided to you are consistent with your investment needs and objectives. We will reach out to annually to schedule a review with you. All investment management clients are encouraged to discuss their needs, goals and objectives with our Firm and to keep us informed of any changes thereto. We will contact you at least annually to review your previous services and/or recommendations and to discuss the impact resulting from any changes in your financial situation and/or investment objectives.

Account Statements and Reports

You are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where your assets are custodied. From time-to-time or as otherwise requested, you may also receive written or electronic reports from Rose Capital Advisors and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Reports provided by the Firm or an outside-service provider, may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. Accordingly, you should compare the account statements you receive from your custodian with those you receive from our Firm or an outside service provider.

Client Referrals

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.

Aggregated Trades

Transactions for each client account generally will be effected independently, unless we decide to purchase or sell the same securities for several clients at approximately the same time. We may (but are not obligated to) combine or "batch" such orders to obtain best execution, negotiate more favorable commission rates, or allocate equitably among our clients' differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among our clients in proportion to the purchase and sale orders placed for each client account on any given day. Participants in this Program will not pay any portion of the transaction costs in addition to the Program Fee, unless otherwise stated under the *Services, Fees and Compensation* section. Accounts owned by our Firm or persons associated with our Firm may participate in aggregated trading with your accounts; however, they will not be given preferential treatment.

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.

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.

Item 10 Requirements for State-Registered Advisers

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