

## **WealthForge Securities, LLC Regulation BI Disclosures**

June 30, 2020

### **Introduction and Capacity**

WealthForge Securities, LLC (“WealthForge”) is a broker-dealer registered with the Securities and Exchange Commission and a member of FINRA/SIPC. WealthForge is not a registered investment advisor and may only act in its capacity as a broker-dealer.

### **Fees and Costs of Working with WealthForge**

*Commission:* WealthForge and its associated persons will receive a commission as a percentage of your investment. The exact amount of the total commission depends on the offering and is disclosed in the offering materials, which a retail customer should thoroughly review. In many cases, the fee retained by WealthForge will be a specific Broker-Dealer Re-allowance for diligence or marketing called out in the offering materials. In some cases, WealthForge will also retain its commission from its registered representatives. You should discuss with your broker the exact commission he or she will receive on each transaction.

#### *Other fees:*

If WealthForge is acting as the managing broker-dealer for the offering, it will receive a managing broker-dealer fee for its services in managing the syndicate of other broker-dealers and registered investment advisors. This fee, if applicable, is further described in the offering materials for the specific offering in which you are investing, but is generally 1.5% or less.

As part of its service to some issuers, WealthForge may receive a monthly engagement fee, or a one-time set-up fee, from the issuer or sponsor for access to WealthForge’s services. This fee covers WealthForge providing diligence on the offering, setting up an escrow account with its third-party escrow provider (if necessary), and additional back-office operational processes required to set-up and manage an offering.

WealthForge Registered Representatives may receive non-securities related compensation from their other business activities, which, in many cases, may include the issuer or an affiliate of the issuer of the securities being sold to you. You should discuss this compensation with your broker.

Associated Persons of WealthForge that work in the Home Office are all employees of WealthForge’s parent company, WealthForge Holdings, Inc. and are paid a salary, which is derived from the success of both WealthForge and its sister company, WealthForge Technologies, LLC (discussed in the conflicts section below).

### **Investment Services**

#### *Description of Investment Services and Limitations:*

WealthForge offers brokerage services for retail customers in private placements, Regulation A, and Non-traded Real Estate Investment Trusts. WealthForge limits its services to recommending and brokering the purchase of certain private placement securities by retail customers. Additionally, WealthForge may recommend and broker purchases of Non-traded REITs or Regulation A securities. WealthForge offers a limited number of private placements, Regulation A offering, and Non-traded REITs.

WealthForge also limits which offerings individual registered representatives may sell. As a result, your registered representative will not be able to sell you every available offering that WealthForge has approved. Many of WealthForge's representatives are limited to selling only specific types of securities, for example investments into tax advantaged real estate offerings like Delaware Statutory Trusts or Opportunity Zone Funds. To see the restrictions on your specific representative, please review their individual Regulation BI Disclosure.

*Accounts:*

WealthForge does not hold brokerage accounts for its customers. WealthForge neither monitors retail investors' accounts nor recommends account types. Neither WealthForge nor its associated persons will accept discretionary authority over any assets or securities.

*Sales of Proprietary Products:*

Some WealthForge representatives may sell, and in some cases, are limited to only selling, proprietary products issued by their employers or an associated entity of their employer. In these cases, they have an incentive to sell you their proprietary product since they may also receive compensation from their outside business activity.

## **Conflicts of Interest**

Due to the nature of its business as a broker-dealer, specifically how it is compensated, WealthForge may have a conflict of interest in providing investment advice. A conflict of interest for Regulation BI purposes is any interest that might incline a broker, dealer, or an associated person of a broker-dealer to consciously or unconsciously make a recommendation that is not solely in the best interest of the customer. An example of this would be recommending a security that has a higher commission than a similar security.

WealthForge has reviewed its business practice and compensation and identified the following potential firm level conflicts of interest:

1. Differing Commissions: The issuer of the security sets the commission that a broker-dealer may earn. Each issuer's commission to brokers may be different, and may differ on an offering by offering basis. As a result, WealthForge may be offering similar offerings but with different commissions. WealthForge may be incentivized to sell one over the other due to one having a higher commission for WealthForge or its registered representatives.
2. Altigo: WealthForge's sister company, WealthForge Technologies, LLC, provides a technology solution for use by issuers, brokers, and other financial intermediaries to facilitate investments into non-listed securities. WealthForge Technologies receives compensation from these entities to use the system. As WealthForge Securities and WealthForge Technologies are under common control, WealthForge Securities is incentivized to sell offerings available through Altigo.
3. Employment of WealthForge Home Office Employees: WealthForge's home office employees, including its entire compliance and operations team, are W-2 employees of WealthForge Holdings, Inc. WealthForge Holdings, Inc. derives its income from WealthForge Securities sale of securities and WealthForge Technologies sale of technology. WealthForge's Home Office employees may be incentivized to approve

offerings on the Altigo Platform, due to WealthForge Holdings receiving both sales compensation and technology compensation for that investment.

4. Managing Broker-Dealer: WealthForge also acts as the managing broker-dealer for some issuers. This means that WealthForge receives compensation, generally a percentage of the offering, for administrating the offering and for the other broker-dealers selling the offering. As a result, WealthForge may be incentivized to recommend offerings where it is the managing broker-dealer over offerings where it is not.
5. Escrow Accounts: WealthForge uses accounts held by an escrow agent for all contingency offerings and some non-contingency offerings it conducts. The bank charges WealthForge a lower amount to maintain these accounts if WealthForge maintains a high balance across these accounts. As a result, WealthForge may be incentivized to keep money in these accounts longer than necessary.
6. WF Proprietary Products: WealthForge does not sell proprietary products, but WealthForge Holdings, Inc. does occasionally raise capital for itself. Registered Representatives of WealthForge may be involved in those solicitations; however, they are not compensated for the sale of those security interests.
7. Supervisory Fees: WealthForge is paid a supervisory fee by its registered representatives on a quarterly basis. This could incentivize WealthForge to keep registered representatives registered with the firm.
8. Broker-Dealer Reallow: Most offerings contain a separate fee payable to broker-dealers for due diligence and/or marketing services. This fee may differ between offerings and thus incentivize WealthForge to recommend one offering over another.

In addition to these firm-level conflicts, there are conflicts of interests between the customer and the specific registered representative making the recommendation. These conflicts are detailed in the Registered Representative Regulation BI Disclosure that you received simultaneously with this disclosure. You should discuss these conflicts with your registered representative before acting on any recommendation that he may make.

### **WealthForge's Basis for any Recommendation**

The basis for any recommendation by a registered representative of WealthForge should be the determination that the recommendation is in the best interest of the customer. This determination will be based on: 1) understanding the risks, rewards and costs associated with the recommendation; 2) understanding the security being recommended; 3) evaluating the customer's investment profile, including objectives, risk tolerance, financial situation, and needs; and 4) determining that the recommendation does not place the broker-dealer, or individual broker's interests ahead of your interests.

While we will take reasonable care in developing and making recommendations to you, securities involve risk, and you may lose money. There is no guarantee that you will meet your investment goals, or that our recommended investment strategy will perform as anticipated. Please consult any available offering documents for any security we recommend for a discussion of risks associated with the product. We can provide those documents to you, or help you to find them.

**Additional Information**

If you have any questions, you may call WealthForge at [\[804-308-0431\]](tel:804-308-0431).