

**Introduction**

Silverwood Partners LLC (“Silverwood”) is registered with the 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 <https://www.Investor.gov/CRS>, which also provides educational materials about broker-dealers, investment advisers, and investing.

**What Investment Services and Advice can you Provide me?**

We offer brokerage services to corporate, institutional and retail investors, limited to buying private placement investments only. At all times, your Silverwood representative will be acting in the capacity of a Registered Representative of a broker-dealer. We do not provide brokerage accounts or introduce customers to other broker-dealers that provide brokerage account services. We do not offer account monitoring to our retail clients or any clients. Our brokerage services are non-discretionary: you make the ultimate decision regarding the purchase of any private placement investment.

We offer private placements to corporate, institutional and retail clients. We impose no minimum investment amount or volume of transactions for brokerage services. Some issuers may require a minimum investment amount to participate in a private placement that is offered by Silverwood. We do not take custody or hold client assets or funds. Your private placement investments are maintained with independent qualified custodians or held by the issuer.

**Conversation Starters:**

*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?**

As payment for selling private placements Silverwood will typically receive a fee in the amount of a percentage of the total invested. This fee is paid to Silverwood directly by the company that issues the securities. The fee paid by the issuing company does not reduce the amount that you invest and will not otherwise affect the amount that you have invested. Please reference the private placement offering memorandum and subscription documents for detailed information on fees that may be paid by the issuing company to Silverwood.

We will only offer private placement investments where we have been engaged by the issuing company directly, or indirectly as a sub-advisor to another broker-dealer. We may be incentivized to have registered personnel recommend certain private placement offerings over others, since we will earn fees from the investments in the offerings where we have a signed engagement with the company issuing the securities.

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 and ask us for assistance or additional information if needed.

**Conversation Starters:**

*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?**

*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 we provide you.*

**How Else does your Firm make Money and what Conflicts of Interest do you have?**

Silverwood makes money principally from success fees paid at the completion of a private placement financing. Silverwood only offers for sale private placements where Silverwood has been engaged by the issuer, or where Silverwood is acting as a sub-agent to another broker-dealer that has been engaged by the issuer. Before offering a private placement, Silverwood conducts due diligence on the issuer and may also be involved in providing structuring advice to render an offering appropriate for investors. Silverwood has a limited number of private placement financings in process at any time. Silverwood does not offer brokerage account services and only acts as a broker-dealer for private placements. Silverwood is focused on providing investors with access to private placement investments and Silverwood may not have visibility into or a complete understanding of an investor's overall portfolio. Silverwood may have a conflict of interest in that the firm only offers for sale private placements where the firm is engaged by the issuer and has completed due diligence on the issuer. There may be other private placement offerings or other investments with a similar risk profile available to an investor that Silverwood has not considered in making a recommendation to the investor.

There are many risks involved with investing. Please carefully review the information you provide us on account applications and subscription documents.

For additional information, please contact us at:

Silverwood Partners LLC

Silverwood Farm Place, 32 Pleasant Street, Sherborn, MA 01770

Tel: (508) 651-2194

**Conversation Starters:**

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

**How do Your Financial Professionals Make Money?**

Our financial professionals receive compensation including a percentage of the total success fee payments for every transaction they make. In some cases, the financial professional will also receive warrants or other incentives for private placement transactions. These special incentives present a conflict of interest because they provide an opportunity to recommend an investment that will yield higher compensation. We address this conflict by making full disclosure to you in the customer account agreement you have executed with Silverwood.

**Do You or Your Financial Professionals Have Legal or Disciplinary History?**

No. None of Silverwood's Registered Representatives have any disclosure events. Visit [Investor.gov/CRS](http://Investor.gov/CRS) or FINRA BrokerCheck at [brokercheck.finra.org](http://brokercheck.finra.org) for comprehensive information on disclosure events that may pertain to your Registered Representative.

Silverwood does not have any disciplinary disclosure events or history.

**Conversation Starters:**

*As a financial professional, do you have any disciplinary history?*

*For what type of conduct?*

**Additional Information**

For additional information about our services, please contact your Registered Representative. If you would like additional, up-to-date information or a copy of this Relationship Summary, please email Jonathan Hodson-Walker, Silverwood's Chief Compliance Officer, at [jhw@silverwoodpartners.com](mailto:jhw@silverwoodpartners.com) or 508-651-2194.

**Conversation Starters:**

*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?*