

**FORM ADV PART 2A
DISCLOSURE BROCHURE**



**PALADIN
CAPITAL**

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This brochure provides information about the qualifications and business practices of Paladin Capital, LLC. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 651-842-8406. 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 Paladin Capital, LLC CRD (#288037) is available on the SEC's website at www.adviserinfo.sec.gov

MARCH 5, 2024

Item 2: Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

This update is in accordance with the required annual update for Investment Advisors. Since the last filing of this brochure on September 26, 2023, the following changes have occurred:

- Item 4 to update the assets under management for the firm.
-

Full Brochure Available

This Firm Brochure being delivered is the complete brochure for the Firm.

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Item 4: Advisory Business

Firm Description

Paladin Capital, LLC ("PC") was founded in 2017. Jeffrey Foley is majority owner and Managing Member.

PC is a fee based financial planning and investment management firm.

PC does not act as a custodian of client assets.

An evaluation of each client's initial situation is provided to the client, often in the form of a net worth statement, risk analysis or similar document. Periodic reviews are also communicated to provide reminders of the specific courses of action that need to be taken. More frequent reviews occur but are not necessarily communicated to the client unless immediate changes are recommended.

Other professionals (e.g., lawyers, accountants, tax preparers, insurance agents, etc.) are engaged directly by the client on an as-needed basis and may charge fees of their own. Conflicts of interest will be disclosed to the client in the event they should occur.

Types of Advisory Services

ASSET MANAGEMENT

CO-ADVISOR

PC has entered into a Co-Advisor relationship with Gradient Investments, LLC (GI). PC will provide information to each client regarding the services offered by GI as the portfolio manager. PC will assist the Client to determine the appropriate model selection based on the Client's investment objectives and risk tolerance. PC will have full discretion on an ongoing basis to select suitable models to maintain client's risk tolerance. PC will share in the management fees charged by GI as described in Item 5 of this brochure.

CLIENT DIRECTED ACCOUNTS

PC will assist in the opening, closing and transferring of accounts. PC will not have discretion at any time on these accounts. The Client is responsible for the assets held within the accounts and their values which could increase or decrease (potential loss of principal). PC will not execute trades in client directed accounts unless direction is initiated by the Client. PC will not provide performance reporting on these accounts and can furnish third party analysis reports per the client's request. Similar services may be available through other sources for a lower fee.

ERISA PLAN SERVICES

PC provides services to qualified and non-qualified retirement plans including 401(k) plans, 403(b) plans, pension and profit sharing plans, cash balance plans, and deferred compensation plans. PC will act as a 3(21) advisor:

Limited Scope ERISA 3(21) Fiduciary. PC typically acts as a limited scope ERISA 3(21) fiduciary that can advise, help and assist plan sponsors with their investment decisions on a non-discretionary basis. As an investment advisor, PC has a fiduciary duty to act in the best interest of the client. The plan sponsor is still ultimately responsible for the decisions made in their plan, though using PC can help the plan sponsor delegate liability by following a diligent process.

1. Fiduciary Services are:

- Provide non-discretionary investment advice to the Client about asset classes and investment alternatives available for the Plan in accordance with the Plan's investment policies and objectives. Client will make the final decision regarding the initial selection, retention, removal and addition of investment options.
- Assist the Client in the development of an investment policy statement ("IPS"). The IPS establishes the investment policies and objectives for the Plan. Client shall have the ultimate responsibility and authority to establish such policies and objectives and to adopt and amend the IPS.
- Provide non-discretionary investment advice to the Plan Sponsor with respect to the selection of a qualified default investment alternative for participants who are automatically enrolled in the Plan or who have otherwise failed to make investment elections. The Client retains the sole responsibility to provide all notices to the Plan participants required under ERISA Section 404(c) (5) and 404(a)-5.

2. Non-fiduciary Services are:

- Assist in the education of Plan participants about general investment information and the investment alternatives available to them under the Plan. Client understands Advisor's assistance in education of the Plan participants shall be consistent with and within the scope of the Department of Labor's definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, Advisor is not providing fiduciary advice as defined by ERISA 3(21)(A)(ii) to the Plan participants. Advisor will not provide investment advice concerning the prudence of any investment option or combination of investment options for a particular participant or beneficiary under the Plan.
- Assist in monitoring investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformance to the guidelines set forth in the IPS and make recommendations to maintain, remove or replace investment options.
- Assist in the group enrollment meetings designed to increase retirement plan participation among the employees and investment and financial understanding by the employees.
- Meet with Client on a periodic basis to discuss the reports and the investment recommendations.

PC may provide these services or, alternatively, may arrange for the Plan's other providers to offer these services, as agreed upon between PC and Client.

3. PC has no responsibility to provide services related to the following types of assets ("Excluded Assets"):

1. Employer securities;
2. Real estate (except for real estate funds or publicly traded REITs);
3. Stock brokerage accounts or mutual fund windows;
4. Participant loans;
5. Non-publicly traded partnership interests;

6. Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
7. Other hard-to-value or illiquid securities or property.

Excluded Assets will **not** be included in the calculation of Fees paid to Advisor under this Agreement.

Specific services will be outlined in detail to each plan in the 408(b)2 disclosure.

FINANCIAL PLANNING AND CONSULTING

If financial planning services are applicable, the client will compensate PC on an hourly fee basis or fixed fee basis described in detail under the “Fees and Compensation” section of this brochure. Services include but are not limited to a thorough review of all applicable topics including Wills, Estate Plan/Trusts, Investments, Taxes, and Insurance. If a conflict of interest exists between the interests of the investment advisor and the interests of the client, the client is under no obligation to act upon the investment advisor’s recommendation. If the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through PC. Financial plans will be completed and delivered inside of ninety (90) days.

REFERRAL ARRANGEMENT – (Legacy Clients Only)

When deemed appropriate for the client, we may recommend that clients utilize the services of a Third Party Manager (“TPM”) to manage a portion of, or your entire portfolio. All TPMs that we recommend must either be registered as investment advisers with the Securities and Exchange Commission or with the appropriate state authority(ies).

After gathering information about your financial situation and objectives, an Associated Person of our firm will make recommendations regarding the suitability of a TPM or investment style based on, but not limited to, your financial needs, investment goals, tolerance for risk, and investment objectives. Upon selection of a TPM(s), we will monitor the performance of the TPM(s) to ensure their performance and investment style remains aligned with your investment goals and objectives.

In such circumstances, we receive referral fees from the TPM. We act as the liaison between the client and the TPM in return for an ongoing portion of the advisory fees charged by the TPM. We help the client complete the necessary paperwork of the TPM, provide ongoing services to the client, will provide the TPM with any changes in client status as provided to us by the client and review the quarterly statements provided by the TPM. We will deliver the Form ADV Part 2, Privacy Notice and the Disclosure Statement of the TPM. Clients placed with TPMs will be billed in accordance with the TPM’s Fee Schedule which will be disclosed to the client prior to signing an agreement. This is detailed in Item 10 of this brochure.

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each client are documented in our client files. Investment strategies are created that reflect the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without written client consent.

Wrap Fee Programs

PC does not sponsor any wrap fee programs.

Client Assets Under Management

Discretionary AUM:	Non-Discretionary AUM:	Date Calculated:
\$2,975,271	\$0	December 31, 2023

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule**ASSET MANAGEMENT****Gradient Investments Co-Advisor Fees**

PC has entered into a Co-Advisor Agreement with Gradient Investments, LLC ("GI"). GI is a Registered Investment Advisor registered with the Securities and Exchange Commission that provides investment portfolio advice and supervisory services.

GI offers an actively managed program of mutual fund and stock portfolios. The fee will be disclosed to the Client in the Investment Advisory Agreement and are negotiable. The Client's fee for these services will be based on a percentage of assets under management as follows:

STRATEGIC – TACTICAL – ALLOCATION PORTFOLIOS			
	Annual Fee	GI	PC
All Assets	1.50%	0.50%	1.00%

PRESERVATION PORTFOLIOS			
	Annual Fee	GI	PC
All Assets	1.00%	0.40%	0.60%

These are flat fee schedules, the entire portfolio is charged the same asset management fee.

Example:

Portfolio	Calculation	Quarterly Fee
Strategic – Tactical – Allocation Portfolios	$(\$750,000 \times 1.50\%) \times (91/365)$	\$2,804.79
Preservation Portfolios	$(\$750,000 \times 1.0\%) \times (91/365)$	\$1,869.86

Fee Calculation: (Quarter End Value x Annual Fee %) x (Days in Quarter/Days in Year) + \$15 Quarterly Service Fee*

* The \$15 Quarterly Service Fee is the technology fee charged per account or investment strategy for performance and other reporting. This fee is disclosed in our ADV Part 2A (Item 5: Fees and Compensation) and in our Investment Proposal and Contract (Schedule D: Schedule of Fees).

The above fees are negotiable. Fees are assessed quarterly in arrears based on the amount of the assets managed as of the end of the previous quarter. All management fees are withdrawn from the Client's account unless otherwise noted. GI will receive written authorization from the Client to deduct advisory fees from their account held by a qualified custodian. GI will pay PC their share of the fees. PC does not have access to deduct Client fees. Clients may terminate their account within five (5) business days of signing the

investment advisory agreement without penalty or obligation. For terminations after the initial five business days, GI will be entitled to a pro-rata fee for the days service was provided in the final quarter. GI will pay PC their portion of the final fee.

CLIENT DIRECTED ACCOUNTS

PC does not charge a fee for client directed accounts.

ERISA PLAN SERVICES

The annual fees are based on the market value of the Included Assets and will not exceed 1%. Fees are charged either quarterly or monthly and in arrears or advance, depending on the plan. Fees are based on the assets as calculated by the custodian or record keeper of the Included Assets (without adjustments for anticipated withdrawals by Plan participants or other anticipated or scheduled transfers or distribution of assets) on the balance as of the last day of the previous billing cycle. If the services to be provided start any time other than the first day of a billing cycle, the fee will be prorated based on the number of days remaining in the cycle. If this Agreement is terminated prior to the end of the fee period, PC shall be entitled to a prorated fee based on the number of days during the fee period services were provided, or Client will be entitled to a pro rata refund.

The compensation of PC for the services is described in detail in Schedule A of the ERISA Plan Agreement. The Plan is obligated to pay the fees, however the Plan Sponsor may elect to pay the fees. Client may elect to be billed directly or have fees deducted from Plan Assets. PC does not expect to receive any additional compensation, directly or indirectly, for its services under this Agreement.

FINANCIAL PLANNING and CONSULTING

PC charges either an hourly fee or fixed fees for financial planning. Prior to the planning process the client will be provided an estimated plan fee. The services include but are not limited to a thorough review of all applicable topics including Wills, Estate Plan/Trusts, Investments, Taxes, and Insurance. Client will pay the fee at the signing of the agreement. Services are completed and delivered inside of ninety (90) days. Client may cancel within five (5) days of signing the Agreement for a full refund. If the client cancels after five (5) days, any unearned fees will be refunded to the client.

HOURLY FEES

Financial Planning Services are offered based on an hourly fee of \$350 per hour.

FIXED FEES

Financial Planning Services are offered based on a fixed fee between \$500 and \$25,000.

REFERRAL FEES – (Legacy Assets Only)

PC may at times use the services of third party money managers and receive a referral fee for referring clients. PC will be paid a portion of the advisory fee paid to the third party money manager. The client will not pay additional advisory fees to the third party money manager for these services.

PC currently has a referral arrangement with Gradient Investments, LLC (“GI”). The fees associated with this money manager are as follows:

Fee Schedule per Account: Strategic - Tactical - Allocation Portfolios			
Assets Valuation	Maximum Annual Advisory Fee	GI Retention	PC Retention

All Assets	1.50%	.50%	1.00%
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Fee Schedule per Account: Preservation Portfolios			
Assets Valuation	Maximum Annual Advisory Fee	GI Retention	PC Retention
All Values	1.00%	.40%	.60%

Fee Schedule per Account: Client Directed Accounts			
Assets Valuation	Maximum Annual Advisory Fee*	GI Retention	PC Retention
All Assets	\$300	\$300	\$0

For Client Directed Accounts (CDA), GI will assist in the opening, closing and transferring of accounts. GI will not have discretion at any time on these accounts. Client is solely responsible for the assets held within the accounts and their values which could increase or decrease (potential loss of principal). GI will not execute trades in CDA accounts. GI exceptions will be made for withdrawals to client or assets transferred into a GI managed portfolio. GI will also provide performance reporting on these accounts and can furnish 3rd party analysis reports per the client's request. Similar services may be available through other sources for a lower fee.

These are flat fee schedules, the entire portfolio is charged the same asset management fee.

Example:

Portfolio	Calculation	Quarterly Fee
Strategic-Tactical-Allocation Portfolios	$(\$750,000 * 1.50\%) * (91/365)$	\$2,804.79
Preservation Portfolio	$(\$750,000 * 1.00\%) * (91/365)$	\$1,869.86

Fee Calculation: (Quarter End Value x Annual Fee %) x (Days in Quarter/Days in Year)
+ **\$15 Quarterly Service Fee***

* The \$15 Quarterly Service Fee is the technology fee charged per account or investment strategy for performance and other reporting. This fee is disclosed in our ADV Part 2A (Item 5: Fees and Compensation) and in our Investment Proposal and Contract (Schedule D: Schedule of Fees).

The above fees are negotiable. Fees are assessed quarterly in arrears based on the amount of the assets managed as of the end of the previous quarter. All management fees are withdrawn from the Client's account unless otherwise noted. GI will receive written authorization from the Client to deduct advisory fees from their account held by a qualified custodian. GI will pay PC their share of the fees. PC does not have access to deduct Client fees. Clients may terminate their account within five (5) business days of signing the investment advisory agreement without penalty or obligation. For terminations after the initial five business days, GI will be entitled to a pro-rata fee for the days service was provided in the final quarter. GI will pay PC their portion of the final fee.

Client Payment of Fees

Asset management fees will be deducted by the custodian from the client account.

ERISA fees will be billed according to the ERISA agreement and either deducted from Plan assets or paid directly by the Plan Sponsor.

Fees for financial plans are payable direct to PC by check or credit card.

Fees for asset management services provided by TPM are deducted from a designated Client account by TPM to facilitate billing. The Client must consent in advance to direct debiting of their investment account.

Additional Client Fees Charged

Custodians may charge transaction fees on purchases or sales of certain mutual funds, equities, and exchange-traded funds. These charges may include Mutual Fund transactions fees, postage and handling and miscellaneous fees.

PC, in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

For more details on brokerage practices, see Item 12 of this brochure.

Prepayment of Client Fees

Financial planning clients will be billed at the signing of the agreement.

Some ERISA plans may be billed in advance.

If the client cancels after five (5) days, any unearned fees will be refunded to the client.

External Compensation for the Sale of Securities to Clients

PC does not receive any external compensation for the sale of securities to clients, but investment advisor representatives of PC may receive commissions for the sale of securities as registered representatives of unaffiliated broker dealers. This represents a conflict of interest because it gives an incentive to recommend products and services based on the commission and/or fee amount received. This conflict is mitigated by disclosures, procedures, and the firm's fiduciary obligation to place the best interest of the client first and the clients are not required to purchase any products or services. Clients have the option to purchase these products or services through another insurance agent or broker dealer of their choosing.

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

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

PC does not use a performance-based fee structure because of the conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Item 7: Types of Clients

Description

PC generally provides investment advice to individuals, pension and profit sharing plans, trusts, estates, or charitable organizations, corporations or business entities.

Client relationships vary in scope and length of service.

Account Minimums

PC does not require a minimum to open an account, but some third party money managers may have minimums which would be disclosed in the documents provided by the third party money manager.

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

Methods of Analysis

TPMs utilized by PC may use various methods of analysis to determine the proper strategy for the Client referred and these will be disclosed in the TPM's Form ADV Part 2. Investing in securities involves risk of loss that Clients should be prepared to bear. Past performance is not a guarantee of future returns. Other strategies utilized by TPMs may include long-term purchases, short-term purchases, trading, and option writing (including covered options, uncovered options or spreading strategies).

Investment Strategy

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes a client profile form or similar form that documents their objectives and their desired investment strategy.

Security Specific Material Risks

All investment programs have certain risks that are borne by the investor. Fundamental analysis may involve interest rate risk, market risk, business risk, and financial risk. Risks involved in technical analysis are inflation risk, reinvestment risk, and market risk. Cyclical analysis involves inflation risk, market risk, and currency risk.

Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with PC:

- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Market Risk:* The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- *Inflation Risk:* When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Business Risk:* These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding

oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Financial Risk:* Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- *Long-term purchases:* Long-term investments are those vehicles purchased with the intention of being held for more than one year. Typically, the expectation of the investment is to increase in value so that it can eventually be sold for a profit. In addition, there may be an expectation for the investment to provide income. One of the biggest risks associated with long-term investments is volatility, the fluctuations in the financial markets that can cause investments to lose value.
- *Short-term purchases:* Short-term investments are typically held for one year or less. Generally, there is not a high expectation for a return or an increase in value. Typically, short-term investments are purchased for the relatively greater degree of principal protection they are designed to provide. Short-term investment vehicles may be subject to purchasing power risk — the risk that your investment's return will not keep up with inflation.
- *Trading risk:* Investing involves risk, including possible loss of principal. There is no assurance that the investment objective of any fund or investment will be achieved.
- *Options Trading:* The risks involved with trading options are that they are very time sensitive investments. An options contract is generally a few months. The buyer of an option could lose his or her entire investment even with a correct prediction about the direction and magnitude of a particular price change if the price change does not occur in the relevant time period (i.e., before the option expires). Additionally, options are less tangible than some other investments. An option is a "book-entry" only investment without a paper certificate of ownership.

Item 9: Disciplinary Information

Criminal or Civil Actions

Neither PC, nor its management have been involved in any criminal or civil action.

Administrative Enforcement Proceedings

Neither PC, nor its management have been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

Neither PC, nor its management have been involved in legal or disciplinary events related to past or present investment clients.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

Affiliated representatives of PC may also be registered representatives of a broker-dealer. The outside business activity for each investment advisor representative is disclosed in their Form ADV Part 2B supplement to this brochure.

Futures or Commodity Registration

Neither PC nor its employees are registered or has an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

Managing Member Jeffrey Foley is also owner and a licensed insurance agent of Paladin Insurance, LLC. Approximately 19% of Mr. Foley's time is spent in this practice. Mr. Foley is also owner and investment advisor representative of Paladin Wealth, LLC, an affiliated company. Approximately 62% of his time is spent on these activities. Mr. Foley is also a registered representative of Gradient Securities, LLC, a broker dealer. Approximately 3% of his time is spent on these activities. From time to time, he will offer clients products and/or services from these activities.

This represents a conflict of interest because it gives an incentive to recommend products and services based on the commission and/or fee amount received. This conflict is mitigated by disclosures, procedures, and the firm's fiduciary obligation to place the best interest of the client first and the clients are not required to purchase any products or services. Clients have the option to purchase these products or services through another insurance agent, broker dealer, or registered investment advisor of their choosing.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

PC at times utilizes the services of Third Party Money Managers to manage client accounts. In such circumstances, PC will share in the fees from the Third Party Manager. This situation creates a conflict of interest. However, when referring clients to a third party money manager, the client's best interest will be the main determining factor of PC. These fees do not include brokerage fees that may be assessed by the custodial broker dealer. For more details see Items 4 and 5 of this brochure.

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

Code of Ethics Description

The employees of PC have committed to a Code of Ethics ("Code"). The purpose of our Code is to set forth standards of conduct expected of PC employees and addresses conflicts that may arise. The Code defines acceptable behavior for employees of PC. The Code reflects PC and its supervised persons' responsibility to act in the best interest of their client.

One area which the Code addresses is when employees buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our clients. We do not allow any employees to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our clients.

PC's policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other employee, officer or director of PC may recommend any transaction in a security or its derivative to advisory clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

PC's Code is based on the guiding principle that the interests of the client are our top priority. PC's officers, directors, advisors, and other employees have a fiduciary duty to our clients and must diligently perform that duty to maintain the complete trust and confidence of our clients. When a conflict arises, it is our obligation to put the client's interests over the interests of either employees or the company.

The Code applies to "access" persons. "Access" persons are employees who have access to non-public information regarding any clients' purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to clients, or who have access to such recommendations that are non-public.

The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

PC and its employees do not recommend to clients securities in which we have a material financial interest.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

PC and its employees may buy or sell securities that are also held by clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide PC with copies of their brokerage statements.

The Chief Compliance Officer of PC is Jeffrey Foley. He reviews all employee trades monthly. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the firm receive preferential treatment over employee transactions.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

PC does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist. However, employees may buy or sell securities at the same time they buy or sell securities for clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide PC with copies of their brokerage statements.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

PC will require the use of a particular broker-dealer based on their duty to seek best execution for the client, meaning they have an obligation to obtain the most favorable terms for a client under the circumstances. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is affected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. PC will select appropriate brokers based on a number of factors including but not limited to their relatively low transaction fees and reporting ability. PC relies on its broker to provide its execution services at the best prices available. Lower fees for comparable services may be available from other sources. Clients pay for any and all custodial fees in addition to the advisory fee charged by PC. PC does not receive any portion of the trading fees.

PC will require the use of Charles Schwab & Co., Inc.

- *Directed Brokerage*
PC does not allow directed brokerage accounts.
- *Best Execution*
Investment advisors who manage or supervise client portfolios have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is effected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. The firm does not receive any portion of the trading fees..
- *Soft Dollar Arrangements*
The Securities and Exchange Commission defines soft dollar practices as arrangements under which products or services other than execution services are obtained by PC from or through a broker-dealer in exchange for directing client transactions to the broker-dealer. PC does not have any soft dollar arrangements.

Aggregating Securities Transactions for Client Accounts

PC does not aggregate trades.

Item 13: Review of Accounts

Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

Account reviews are performed quarterly by Jeffrey Foley, Chief Compliance Officer of PC. Account reviews are performed more frequently when market conditions dictate. Financial

Plans are considered complete when recommendations are delivered to the client and a review is done only upon request of client.

Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger a review of clients' accounts are changes in the tax laws, new investment information, and changes in a client's own situation.

Content of Client Provided Reports and Frequency

Clients receive written account statements no less than quarterly for managed accounts. Account statements are issued by the third party money manager's custodian. Client receives confirmations of each transaction in account from the Custodian and an additional statement during any month in which a transaction occurs.

Item 14: Client Referrals and Other Compensation

Economic benefits provided to the Advisory Firm from External Sources and Conflicts of Interest

PC receives a portion of the annual management fees collected by the Third Party Money Managers to whom PC refers clients.

This situation creates a conflict of interest because PC and/or its Investment Advisor Representative have an incentive to decide what Third Party Money Managers to use because of the higher referral fees to be received by PC. However, when referring clients to a third party money manager, the client's best interest will be the main determining factor of PC.

PC's investment advisor representatives may receive certain benefits from Gradient Investments, LLC (and/or its affiliated companies) based on achieving certain production thresholds. These thresholds are not based on the sale of any specific product or specific product type. These incentives include marketing assistance, access to technology, office support, and business trainings and trips. While some of these benefit the client, such as technology and training, some do not. This creates a conflict of interest because it gives an incentive to the representative to meet this threshold. This conflict is mitigated by disclosures, procedures and the firm's fiduciary obligation to place the best interest of the Client first. Clients are not required to use Gradient Investments, LLC or any of its affiliated companies.

Advisory Firm Payments for Client Referrals

PC does not compensate for client referrals.

Item 15: Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly.

PC is deemed to have constructive custody solely because advisory fees are directly deducted from client's accounts by the custodian on behalf of PC.

Item 16: Investment Discretion

Discretionary Authority for Trading

If applicable, Client will authorize PC discretionary authority, via the advisory agreement, to determine, without obtaining specific Client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. If applicable, Client will authorize PC discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement. If, however, consent for discretion is not given, PC will obtain prior Client approval before executing each transaction.

PC allows Client's to place certain restrictions, as outlined in the Client's Investment Policy Statement or similar document. Such restrictions could include only allowing purchases of socially conscious investments. These restrictions must be provided to PC in writing.

The client approves the custodian to be used and the commission rates paid to the custodian. PC does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Item 17: Voting Client Securities

Proxy Votes

PC does not vote proxies on securities. Clients are expected to vote their own proxies. The client will receive their proxies directly from the custodian of their account or from a transfer agent.

When assistance on voting proxies is requested, PC will provide recommendations to the client. If a conflict of interest exists, it will be disclosed to the client.

Item 18: Financial Information

Balance Sheet

A balance sheet is not required to be provided because PC does not serve as a custodian for client funds or securities and PC does not require prepayment of fees of more than \$1,200 per client and six months or more in advance.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

PC has no condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

Bankruptcy Petitions during the Past Ten Years

Neither PC nor its management has had any bankruptcy petitions in the last ten years.

Item 1 Cover Page

SUPERVISED PERSON BROCHURE
FORM ADV PART 2B

Jeffrey Foley, CFP®, MSM



PALADIN
CAPITAL

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This brochure supplement provides information about Jeff Foley and supplements Paladin Capital, LLC's brochure. You should have received a copy of that brochure. Please contact Jeff Foley if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about Jeff Foley (CRD #4237174) is available on the SEC's website at www.adviserinfo.sec.gov.

MARCH 5, 2024

Brochure Supplement (Part 2B of Form ADV)

Supervised Person Brochure

Principal Executive Officer

Jeffrey Foley, CFP®, MSM

- Year of birth: 1975

Jeffrey Foley brings over 25 years of financial services experience in the investment and insurance industries. Jeff was co-founder and President of a FINRA-registered broker/dealer and SEC-registered investment advisor where he worked directly with clients and provided practice management guidance to the firm's representatives. He also performed investment analysis and ensured the firm's compliance with state and federal regulatory requirements. In the insurance industry, he worked with a leading national marketing organization where he served as Vice President of Marketing. He earned his Master's of Science in Management from the American College and graduated with honors from Bethany College. Over the course of his career, Jeff has attained his Series 6, 7, 24, 53, 63 and 66 registrations as well as the CFP® designation. He also holds his Life and Health license in numerous states.

Item 2 Educational Background and Business Experience

Educational Background:

- Certified Financial Planner (CFP®), CFP® Board; 2013
- The American College; Masters of Science in Management; 2008
- Bethany College; BA, Business Management; 1997

Professional Certifications:

Employees have earned certifications and credentials that are required to be explained in further detail.

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the "CFP® marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board").

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;

- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board's *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients. CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Business Experience:

- Paladin Capital, LLC; Managing Member/Investment Advisor Representative; 3/2017-Present
- Paladin Insurance, LLC; Managing Member/Insurance Agent; 06/2017-Present
- Paladin Wealth, LLC; Managing Member/Investment Advisor Representative; 03/2017-Present
- Gradient Securities, LLC; Registered Representative; 03/2016-Present
- Gradient Investments, LLC; Solicitor; 02/2022-05/2022
- Sole Proprietor; Independent Insurance Agent; 04/2000-05/2017
- Gradient Securities, LLC; Investment Advisor Representative; 03/2016-06/2017
- Gradient Securities, LLC; President; 06/2009-06/2017
- Gradient Advisors, LLC; Elected Manager; 02/2010-04/2015
- Gradient Tax, LLC; President; 10/2008-11/2013
- Gradient Insurance Brokerage, Inc.; Senior Vice President; 10/2008-07/2009
- Gradient Investments, LLC; CCO; 10/2008-02/20010
- Old Mutual Financial Network Securities; Principal; 04/2007-08/2008
- Old Mutual Financial Network; AVP, BD & Marketing Relations; 04/2006- 08/2008
- Insurance Formology; President; 2005-2006

Item 3 Disciplinary Information

Criminal or Civil Action: None to report.

Administrative Proceeding: None to report.

Self-Regulatory Proceeding: None to report.

Item 4 Other Business Activities

Managing Member Jeffrey Foley is also owner and a licensed insurance agent of Paladin Insurance, LLC. Approximately 19% of Mr. Foley's time is spent in this practice. Mr. Foley is also owner and investment advisor representative of Paladin Wealth, LLC, an affiliated company. Approximately 62% of his time is spent on these activities. Mr. Foley is also a registered representative of Gradient Securities, LLC, a broker dealer. Approximately 3% of his time is spent on these activities. From time to time, he will offer clients products and/or services from these activities.

This represents a conflict of interest because it gives an incentive to recommend products and services based on the commission and/or fee amount received. This conflict is mitigated by disclosures, procedures, and the firm's fiduciary obligation to place the best interest of the client first and the clients are not required to purchase any products or services. Clients have the option to purchase these products or services through another insurance agent, broker dealer, or registered investment advisor of their choosing.

Item 5 Additional Compensation

Mr. Foley receives additional compensation in his capacity as an insurance agent and registered representative of Gradient Securities, LLC, but he does not receive any performance based fees.

Mr. Foley may receive certain benefits from Gradient Investments, LLC (and/or its affiliated companies) based on achieving certain production thresholds. These thresholds are not based on the sale of any specific product or specific product type. These incentives include marketing assistance, access to technology, office support, and business trainings and trips. While some of these benefit the client, such as technology and training, some do not. This creates a conflict of interest because it gives an incentive to the representative to meet this threshold. This conflict is mitigated by disclosures, procedures and the firm's fiduciary obligation to place the best interest of the Client first. Clients are not required to use Gradient Investments, LLC or any of its affiliated companies.

Item 6 Supervision

Since Mr. Foley is the Chief Compliance Officer of Paladin Capital, LLC he is solely responsible for all supervision and formulation and monitoring of investment advice offered to clients. He will adhere to the policies and procedures as described in the firm's Compliance Manual. He can be reached at jeff.foley@paladinfinancial.com or 651-842-8406.