

Introduction

We are Pactolus Private Wealth Management, LLC (“Pactolus”), an investment adviser registered with the Securities and Exchange Commission. Investment advisory and brokerage services and fees differ, and it is important for you to understand the differences. Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://www.investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers, and investing. Our firm and financial professionals’ registration information are also publicly available on this website.

Relationships & Services

What investment services and advice can you provide me?

We offer customized investment advisory, financial planning and administration, and family office, concierge, and tax planning services to retail investors. We offer advice on a full suite of securities described in Item 8 of our Form ADV Part 2A (“**Disclosure Brochure**”), including equities, fixed income, mutual funds, ETFs, options, and similar investments. Our services are generally provided on a discretionary basis, which means that we have the power to buy and sell securities for your account without your prior consent. This authority is usually unlimited and remains in effect until you revoke it. We may provide non-discretionary investment advice, where we make investment recommendations to you and you decide whether to implement the recommendation. We do not give advice on any proprietary investment products.

We usually review portfolios at least annually. However, we do monitor accounts on a continuous basis and conduct ad hoc reviews if you change your objectives or risk tolerance, upon significant market and economic events, or if we change our investment strategy.

We do not require a minimum account size or fee.

Other Questions You May Have

Given my financial situation, should I choose an investment advisory service? Should I choose a brokerage service? Should I choose both types of services? Why or why not?

How will you choose investments to recommend to me?

What is your relevant experience, including your licenses, education, and other qualifications? What do these qualifications mean?

Fees, Costs, Conflicts & Standard of Conduct

What fees will I pay?

Our quarterly fees are calculated as a percentage of the assets under our management, so our fees will rise and fall with the value of the assets we manage for you. As a result, we are economically incented to recommend that you place more assets in your account in order to increase the value of your portfolio, because as the value increases, so do our fees.

In addition, we provide our services on a wrap fee basis. For wrap accounts, transaction costs and our advisory fee are included in the total asset-based wrap fee we charge you, which may be higher than in a non-wrap account. Wrap accounts create conflicts of interest in that they incentivize us to trade infrequently. Trading infrequently does not assure positive portfolio performance. Some securities carry additional costs, such as mutual funds and ETFs.

In addition to advisory and transaction fees, there are additional fees such as postage and handling, transfer taxes, SEC fees for sales of securities, and similar fees. These additional fees are not material, but like advisory fees and custodian fees, they do have an adverse impact on the value of your portfolio over time. Financial planning fees will be charged at an hourly or fixed rate as agreed upon by you and the firm. You can find more information about our fees and costs under Item 5 of our Disclosure Brochure or Item 4 of Appendix 1 to our Disclosure Brochure, available at [Investor.gov/CRS](https://www.investor.gov/CRS).

Other Questions You May Have

Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?

What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?

When we act as your investment adviser, we have to act in your best interest and not put our interests ahead of yours. At the same time, the way we make money creates some conflicts of interest. You should understand and ask us about these conflicts, because they can affect the investment advice we provide. Here is an example to help you understand what this means:

- The manager of Pactolus manages proprietary private funds, which can impede the amount of time spent managing client portfolios and creates conflicts of interest relating to compensation and fees.

Other Questions You May Have

How might your conflicts of interest affect me, and how will you address them?

How do your financial professionals make money?

Our financial advisors are either paid a percentage of the fees we collect from you or a salary and bonus. In either scenario, we are incentivized to recommend that you add additional assets to your account.

Disciplinary History

Do you or your financial professionals have legal or disciplinary history?

Yes, certain representatives of Pactolus have disciplinary records, which can be found by accessing [Investor.gov/CRS](https://www.investor.gov/crs) for a free and simple search tool to research our firm and our financial professionals.

Other Questions You May Have

As a financial professional, do you have any disciplinary history? If so, for what type of conduct?

Additional Information

You can find additional information about our investment advisory services at [Investor.gov/CRS](https://www.investor.gov/crs). You may also request a printed copy of this Client Relationship Summary by contacting us at 571-297-6364 or via email to requests@pactolus.com.

Other Questions You May Have

Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?

Introduction

Pactolus Capital Partners, LLC (“Pactolus Capital”), is registered with the Securities and Exchange Commissions (“SEC”) as a broker-dealer and is a member of the Financial Industry Regulatory Authority (“FINRA”). Investment advisory and brokerage services and fees differ, and it is important for you to understand the differences.

Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://www.investor.gov/crs), which also provides educational materials about broker-dealers, investment advisers, and investing. Our firm and financial professionals’ registration information are also publicly available on this website.

Relationships & Services

What investment services and advice can you provide me?

We offer private placement services to retail investors. We are not an investment advisor and do not provide investment advisory services, portfolio management, or advice or recommendations about your overall investment portfolio or the types of account(s) you should have. We do not give advice or make recommendations about specific securities, types of securities or investment strategies involving securities. Our services generally involve ongoing monitoring and due diligence of your private fund investments. Our brokerage business is narrowly focused on the sale of securities issued by the companies that we represent and secondary transactions in private securities. We offer investments in private or unregistered securities to retail investors, including executing transactions in private placements and other exempt offerings under Reg D for issuers we represent. Limitations to these offerings include: they are illiquid, speculative, and high risk; they may not be suitable for you; the required minimum investment may be high; most offerings are only available to accredited investors; fees and expenses are higher than other investments. Other risks are described more fully in the offering materials for each investment. With respect to private placement activity, we are generally engaged by an issuer that may be related to one of our Pactolus Private Wealth Management clients. Recommendations of these private placements create a conflict of interest in that our recommendation could be viewed as currying favor with an existing advisory client.

Other Questions You May Have

Given my financial situation, should I choose an investment advisory service? Should I choose a brokerage service? Should I choose both types of services? Why or why not?

How will you choose investments to recommend to me?

What is your relevant experience, including your licenses, education, and other qualifications? What do these qualifications mean?

Fees, Costs, Conflicts & Standard of Conduct

What fees will I pay?

Our fees for private placements are disclosed in the offering documents provided to each prospective investor with subscription form. Subscriptions in private placements offered by Pactolus Capital require investors to be qualified investors with a net worth of at least \$2,100,000. Our fees for private placements are expressed as a percentage of the capital raised and, as it relates to an individual investor, a percentage of the total amount you invest. In addition to these fees, there are performance-based fees. Performance-based fees create conflicts of interest relating to allocation of time and investment opportunities. A description of the fees is provided in the offering documents before any subscriptions are accepted.

Other Questions You May Have

Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?

What are your legal obligations to me when acting as my broker-dealer? How else does your firm make money and what conflicts of interest do you have?

When we act as the placement agent, we must act in your best interest and not put our interests ahead of yours. At the same time, the way we make money creates some conflicts of interest. You should understand and ask us about these conflicts, because they can affect the investment advice we provide. Here is an example to help you understand what this means:

Pactolus Capital is typically engaged by the issuer looking to raise operating or growth capital. Being engaged by the issuer represents a conflict of interest in that we are economically incented to raise capital for the fund. If you are considering a private placement transaction, we strongly advise you to read the offering documents carefully and consult with your financial, legal, and tax advisors prior to subscribing.

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