

Introduction

Carl Marks Securities LLC is registered with the Securities and Exchange Commission (SEC) as a broker-dealer and is a member firm of the Financial Industry Regulatory Authority (FINRA) and the Securities Investor Protection Corporation (SIPC).

There are different ways you can get help with your investments. You should carefully consider which types of accounts and services are right for you. We are a broker-dealer, and we provide our clients brokerage services. This document gives you a summary of the types of services we provide and how you pay. Please ask us for more information.

Free and simple tools are available for you to research firms and financial professionals at www.investor.gov/CRS, a website maintained by the SEC. These tools can also provide you with educational materials about broker-dealers, investment advisers, and investing.

What investment services and advice can you provide me?

We offer brokerage services to retail investors, which includes our making recommendations regarding the buying of unregistered securities (private placements) by retail investors. Those services include the determination of suitability for investment in private placement securities, making investment recommendations consistent with your investment strategy, and facilitating the execution and settlement of your private placement securities transactions. We do not provide on-going monitoring of private placement securities. Additionally, our services are provided on a non-discretionary basis, and to this end, while we may recommend investments for you, the ultimate investment decision regarding the purchase of private placement securities will be yours. Our investment advice covers a limited selection of private placement investments. Other firms could provide advice on a wider range of choices, some of which might have lower cost. We generally require retail investors be "accredited investors" to purchase private placements through us, although in certain circumstances, the sponsor of such private placement investments may waive that requirement. Finally, it should be noted that we also offer mergers and acquisition services to corporate and institutional clients.

Additional Information

For additional information, please see our Regulation Best Interest Disclosure, your subscription agreement, or other applicable documents. Additionally, you can contact us about our services at (212) 909-8400 and we will be happy to discuss with you.

Conversation Starter (Ask your financial professional)

- *Given my financial situation, should I choose a brokerage service? 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?*

What fees will I pay?

Principal Fees and Costs

If you invest in a private placement security through us, you will pay us a transaction-based fee, generally referred to as a commission, every time you buy any such an investment. While our fees vary, they are generally not negotiable, as the commissions are generally set by the issuer of the respective private placement securities. Thus, the amount you pay will depend, for example, on the commission negotiated between the issuer of the private placement securities and us, and how much you invest in the private placement security.

Ultimately, the more transactions in your account, the more fees we charge you. We therefore have an incentive to encourage you to purchase more private placement investments.

Other Fees and Costs

Some private placement investments impose additional fees that will reduce the value of your investment over time. You should review the related offering documentation for any investment you acquire for additional information on fees and costs related to those private placement securities.

Additional Information

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

Please see our Regulation Best Interest Disclosures, and other applicable documents for additional information regarding our fees and costs.

Conversation Starter (Ask your financial professional and start a conversation about the impact of fees and costs on investments—)

- *Help me understand how these fees and costs 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 providing recommendations? How else does the firm make money and what conflicts of interest do you have?

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

We receive payments from the sponsors and issuers of private placement securities (or their affiliates) when we recommend or sell private placement securities. As such, we have an incentive to recommend that you invest in a private placement security of a third party that pay us over products of third parties that do not pay us or pay us less. Additionally, when you invest in a private placement security, the issuer, the dealer, and other related entities could be under common ownership and management.

Additional Information

For additional information, please see our Regulation Best Interest Disclosures, and other applicable documents.

Conversation Starter (Ask your financial professional)

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

How do your financial professionals make money?

Your financial professional compensation is primarily based on a base salary; however, your financial professional also earns compensation based upon a portion of the sales commissions resulting from your purchase of private placement securities. As a result, your financial professional has a financial incentive to market and sell private placements to you.

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

No. Please see www.investor.gov/CRS or <https://brokercheck.finra.org> for a free and simple tool to research the background and experience of us and our financial professionals.

Conversation Starter (Ask your financial professional)

- As a financial professional, do you have any disciplinary history? For what type of conduct?

Where can I find additional information?

For additional information regarding our services, please see our Regulation Best Interest Disclosures and other applicable documents, or if you would like additional, up-to-date information or a copy of this disclosure, please contact Daniel A. Roberts by phone at (402) 990-2768, or by email at droberts@carlmarks.com.

Conversation Starter (Ask your financial professional)

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

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