

HARPETH SECURITIES

LLC

MEMBER: FINRA, SIPC

Relationship Summary Effective April 1, 2022

Harpeth Securities, LLC (“we,” “our,” or “Harpeth”) is registered with the U.S. Securities and Exchange Commission (“SEC”) as a broker-dealer and is a member of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investor Protection Corporation (“SIPC”). Brokerage and investment advisory services and fees differ, and it is important for you to understand these differences. Free and simple tools are available to research firms and financial professionals at Investor.gov/CRS, which also provides educational materials about broker-dealers, investment advisers, and investing.

What investment services can you provide me?

Harpeth is approved by FINRA to provide one type of brokerage service, the private placement of securities. Harpeth assists companies in raising capital by providing investment banking, private placement, and advisory services. These services are provided solely to our client companies and not to individual investors.

On occasion, we introduce opportunities involving our corporate clients to accredited retail investors, including introducing and facilitating an investment of a registered or unregistered security as placement agent, investment banker, or similar capacity. At all times, Harpeth will be acting in the capacity of a Registered Representative of a broker-dealer. We do not offer account monitoring and our services are non-discretionary; you make the ultimate decision regarding an investment of registered or unregistered securities. All retail investors are strongly encouraged to rely upon their own advisors to evaluate the suitability of the investment opportunity to their personal financial situation.

There may be restrictions on the purchase of the private placements such as a minimum purchase amount and minimum income and/or net worth requirements for the purchaser. Securities offerings may have minimum periods they must be held prior to redemption. There is no secondary market for these offerings. Harpeth does not offer or sell traditional investments such as mutual funds, ETFs, equities, or fixed income.

For additional information, please see BrokerCheck which is at www.brokercheck.finra.org/

Conversation Starters. 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 relevant qualifications? What do these qualifications mean?***

What fees will I pay?

Investors do not pay any compensation to Harpeth. The commission or success fee is paid to us directly from our client, the issuer or sponsor of the security. As a result, the full principal amount of your investment is invested in the securities offering. For a full description of your individual securities offering, please refer to the offering memorandum, private placement memorandum, or other type of disclosure document provided at the time of purchase.

There are no additional fees associated with the purchase of private placements such as custodial fees or account maintenance fees.

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. While this statement is required by the SEC, it is not accurate related to our fees.

For additional information, please contact us at 615-296-9840 if you have questions regarding how the commissions and fees impact your investment.

Conversation Starters.

- *Help me understand how these fees and costs may affect my investments. If I give you \$10,000, 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 your firm make money and what conflicts of interest do you have?

When we discuss a private placement opportunity, we have to act in your and our client's 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. Here is an example to help you understand what this means.

If we present an opportunity for you to purchase an unregistered security from our client, we may earn a fee of between 1% to 5% to be paid by our client. This is substantially higher than you would pay to invest in publicly traded securities. You are strongly encouraged to read the materials provided to you at the time of purchase to understand the fees and costs.

Conversation Starters.

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

Additional Information:

For more information about our conflicts of interest, we recommend reading our Regulation Best Interest Disclosure Brochure.

How do financial professionals make money?

Harpeth makes money by charging fees to the companies to whom we provide investment banking, private placement, and advisory services, which may include offering private placement subscriptions to accredited retail investors. Such fees are typically a percentage of the overall amount of the offering purchased. Harpeth does not service client assets and is not compensated on the amount of time and complexity required to meet a client's needs. Harpeth is compensated solely on the private placement fees negotiated between Harpeth and its client.

Do you or your financial professionals have legal or disciplinary history? For what type of conduct?

No. Visit investor.gov/CRS for a free and simple tool to research Harpeth and its representatives.

Additional Information

For more information, please review our services or to request up-to-date information or a copy of this Relationship Summary, please call us at 615-296-9840.

Conversation Starter:

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