

RubinBrown Corporate Finance LLC ("RubinBrown Corporate Finance") is registered with the United States 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). RubinBrown Corporate Finance does not provide investment advisory services. Brokerage and investment advisory services and fees differ in nature, and it is important for you to understand these differences. Free and simple tools are available to research firms such as RubinBrown Corporate Finance at <https://www.investor.gov/crs>, which also provides educational materials about broker-dealers, investment advisers, and investing.

### What investment services and advice can RubinBrown Corporate Finance provide to me?

**Brokerage Services:** A traditional broker-dealer executes specific transactions on your behalf and gets paid on a per transaction basis. RubinBrown Corporate Finance and its financial professionals can offer you to buy and/or to sell private placements or provide you with investment opportunity introductions and/or due diligence review services. With very few exceptions, RubinBrown Corporate Finance interacts with accredited investors, qualified institutional buyers, and qualified purchasers. By comparison, other firms may offer a wider range of investment opportunities, and at a lower cost.

### RubinBrown Corporate Finance does not open client accounts, hold client funds or securities, or offer investment strategies.

RubinBrown Corporate Finance may present investment opportunities consistent with your investor profile as presented to RubinBrown Corporate Finance. RubinBrown Corporate Finance may present these opportunities and supporting documentation provided by a security issuer, but RubinBrown Corporate Finance does not make any endorsements or representations as to the accuracy, completeness or validity of the documentation. In addition, RubinBrown Corporate Finance does not provide investment advice or make any recommendations. All Investors must make the ultimate decision regarding their selection of investments.

As an Accredited Investor, you have to understand the risks and rewards associated with any investments made through RubinBrown Corporate Finance. However, and if in doubt, RubinBrown Corporate Finance encourages you to consult with an independent advisor or other source.

**For additional information, please see the Firm's website [www.rubinbrowncf.com](http://www.rubinbrowncf.com)**

#### 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 qualifications? What do these qualifications mean?

### WHAT FEES WILL I PAY?

There are no costs associated with establishing or maintaining a relationship with RubinBrown Corporate Finance. The fees you pay are based on the specific transaction(s) undertaken and the costs associated with engaging our firm. RubinBrown Corporate Finance acts as a broker-dealer and collects business advisory and transaction-based fees from securities Issuers. Fees are paid to RubinBrown Corporate Finance by the securities Issuer when you make an investment. Although you do not pay RubinBrown Corporate Finance directly, the securities Issuer compensates RubinBrown Corporate Finance from the proceeds of your investment. Any fees and costs that you will bear related to a specific investment will be explicitly disclosed in that investment's offering and/or purchase materials.

In addition to fees and costs that you pay to RubinBrown Corporate Finance, you may also incur additional fees and costs related to individual investments. Examples of some of the most common fees and costs include fees paid to investment advisers or fund managers, administrative fees, audit and valuation fees and costs, and legal costs.

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

**For additional information, please see the corresponding investment offering documentation.**

#### Conversation Starter: Ask your financial professional -

- . 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 PROVIDING RECOMMENDATIONS? HOW DOES YOUR FIRM MAKE MONEY AND WHAT CONFLICTS OF INTEREST DO THEY HAVE?

**When we provide you with a recommendation, we must act in your best interest** and not put our interest ahead of yours. At the same time, the way RubinBrown Corporate Finance makes money creates inherent conflicts with your interests. You should understand and ask us about these conflicts because they may affect the recommendations, we provide you with. Here are some examples to help you understand what this means:

**Limited Investment Offerings:** Our brokerage services and recommendations cover a limited selection of investments. Many other firms may provide a wider range of investment and service choices.

**Transaction Fees:** RubinBrown Corporate Finance typically makes money when it is paid by the seller of the investment you make. In some cases, RubinBrown Corporate Finance's commission is a percentage of the total amount of the investment it sells. In other cases, our firm's commission is a percentage of the fees earned by third parties who manage the funds in which you invest, for example. RubinBrown Corporate Finance only gets paid when you complete a transaction, it may have an incentive to encourage you to make larger investments and invest more frequently.

**Private Securities Transactions:** RubinBrown Corporate Finance permits its representatives and their family members to conduct certain transactions and investment activities on their own behalf, and these activities are subject to additional securities laws, rules, and regulations. Your RubinBrown Corporate Finance representative may, therefore, have an incentive to introduce or recommend investments to you in which he or she is also invested or otherwise has financial or other kind of interest.

**Other Compensation:** RubinBrown Corporate Finance does not have sales contests or pay performance-based bonuses to its representatives. Other than the commissions and other fees paid to us directly or indirectly, RubinBrown Corporate Finance does not receive other compensation or benefits unless fully disclosed to you. RubinBrown Corporate Finance does not offer proprietary investment products but will inform you if there are other products or services provided by the firm that are similar and less costly.

**For additional information, please see the corresponding investment offering documentation.**

### Conversation Starter: Ask your financial professional -

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

## HOW DOES YOUR REPRESENTATIVE MAKE MONEY?

RBCF receives compensation from the Security Issuer if there is a successful transaction. Compensation is usually calculated as a percentage of your investment amount. Therefore, RubinBrown Corporate Finance gets paid from the Security Issuer only after your investment has been made with the Security Issuer. In some instances, RubinBrown Corporate Finance may also receive business advisory, retainer or other fees from the Security Issuer whether you invest or not. These fees are not tied to the size of your investment. Your representative receives a percentage of the fee revenue he or she generates for RubinBrown Corporate Finance. Therefore, your representative has an incentive to encourage you to buy and sell securities more frequently.

## DOES YOUR FIRM OR YOUR REPRESENTATIVES HAVE A LEGAL OR DISCIPLINARY HISTORY?

No. Any disclosures related to the Firm and/or its representative can be reviewed on BrokerCheck found at <https://finra.org> or visit <https://investor.gov/CRS> for a free search tool to research RubinBrown Corporate Finance and its representatives.

### Conversation Starter: Ask your financial professional -

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

## ADDITIONAL INFORMATION

You can find additional information about the services we provide, fees you pay, and conflicts of interest in your new client package. Your representative will provide you with a copy. You may also obtain a copy at <https://www.rubinbrowncf.com>.

**You may call (314) 290-3295 to request up-to-date information and request a copy of the RubinBrown Corporate Finance's client relationship summary.**

### 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?
- . Who can I talk to if I have concerns about how this person is treating me