

## Magstar Capital, LLC Client Relationship Summary (CRS)

Magstar Capital, LLC (“Magstar,” “we,” or “us”) is a broker-dealer registered with the Securities and Exchange Commission (“SEC”), a member of the Financial Industry Regulatory Authority (“FINRA”), and a member of the Securities Investor Protection Corporation (“SIPC”). We are not an investment adviser. The services we offer and the fees we charge differ from investment advisory services and fees, and it is important that you understand the differences. To assist you in researching firms and financial professionals, free and simple tools are available at [Investor.gov/CRS](https://investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers, and investing.

### What investment services and advice can you provide me?

<b>Relationship and Services</b>
The Firm is a broker-dealer and not an investment adviser. The Firm’s primary clients are institutional investors, but the Firm offers and sells to retail investors the securities of private issuers whose businesses are primarily in the financial sector. The Firm only sells securities to accredited investors, and we only offer products that are sponsored by the Firm or our affiliates.
<b>Limited Investment Offerings, Account Minimums, Monitoring and Other Information</b>
We neither carry customer accounts nor maintain any clearing arrangement with any clearing firm. We introduce our issuer clients to accredited investors who independently consider each investment opportunity. Any transactions that happen because of our introduction of our issuer clients to you will be defined through a direct engagement between you and our issuer client. The issuers that we represent have sole discretion as to whether they accept capital from you, and you have sole discretion over whether you make any investment. - We do not have investor accounts or hold any investor cash or securities, and we will not monitor your investment on an ongoing basis.
<b>Additional information</b>
For more information, please refer to the relevant private placement memorandum (“PPM”) or other offering document and the subscription agreement for a particular offering as well as our Regulation Best Interest Disclosure Statement found at <a href="https://www.magstarcapital.com/disclosure">https://www.magstarcapital.com/disclosure</a> .
<b>Questions You Can Ask Us About Our Services</b>
<i>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?</i>

### What fees will I pay?

<b>Fees and Costs</b>
We typically get paid by the issuer if you purchase securities in a private offering that we have introduced to you on behalf of our issuer client, these fees are generally referred to as a commission or selling concessions. Our compensation is generally a commission equal to a percentage of the total amount raised in each private placement. Each investment offered by the Firm is solicited and sold utilizing a PPM or other offering document. We encourage you to review the relevant offering documents for a description of the fees and expenses that may be paid to us or our affiliates and so that you will fully understand the investment, any other fees and costs you will pay or that may be paid by our issuer clients to us, and the risks of the investment. Your financial intermediary, if you use one to purchase securities issued by our clients, may also charge you fees and expenses, in which case you should consult with your financial intermediary about such fees and expenses.
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. We encourage you to review the relevant offering-specific PPM or offering document so that you will fully understand the investment, the fees and costs you will pay, the risks of the investment, and the compensation we will receive.
<b>Additional information</b>
For more information, please refer to <a href="http://www.magstarcapital.com">www.magstarcapital.com</a> and the particular PPM or other offering document and the subscription agreement for a particular offering.
<b>Questions You Can Ask Us About Fees and Costs</b>
<i>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?</i>

### 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?

<b>Standard of Conduct and Conflicts of Interest</b>
<i>When we provide you with a recommendation</i> , 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. Here are some examples to help you understand what this means. We only get paid if you invest in an opportunity that we have brought to you. This presents a conflict of interest in that we are incentivized to recommend that you invest in one or more of those private placements for which we will be paid. A prospective investor should refer to the PPM or other offering document specific to his or her investment for a detailed discussion of the conflicts of interest relating the specific offering and the other ways our affiliates make money when a retail investor purchases securities through us. There may be similar private placement offerings that you could invest in, but we will present only those where we have an engagement with the company issuing the securities. In addition, we or our registered representatives may also hold investments in, or have other advisory relationships with, issuer clients we present to you for investment.

### **Questions You Can Ask Us About the Standard of Conduct and Conflicts of Interest**

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

#### **Additional information**

For more information, please refer to our Regulation Best Interest Disclosure Statement found at <https://www.magstarcapital.com/disclosure> and the particular PPM or other offering document and the subscription agreement for a particular offering.

### **How do your financial professionals make money?**

Registered representatives of Magstar are paid in a variety of ways, which may include, a salary, bonus based on overall revenues of the firm and/or individual performance, a commission based on revenue generated from firm clients or on a particular transaction, or other forms of compensation. In some cases, our representatives will collaborate with each other and share commissions.

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

Yes. To determine if a particular Magstar employee who is licensed with FINRA has a disciplinary history, please go to <https://brokercheck.finra.org> or [investor.gov/CRS](https://investor.gov/CRS) for free and simple search tools to research Magstar and its financial professionals.

### **Questions You Can Ask Us About Our Financial Professionals**

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

#### **Additional Information**

For additional up-to-date information, or to request a copy of this disclosure, please contact David Magli at (914) 937-7583 or send him an e-mail at [dmagli@magstarcapital.com](mailto:dmagli@magstarcapital.com).

### **Questions You Can Ask Us**

*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?*