USCA RIA LLC

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FIRM BROCHURE
Form ADV – Part 2A

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This brochure provides information about the qualifications and business practices of USCA RIA LLC, the investment advisor subsidiary of U.S. Capital Advisors LLC. If you have questions about the contents of this brochure, please contact us at the phone number above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about USCA RIA LLC is also available on the SEC's website at http://www.adviserinfo.sec.gov.

ITEM 2 - MATERIAL CHANGES

This summary of material changes is part of that other-than annual amendment. Since our last update on May 29, 2020, this document has been amended as follows:

- Moved sections describing the USCA RIA LLC Managed Account Solutions Program to USCA RIA's Form ADV – Part 2A, Appendix 1 ("Wrap Brochure") a copy of which is publicly available on the SEC website at www.adviserinfo.sec.gov or can be obtained by contacting the Firm.

- Removed section discussing USCA's receipt of 12b-1s from money market sweep funds because USCA no longer offers money market sweep funds that pay 12b-1 fees.

- Removed discussion regarding credit interest received by USCA for cash sweep options because USCA has opted out of this form of revenue sharing.

- Removed discussion regarding revenue sharing on NTF Mutual Funds because USCA has opted out of this form of revenue sharing.

- Removed discussion regarding referral fees from USCA Asset Management because such fees are not being paid.

- Clarified timing and manner for fee billing.

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ITEM 4 – ADVISORY BUSINESS

The Firm

USCA RIA LLC ("USCA RIA" or "the Firm") is an investment advisor registered with the Securities & Exchange Commission ("SEC")[1]. The Firm is affiliated with a registered broker-dealer, USCA Securities LLC, member FINRA and SIPC. Advisers of the Firm are dually registered with USCA Securities LLC. Several advisers are also registered with USCA Asset Management LLC. The Firm, USCA Securities and USCA Asset Management are wholly-owned subsidiaries of U.S. Capital Advisors LLC ("USCA"), a Texas-based financial services firm that initiated business operations in 2010. The offices of USCA, and its subsidiaries USCA RIA, USCA Securities, USCA Asset Management and USCA Management LLC (collectively the "USCA Group"), are located at 4444 Westheimer, Suite G500, Houston, Texas 77027. USCA Management LLC employs and manages all employees on behalf of the USCA Group. USCA is a privately held Texas limited liability company. Approximately 25% of USCA is owned by individual investors (some of whom are also employees), the remainder of the ownership units of the company are owned by, or currently reserved for, USCA employees and former employees.

Types of Advisory Services offered by USCA RIA

USCA RIA offers different types of advisory services to its clients, including account management, fee-based financial planning, and other general advisory services. USCA RIA sponsors a wrap fee program and through such program offers discretionary and non-discretionary account management. Outside of its wrap fee program, USCA offers financial planning and other general advisory services, such as providing investment policy advice and assistance, developing asset allocation strategies, manager selection and evaluation, review of accounts to assist with adherence to investment policy guidelines, and investment performance evaluations. In certain limited circumstances, USCA RIA may offer portfolio management outside of its wrap fee program.

Wrap Fee Program

USCA RIA is the sponsor of a wrap fee program referred to as the USCA RIA LLC Managed Account Solutions Program. In a wrap fee program, clients are charged a single fee for combined advisory, brokerage, and clearing services associated with the account. This single, combined fee is referred to as a "wrap fee" and is usually calculated as a percentage of the total assets under management. Generally, wrap fee programs are less expensive for actively traded accounts; however, for clients with infrequent trading activity, a wrap fee program could result in higher overall costs. Depending on the fee, amount of account activity, and value of clearing and other services provided pursuant to the wrap fee program, clients may pay more or less than if services were purchased separately.

USCA RIA offers its wrap fee program through its clearing firm, Fidelity Clearing & Custody Solutions ("FCCS", formerly National Financial Services LLC), and its relationship with Envestnet Asset Management, Inc. ("Envestnet"). Clients participating in the wrap fee program are required to open an account with USCA's affiliated broker-dealer, USCA Securities, and FCCS. Envestnet

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[1] Registration with the SEC allows the Firm to conduct business only; it is neither an endorsement nor implication of a certain level of skill or training.

provides investment advisory service tools, such as administrative and technology services, to USCA RIA for use in the wrap fee program. Clients participating in the wrap fee program can choose among the following services: (i) discretionary management of client accounts by a qualified USCA adviser; (ii) discretionary management of separate client accounts by one or more third-party money managers as recommended by a USCA adviser; (iii) actively managed portfolios of mutual funds and/or ETFs where the USCA adviser has limited discretion to rebalance; and/or (iv) non-discretionary portfolio advice and management by a USCA adviser. Access to third-party mangers is provided through Envestnet's Private Wealth Management Programs. USCA currently offers the following Envestnet Private Wealth Management Programs: Separately Managed Accounts ("SMA"), Unified Managed Account ("UMA"), PMC Sigma Mutual Fund Solutions ("MFS"), and the Wrap Strategist Program ("WSP") (together, the "Envestnet Programs").

Detailed information regarding USCA's wrap fee program can be found in the USCA RIA's Form ADV – Part 2A, Appendix 1 ("Wrap Brochure") a copy of which is publicly available on the SEC website at www.adviserinfo.sec.gov or can be obtained by contacting the Firm.

General Advisory Services

USCA RIA provides general advisory services to its clients outside of its wrap fee program. These services include investment policy advice and assistance, developing asset allocation strategies, manager selection and evaluation, and review of accounts to assist with adherence to investment policy guidelines. Occasionally, the Firm may provide portfolio management services outside of its wrap fee program, such as when the client obtains brokerage, custody or processing services away from the Firm. In such cases the client and the adviser will agree on the services to be provided and the fee to be charged for such services.

USCA RIA's approach to handling managed accounts within and outside of its wrap fee program is generally the same. Both types of accounts will be managed in accordance with the client's stated investment objectives and risk tolerance. However, USCA RIA may not have access to the same account management tools that it has when services are provided through its relationship with FCCS and Envestnet. Additionally, USCA advisers may not be able to directly effectuate investment decisions in accounts held at other broker-dealers. Directions may instead be provided to the client or an agent for the client. Therefore, the handling of these accounts may differ with regard to the degree of comprehensiveness and directness of the services provided.

Fee-Based Financial Planning Services

Fee-based financial planning offers clients an opportunity to develop a customized financial plan designed to illustrate their entire current financial situation. It is primarily offered by USCA advisers who have earned and maintain the Certified Financial Planner (CFP®) certification. The goal of the financial planning process is to work with the client to develop a customized financial plan ("Plan") that provides a comprehensive written report reflecting the client's current financial situation and identifies future opportunities, projections or plans. In conjunction with the client's stated goals, the planning process may include some or all of the following: comprehensive balance sheet review; lifetime cash flow analysis; survivorship cash flow analysis; corporate executive benefits review; insurance planning; estate documents review; wealth transfer planning; review estate planning needs and goals; philanthropic planning; detailed "cash flow" projections of present financial condition; alternative "cash flow" projections of hypothetical impact of planning recommendations; investment and wealth transfer strategies; tax planning, including estimates of gross estate and income taxes; analysis of the impact of establishing proposed foundations or trusts; and forecasts of assets available to surviving heirs.

Fee-based Financial Planning Services are generally provided for an annual fixed fee charged at the initiation of the financial planning relationship and annually thereafter. A qualified adviser will work with the client to ascertain the full scope of services and the approximate amount of time that the proposed engagement will entail which will allow for the calculation of the fixed fee contract amount. USCA's qualified advisers generally estimate an hourly rate for all financial planning performed. While the scope of each planning relationship is unique, the annual engagement typically spans 40 hours over the course of one year for relatively simple cases up to 150 hours for families with complex planning needs.

Financial Planning Services will generally include quarterly meetings. There is no obligation for the continuation of financial planning services unless a client gives express approval through a renewed agreement. Should the client want additional services, such as investment advisory services, traditional brokerage services, or lending or insurance services, they will be agreed to and billed separately.

Customization of Advisory Services

In order to provide appropriately customized services, the client's adviser will work with the client to obtain information regarding the client's financial circumstances, investment objectives, overall financial condition, income and tax status, personal and business assets, risk profile, and other information regarding financial and investment needs. Generally, clients are permitted to impose reasonable restrictions on investing in certain securities or types of securities in their advisory accounts; however, some restrictions may not be accommodated when utilizing ETFs, mutual funds or with respect to certain third-party products or services. It is an objective of the Firm to at least annually meet with clients to review their financial circumstances, investment objectives and risk profile, although in most cases USCA advisers have more frequent and regular client contact. For the Firm to provide effective advisory services, it is important that clients provide accurate and complete information to the Firm and update their information when there is any change in circumstances, objectives or risk tolerance.

Breakdown of Assets of Under Management

As of June 30, 2020, USCA RIA LLC managed approximately $2,085,737,341 in assets on a discretionary basis and $1,240,271,096 in assets on a non-discretionary basis. The total assets under management for the combined USCA entities (USCA Securities LLC, USCA Asset Management LLC and USCA RIA LLC) as of June 30, 2020 was approximately $ 5,493,846,655.

ITEM 5 – FEES AND COMPENSATION

How We Are Compensated

The Firm is primarily compensated through the asset-based fees charged to clients for advisory services. Clients participating in USCA RIA's wrap fee program pay a single comprehensive or "wrapped" annual fee for investment advisory services and brokerage execution services. This fee is not based on the transactions that occur in the account, but rather on the account value. Clients receiving portfolio management services outside of USCA RIA's wrap fee program will pay USCA an asset-based fee for advisory services and will be charged additional fees and expenses such as internal costs of underlying investments as well as any fees and expenses, including transaction charges, charged by the firm where the accounts are maintained.

The specific fees charged to a client and compensation information is disclosed in the Client Agreement for Advisory Services Specific Services Addendum ("CAS") made part of the USCA Client Advisory Agreement ("CAA"). USCA advisers, with supervisory oversight, are responsible for determining the rate charged to each client based on factors such as total amount of assets involved in the relationship, selection of program and services, any base rate charged for selected third-party advisory account programs, and complexity and mix of the portfolio. This may result in accounts of similar type and make up being charged different fees. The maximum allowed wrap fee that a client can be charged is 3%. USCA advisers (or teams of advisers) receive a portion (between 42%-48% of the asset-based fees charged by USCA RIA (after deduction of expenses).

Clients receiving financial planning will be charged a fixed fee. For general advisory services, clients may be billed a fixed or an asset-based fee. Financial planning fees are usually based on the approximate amount of time the adviser anticipates the planning will require. USCA advisers received a portion (generally 72%) of the financial planning fee charged by USCA RIA.

Fee Payment Processes

Generally, clients in wrap fee accounts will pay fees quarterly in advance through automatic deductions from their accounts based on the total eligible assets under management. Fee-based services on assets or accounts held away from USCA and FCCS may be invoiced and paid by check or authorized debits as agreed to with the client

Wrap fees are calculated by taking the total assets in a client's wrap accounts, multiplying by the fee rate, dividing by 365, and multiplying by the number of days in the quarter. Fee-based accounts opened in mid-quarter will be assessed a pro-rated amount based on the number of calendar days remaining in the quarter. If a client deposits assets (cash and/or securities) with a market value of ten-thousand dollars ($10,000) or more in an account on any given day after the inception of a calendar quarter the additional amount will become subject to fees before the end of the quarter. If for any reason fees are not automatically billed, the Firm will manually bill the affected accounts. Advisory fee billings will be reflected on the client's account statement.

Financial planning and other fixed fees are invoiced in accordance with the written agreement with the client. Financial planning fees are typical paid at the beginning of the relationship and annually thereafter as the client renews the service.

Other Types of Fees and Expenses

Clients will be charged certain administrative and service fees based on activity in their accounts These include account-related fees such as annual custody fees, wire fees, IRA maintenance and termination fees, transfer of account fees, mailgram fees, reorganization fees, service fees, DRS and certificate related fees, legal transfer and return fees, fees related to ACH, debit, and checking features, stop payment and bounced check fees, and trade extension fees. Some of these fees are charged to USCA by FCCS and passed on to clients directly. In other cases, USCA imposes a charge or adds to the FCCS charge. Your financial professional does not share in any revenue from these charges. For a list of such fees please see the USCA Fee Disclosure at https://www.uscallc.com/legal-and-compliance.

Clients will also be responsible for the following costs, which may be priced into their investments: (i) dealer markups, markdowns or spreads; (ii) costs relating to trading in certain foreign securities; and (iii) the internal charges and fees that may be imposed by any collective investment, such as mutual funds and closed-end funds, unit investment trusts, exchange-traded funds or real estate investment trusts.

In addition to the costs noted above, clients may incur brokerage commissions or other charges, including contingent deferred sales charges ("CDSC"), imposed upon the liquidation of "in-kind assets" that are transferred to a managed account program and liquidated. Note that if the liquidation of in-kind assets occurs in a fee-based account at USCA then USCA will not receive any additional compensation in connection with such transactions. If the liquidation occurs in a brokerage account at USCA then USCA and the client's adviser will generally receive compensation. Clients should be aware that if they transfer in-kind assets into a managed program, the assets may be liquidated immediately or at a future point in time which may incur a charge such as a CDSC. Whether any part of the CDSC charge is paid as compensation to USCA and the client's adviser depends on the specific mutual fund, details will be disclosed in the mutual fund's prospectus or may be provided by your USCA adviser or a USCA supervisor. Clients may also be subject to taxes upon the liquidation of such assets. Clients should consult with their adviser and tax consultant before transferring in-kind assets into a managed account program.

Alternative investments may involve additional fees and charges, such as registration, custody and valuations fees charged by FCCS, if FCCS agrees to accept custody of such alternative investments. Other fees and charges will be disclosed in the respective offering documents.

Prepayment of Fees and Termination of Services

The client may terminate the relationship with the Firm, cancel a grant of discretion or convert an advisory account to a transaction-based brokerage account at any time, effective upon receipt by the Firm of written notice from the client. A pro rata portion of the pre-paid quarterly fee will be reimbursed upon closing of the account (based on the number of days remaining in the quarter); however, the client may be charged for an additional 30 days after receipt of notice or closing of the advisory account. If a client terminates the advisory relationship with the Firm within the first twelve months, the Firm may impose an additional administrative fee of $100 to offset associated termination costs. Notwithstanding the above, if the appropriate disclosure statement was not delivered to the client at least 48 hours prior to the client entering into any written or oral advisory contract with the Firm, the client has the right to terminate the fee contract without penalty, within five (5) business days after entering into the contract.

Sales Charges, Service Fees and Other Firm Compensation

Mutual Funds

Mutual fund companies often pay out revenue in the form of 12b-1 and other service fees to firms that market and sell fund shares. These fees are outlined in each fund's prospectus. These fees come from fund assets, and therefore, indirectly from client assets. Many mutual funds offer share classes with no or low 12b-1 fees for eligible investors that are less expensive than 12b-1 fee paying shares.

USCA advisers may select or recommend to their advisory clients share classes of mutual funds that pay USCA or its affiliates 12b-1 and other service fees. A conflict of interest exists when a USCA adviser recommends shares that pay 12b-1 or services fees to USCA or its affiliates and a lower cost share class is available. As a matter of policy, USCA rebates the mutual fund 12b-1s and other service fees it receives from mutual funds purchased or held in discretionary advisory accounts. However, when 12b-1 fee paying shares are held in non-discretionary advisory accounts, USCA retains the 12b-1 and other service fees. A portion of these fees are shared with the USCA advisers. This creates a conflict in that USCA advisers have an incentive to recommend 12b-1 fee paying shares in order to increase compensation to the Firm and the adviser.

Private Placements

Clients who elect to purchase certain unregistered securities, known as "private placements" or other alternative investments may be charged an upfront placement fee, which is generally shared between USCA Securities and the USCA adviser. Typically, if a client is charged a placement fee in connection with a private placement or other alternative investment held in a fee-based USCA account, then that investment will be excluded from asset-based fee charges for a minimum of twelve months after the purchase. USCA Securities and USCA advisers may receive other compensation from private placement issuers. The details of any fee sharing arrangement both between USCA and the issuer and USCA and the client's USCA adviser, will be disclosed in the USCA Alternative Investment Contract ("AIC form").

For more information regarding other compensation received by USCA RIA, see Item 10 Additional Information - Other Financial Industry Activities and Affiliations.

ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

USCA RIA and its advisers do not receive performance-based fees, which are fees based on a share of capital gains on or capital appreciation of client assets, and do not participate in side-by-side management, which refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees.

ITEM 7 – TYPES OF CLIENTS

The Firm offers investment advisory services to individuals, trusts, estates, charitable organizations and business entities. All fee-based accounts opened with USCA RIA LLC are considered Firm advisory accounts and generally require an initial minimum portfolio value of $50,000. Existing clients wishing to open an additional account or have an account established for a relative or associate at an amount lower than the minimum may be considered.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Clients may agree to a wide range of investment strategies in their advisory accounts, including higher risk or aggressive investment strategies. USCA advisers provide advice and portfolio management as agreed to by each client. Clients' stated investment objectives and risk tolerance will guide the adviser in making suitable recommendations with regard to specific investments and the selection of portfolio managers.

Certain USCA advisers, supported in some cases by their teams, offer both discretionary and non-discretionary portfolio management, while others offer only non-discretionary portfolio management. Additionally, clients participating in the wrap fee program have access to third-party money managers through the Envestnet Programs.

Methods of Analysis

In formulating investment advice USCA advisers utilize a variety of fundamental, technical, quantitative and statistical tools and valuation methodologies and may utilize information from a wide range of sources, including but not limited to: financial publications; inspections of corporate activities; company press releases and securities filings; research and due diligence material prepared by USCA; rating or timing services; regulatory and self-regulatory reports; third-party data providers and research consultants; outside consultants, experts and other professionals; and other public sources. In addition to information on specific investments, the information sourced and relied on by USCA advisers may include categories such as the economy; industries; groups of securities and individual companies; statistical information; market data; accounting and tax law interpretations; political developments; pricing and appraisal services; credit analysis; risk measurement analysis; performance analysis. As a result of these different methodologies employed, recommendations may differ from, or be inconsistent with, fundamental opinions for the same security. USCA RIA may use computer-based technology to more readily display these factors and to create asset allocation recommendations. Investments and strategies available are subject to varying degrees of due diligence (quantitative and/or qualitative) and depth of research. Alternative investments and private placements offered by USCA will be subject to the highest level of diligence performed by USCA.

Investment Strategies

Client accounts are managed based on strategies discussed with the client and based on the client's stated investment goals and objectives. Methods and strategies vary based on the USCA adviser providing advice and the type of account, including whether a third-party manager is used. For information regarding the specific discretionary strategies employed by USCA advisers within the USCA RIA LLC Managed Account Solutions Program, see USCA RIA's Wrap Brochure.

Risk of Loss

Investing in any securities involves risk of loss, including loss of principal. Each client should be prepared to accept such risk of loss and should discuss risks carefully with their adviser before making any investment and at regular account review meetings. Additional information and concerns about risk may be addressed with any USCA supervisor.

Market Risk involves such things as a drop in a security's price due to company specific events, such as an earnings disappointment or a downgrade in the rating of a bond, or general market activity, such as occurs in a "bear" market when stock values fall in general. Stock markets can be volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. Such volatility can be especially severe in certain foreign markets.

Credit and Interest Rate Risk can impact all investments but typically impact fixed-income strategies more severely as fixed income investments are inherently sensitive to interest rate fluctuations as well as the inherent credit risk related to the underlying credit worthiness of the various issuers and the volatility of the bond market in general.

Concentrated Strategy Risk A concentrated strategy that focuses heavily on stocks in certain companies, sectors or geographic regions can be more volatile and presents greater risk of loss, especially over the short term. The more concentrated a portfolio, generally the higher the risk exposure. Because a concentrated portfolio may hold a limited number of securities, movements in securities prices could have a greater impact on the value of the portfolio than would occur if the portfolio held more securities. These portfolios may not be appropriate for investors who are not willing to accept a much greater risk of loss and volatility of investment returns than the general stock market (as typically measured by the S&P 500 Index).

High-risk Strategies. Such strategies, often utilizing hedge funds or alternative investments have the potential for substantial returns; however, there are correspondingly significant risks involved in the strategies and are not intended for all types of clients. Clients who choose to follow high-risk strategies should be aware that there is the possibility of significant losses up to and the possible loss of their entire investment.

- <u>International securities</u> involve special additional risks, including currency risk, political risk, and risk associated with varying accounting standards. Investing in emerging markets may accentuate these risks.
- <u>Small capitalized companies</u> involve risks, including relatively low trading volumes, a greater degree of change in earnings, and greater short-term volatility. Smaller companies typically have a higher risk of failure and are not as well established as larger blue-chip companies.
- <u>Growth strategies</u> can perform differently from the market as a whole and from other types of stocks and can be more volatile than other types of stocks.
- <u>High-yield bond strategies invest in lower-rated debt securities</u> (commonly referred to as junk bonds) and involve additional risks because of the lower credit quality of the securities in the portfolio. Clients should be aware of the possible higher level of volatility and increased risk of default. Municipal investment strategies can be affected by adverse tax, legislative or political changes and the financial condition of the issuers of municipal securities.
- <u>Tactical and dynamic investment strategies</u> involve more frequent trading than the traditional “buy-and hold” investment strategies. Such trading can increase transaction costs and create more short-term tax gains than client may be used to seeing in other types of strategies.

Leveraged and inverse leveraged equity ETFs. A leveraged ETF generally seeks to deliver multiples of the daily performance of the index or benchmark that it tracks. An inverse ETF generally seeks to deliver the opposite of the daily performance of the index or benchmark that it tracks. Some ETFs are both inverse and leveraged, because they seek a return that is a multiple of the inverse performance of the underlying index. In addition to ETFs, some mutual funds are leveraged or inverse -- they are designed to deliver multiples or the inverse of the performance of the index or the benchmark that they track. To accomplish their objectives, leveraged, inverse and leveraged inverse funds use a range of investment strategies, including swaps, futures contracts and other derivative instruments. USCA advisers may recommend to clients or may choose in certain discretionary portfolios to use inverse, leveraged or leveraged inverse funds as a way to profit from or hedge exposure to downward moving markets. Before using any leveraged, inverse or leveraged inverse fund the adviser will evaluate available information on the fund including how the fund is designed to perform, how it achieves that objective, the impact on performance from market volatility, the use of leverage and the appropriate holding period. The use of inverse and leveraged inverse funds will be closely monitored by the adviser as part of his trading and hedging strategy. The use of leverage by an ETF increases the risk to the portfolio. The more a portfolio invests in leveraged instruments, the more the leverage will magnify gains or losses on those investments, such effects will impact accounts more in volatile markets. Due to the complexity and structure of these portfolios, they may not perform over time in direct or inverse correlation to their underlying index. Please note that in August 2009 the SEC and FINRA issued an investor alert about the use of leveraged and inverse ETFs in buy and hold strategies. [2] Due to the level of experience and the amount of account monitoring by USCA advisers, USCA does not stipulate types of ETFs that may be recommended or set a time limit on how long they may be held in client accounts. Clients should assure themselves that they are comfortable with the expertise of their USCA adviser with respect to researching and monitoring these investments before agreeing to hold them in their accounts. In addition, in non-discretionary accounts that invest in such leveraged products clients should be readily available so their USCA adviser can make timely recommendations with respect to any such investment.

Options. As an options holder, clients risk the entire amount of the premium paid, but as an options writer, clients take on a much higher level of risk. There are special risks associated with uncovered option writing which expose the client to potentially significant losses. Therefore, this type of strategy may not be suitable for all customers approved for options transactions. Some, but not all, of the risks involved in uncovered call writing include:

a) The potential loss of uncovered call writing is unlimited. The writer of an uncovered call is in an extremely risky position and may incur large losses if the value of the underlying instrument increases above the exercise price.

b) As with writing uncovered calls, the risk of writing uncovered put options is substantial. The writer of an uncovered put option bears a risk of loss if the value of the underlying instrument declines below the exercise price. Such loss could be substantial if there is a significant decline in the value of the underlying instrument.

c) Uncovered option writing is thus suitable only for the knowledgeable investor who understands the risks, has the financial capacity and willingness to incur potentially substantial losses, and has sufficient liquid assets to meet applicable margin requirements. In this regard, if

[2] http://investor.gov/news-alerts/investor-alerts/sec-finra-investor-alert-leveraged-inverse-etfs

the value of the underlying instrument moves against an uncovered writer's options position, the investor's broker may request significant additional margin payments. If an investor does not make such margin payments, the broker may liquidate stock or options positions in the investor's account, with little or no prior notice in accordance with the investor's margin agreement.

d) For combination writing, where the investor writes both a put and a call on the same underlying instrument, the potential risk is unlimited.

e) If a secondary market in options were to become unavailable, investors could not engage in closing transactions, and an option writer would remain obligated until expiration or assignment.

f) The writer of an American-style option is subject to being assigned and exercise at any time after he has written the option until the option expires. By contrast, the writer of a European-style option is subject to exercise assignment only during the exercise period.

Clients should read and understand the booklet entitled "Characteristics and Risks of Standardized Options" available from their adviser.

ITEM 9 – DISCIPLINARY INFORMATION

As a registered investment advisor, the Firm is required to disclose all material facts regarding any legal or disciplinary event that would be material to a client's evaluation of the Firm or the integrity of management personnel. Neither USCA RIA nor any of its affiliates, owners, management team members or advisers have been involved in any events that the SEC has identified as presumptively material. However, USCA Securities and a small number of the Firm's advisers have reported customer complaints. For detail regarding such complaints, please visit FINRA's BrokerCheck at https://brokercheck.finra.org/.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

From time to time USCA, USCA RIA and or its affiliates engage in certain business practices or receive compensation or other benefits that create a conflict between the interests of clients and the interests of USCA and its subsidiaries. USCA and its subsidiaries, including USCA RIA, address conflicts of interest by disclosing them to clients through documents provided to clients, prior to entering into agreements with them. In addition, USCA RIA is subject to policies and procedures that require its employees to: provide investment advice that is appropriate for and in the best interest of advisory clients (based upon the information provided by such clients); make full disclosure of all potential, material conflicts of interest; act with good faith in dealings with advisory clients; and seek to obtain "best execution" of advisory client transactions.

Clients are urged to read and consider the contents of this Brochure carefully and to inquire about USCA's various sources of compensation and conflicts of interest. Additional disclosures on fees, services, and conflicts of interest can be found on https://www.uscallc.com/legal-and-compliance.

USCA Securities and FCCS

As noted above the Firm is affiliated with a registered broker dealer, USCA Securities, and both companies are wholly owned by U.S. Capital Advisors LLC. USCA Securities operates its brokerage business under a fully disclosed clearing relationship with FCCS. USCA Securities registration as a broker-dealer is material to the Firm's business because substantially all of USCA's advisory clients open an account with USCA Securities and FCCS, with the custody, clearing and execution in such accounts handled by FCCS. Clients participating in the Firm's wrap fee program are required to open such accounts. Additionally, the Firm's investment adviser representatives, including its principal executive officers and management persons, are registered individually with USCA Securities. As discussed below and in other sections of this Brochure, the Firm's affiliation with USCA Securities and its relationship with FCCS creates a variety of material conflicts of interests with its clients.

Through its clearing relationship with FCCS, the Firm receives economic and non-economic benefits, which create a conflict of interest. Non-economic benefits include, but are not limited to, a dedicated service group and relationship manager to handle USCA RIA accounts on the FCCS platform, online access to clients' account statements and other account information, access to third-party research and technology, access to a trading desk, access to block trading, the ability to have client fees directly debited form client accounts, electronic downloads of trades, balances, and position information, and access to Fidelity and non-Fidelity mutual funds. Additionally, through FCCS, USCA RIA has access to business consulting and professional services and may receive payment or reimbursement of expenses such as travel, lodging, meals and related costs to attend conferences or meetings sponsored by FCCS, its service providers, or related parties. Further, through its relationship with FCCS, USCA RIA has access to the Envestnet Programs and receives investment advisory service tools, such as administrative and technology services, from Envestnet. USCA advisers use the tools provided by FCCS and Envestnet to serve clients of USCA RIA as well as affiliates such as USCA Securities.

These systems and support help USCA manage client accounts maintained at FCCS, but they may provide other benefits to USCA that do not benefit clients. USCA's receipt of these systems and support creates a conflict of interest in that USCA has an incentive to select or recommend FCCS based on the systems and support provided to USCA rather than the most favorable execution of client transactions.

In addition to the foregoing, USCA receives the following economic benefits from FCCS:

Business Development Credits

USCA receives substantial payments from FCCS each time it surpasses certain thresholds for total assets, which include client assets, maintained with FCCS as the clearing firm. USCA has received these substantial Business Development Credit payments in August 2013; June 2014; March 2016; and July 2017 and stands to receive additional payments for any additional asset thresholds added to the custody platform at FCCS. This creates a conflict of interest in that it incentivizes USCA to maintain its relationship with and continue to direct assets, including client assets, to FCCS.

Margin Interest and Non-Purpose Loans

USCA RIA makes margin and non-purpose loans available through FCCS to qualified clients in certain circumstances. FCCS establishes a base cost charged to USCA, which is the "cost to carry" the loans. USCA has discretion to charge more than this base interest rate or "markup" the interest rate that is charged to the client. FCCS pays USCA a substantial portion of the interest above the base rate charged on clients' margin and non-purpose loans. Although USCA does not share any of the interest amounts received with its advisers, advisers recommending the use of margin and non-purpose loans to clients increases revenue to USCA and indirectly benefits the adviser as a unit holder in USCA, the parent company of the Firm. Although USCA negotiates almost all rates directly with our clients and marks them up below the standard grid that is suggested by FCCS, the fact that USCA marks up margin and non-purpose loan interest rates incentivizes USCA to set a higher rate in order to increase compensation to USCA.

NTF Mutual Fund Program

Through its relationship with FCCS, USCA has access to certain no load or NTF (No Transaction Fee) mutual funds. Because USCA RIA's clients participating in USCA's wrap fee program pay a wrap or asset-based fee and are not separately charged transaction fees, a conflict of interest exists because USCA and your adviser have a financial incentive to recommend or select NTF funds that do not assess transaction charges in order to reduce USCA's costs. However, USCA does not incentivize or penalize an adviser for using or not using NTF funds. In 2019, USCA discontinued revenue sharing on NTF Funds under its clearing agreement.

Additionally, while these funds do not assess transaction charges, they may have higher internal expenses than funds that do not participate in an NTF program. These higher internal fund expenses are assessed to investors who purchase or hold NTF funds. Depending upon the frequency of trading and hold periods, NTF funds may cost you more, or may cost USCA less, than mutual funds that assess transaction charges but have lower internal expenses. In addition, the higher internal expenses charged to clients who hold NTF funds will adversely affect the long-term performance of their account when compared to share classes of the same fund that assess lower internal expenses.

Clients are urged to inquire whether lower-cost share classes are available and/or appropriate for their account in consideration of their expected investment holding periods, amounts invested, and anticipated trading frequency. Further information regarding fees and charges assessed by a mutual fund is available in the appropriate mutual fund prospectus.

Private Placements and USCA Feeder Funds

From time to time USCA will offer certain unregistered securities, known as "private placements", to clients. In some instances, USCA acts as the issuer of the private placement, typically through a "feeder fund", in the majority of the cases however the private placement will be offered by a third-party unaffiliated with USCA. In every instance the private placement offering will have a disclosure document, typically called a Confidential Memorandum or a Private Placement Memorandum ("PPM") which will detail the fees and expenses of the investment. In addition, USCA requires clients to sign an Alternative Investment Contract ("AIC") for each private placement which summarizes the fees and expenses and clarifies any payouts to or fee sharing with USCA and the client's adviser. The following accounts (described in the Firm's Wrap Brochure) are not eligible to purchase private placements: SMA; UMA; MFS; and WSP.

Occasionally, to accommodate a client who may not have other accounts at the Firm, a private placement may be purchased in a discretionary account managed by USCA adviser but only if discretion is not exercised. If the client is charged a placement fee in connection with a private placement held in a fee-based USCA account, then that investment will be excluded from asset-based fee charges for a minimum of twelve months after the purchase.

Other Vendors and Service Providers

USCA and its advisers receive non-cash compensation from mutual fund companies, investment managers, UIT sponsors, annuity providers, insurance vendors and sponsors of products that are sold to USCA clients. Such compensation consists of occasional gifts up to $100 per vendor per year; occasional meals, tickets or other entertainment of reasonable and customary value; sponsorship support of educational or training events, including educational events advisers arrange for clients and prospects; and payment of expenses related to training and education of employees, which usually include a non-training element; various forms of marketing support; and analytical and record keeping tools used by USCA's advisers. The receipt of these benefits may provide an incentive to recommend the products of those vendors over those who do not provide such things. To mitigate this conflict, the Firm's supervisors periodically review clients' portfolios to ensure they are consistent with the clients' investment goals.

The Firm has an agreement with Black Diamond Performance Reporting through which it offers consolidated performance-reporting capabilities to clients. The Firm may enter into additional relationships and arrangements in the future in order to offer clients additional services and service providers. The Firm does not believe its relationship with Black Diamond presents a material conflict of interest with clients, but it will disclose any potential conflicts if they arise.

The Firm, through USCA Management LLC, employs Lea Connor, an attorney with expertise in corporate retirement and pension plans. In appropriate circumstances Ms. Connor will provide Firm clients general advice regarding their benefits under their corporate retirement and benefit plans and will conduct educational seminars on such topics. Ms. Connor may perform limited legal consulting work outside of her employment with the USCA Group. Ms. Connor's legal consulting does not present material conflicts with the Firm or its clients, and Ms. Connor will not undertake any future work that presents any such conflicts.

Affiliated Entities

In addition to USCA Securities, other affiliates of USCA RIA under common control of the parent company, USCA, include: USCA Asset Management LLC, an SEC registered investment advisor; USCA Investment Holdings LLC; USCA Insurance Agency LLC; USCA Family & Executive Services LLC; USCA Municipal Advisors LLC; USCA LL&B Co-Investment GP LLC; USCA BPCAP GP LLC; USCA SEVGEN GP LLC; USCA LL&B Co-Investment II GP LLC; USCA CR Fund II GP LLC; USCA Badger Midstream Management Company LLC; USCA Resource Minerals Co-Investment I GP LLC; USCA Tailwater Midstream GP LLC; and USCA Real Estate Ventures GP I LLC. USCA Securities is a registered broker-dealer and member FINRA and SIPC. USCA Insurance Agency facilitates the offering of certain limited insurance products from major carriers to the USCA Group's wealth management clients. It does not conduct any independent insurance business or offer its own insurance products. USCA Family & Executive Services LLC offers administrative and reporting services to select family office clients of the USCA Group. USCA Municipal Advisors

LLC provides financial advisory services to municipalities and other governmental entities. USCA LL&B Co-Investment GP LLC; USCA BPCAP GP LLC; USCA SEVGEN GP LLC; USCA LL&B Co-Investment II GP LLC; USCA CR Fund II GP LLC; USCA Badger Midstream Management Company LLC; USCA Resource Minerals Co-Investment I GP LLC; USCA Tailwater Midstream GP LLC; and USCA Real Estate Ventures GP I LLC are entities formed by USCA under its affiliate USCA Investment Holdings LLC, to manage client investments held in affiliated "feeder funds" which were formed to facilitate client investments, generally at lower minimum amounts, into select private equity deals.

USCA Asset Management offers three funds: one private fund of hedge funds and two registered funds (the "USCA Funds"). The USCA Absolute Return Strategy Fund is a private fund of hedge funds that was acquired by the USCA Group in 2013 with the acquisition of Condera Advisors, LLC, an advisory boutique focused on alternative investments. This fund invests assets with, or in, a group of managers or funds pursuing alternative strategies. Phil Pilibosian acts as manager of the USCA Absolute Return Strategy Fund but is primarily an adviser for clients of USCA RIA.

The USCA All Terrain Fund is a closed-end, non-diversified fund registered under the Investment Company Act, launched by USCA Asset Management LLC in July 2015. The USCA All Terrain Fund employs a multi-manager, fund-of-funds approach by investing predominantly in non-affiliated collective investment vehicles, including privately-offered investment funds commonly known as "hedge funds" and publicly traded funds, including exchange-traded funds and mutual funds. David Harris acts as manager of the USCA All Terrain Fund but is primarily engaged as an adviser with USCA RIA.

The USCA Premium Buy Write Fund is a mutual fund registered under the Investment Company Act launched by USCA Asset Management in November 2016. The USCA Premium Buy Write Fund invests primarily in common stocks of large-cap companies and exchange-traded funds ("ETFs") that invest primarily in large-cap common stocks and sells (writes) call options on a majority of these stocks and ETFs. Kelly and Davis Rushing act as portfolio managers for the USCA Premium Buy Write Fund but are primarily engaged as advisers with USCA RIA. Kelly and Davis Rushing manage discretionary portfolios for clients of USCA RIA using an equity covered call strategy similar to that of the fund.

To the extent that the same investment opportunities might be desirable for a USCA Fund and an advisory client, conflicts could arise in determining how to allocate them. The Firm has adopted policies designed to mitigate such conflicts. For more information regarding the USCA Funds please the Form ADV for USCA Asset Management available here: https://adviserinfo.sec.gov/firm/summary/137045.

The existence of and relationships between the above affiliates creates various conflicts for clients, as the growth and probability of each of the affiliates increases the overall value of USCA and in turn the potential value of ownership units of USCA (a majority of which are owned by USCA employees). This creates an incentive for USCA RIA and its advisers to recommend products and services offered by affiliates.

ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

The Firm has adopted a Code of Ethics as required by Rule 204A-1 under the Investment Advisers Act of 1940. The Code of Ethics contains provisions that remind employees of their obligations to clients and obligations to comply with federal securities laws, set forth standards of conduct, restrict personal securities trading and require reporting of personal securities transactions and holdings. Clients and prospective clients may request a copy of the Firm's Code of Ethics by contacting the Firm, either through their adviser or by use of the phone number or e-mail on the front of this brochure.

The Firm does not buy and sell securities for its own account and generally does not permit the purchase or sale of securities on a principal basis from its clients. However, from time to time the Firm effects trades for its advisory clients on a riskless principal basis through its affiliated broker-dealer, USCA Securities. In such cases the buyer is identified prior to the transaction, advisory clients receive the same price as USCA Securities, and notice that USCA Securities acted in a principal capacity is provided to the client on the confirmation of the transaction.

Advisers may buy or sell securities identical or similar to those securities recommended to clients and therefore may have an interest or position in certain securities that are also recommended and bought or sold to Clients. This creates a conflict of interest. USCA monitors employee trading to ensure that advisers do not trade ahead of their own clients to the detriment of the client. When USCA's advisers purchase or sell securities for their own accounts, priority is given to their client transactions. USCA reviews trades in order to identify and remedy situations in which an adviser traded ahead of their client and received a better price than the client. Note that USCA employees may unintentionally trade ahead of firm clients that they or their teams do not serve when they are unaware of those clients' trades, and generally these trades are not adjusted.

The Firm monitors all security holdings of our associated persons. USCA employees are prohibited from trading on non-public information or sharing such information. The Firm conducts its securities and investment advisory business in accordance with applicable Federal and State securities regulations. USCA and its subsidiaries do not maintain an inventory of investments for resale and, other than the riskless principal transactions described above, does not buy or sell securities for itself that it recommends to (or purchases or sells for) clients.

ITEM 12 – BROKERAGE PRACTICES

Substantially all of USCA's advisory clients have brokerage accounts with USCA Securities and FCCS, as the clearing firm. Clients participating in USCA RIA's wrap fee program are required to open brokerage accounts with USCA Securities and FCCS. Outside of the wrap fee program, USCA RIA may permit the use of other broker-dealers on a case by case basis.

USCA Securities has selected FCCS as its primary custodian/broker to hold client assets and execute transactions on terms it believes are advantageous when compared to other available providers and their services. In making this determination a wide range of factors were taken into account, including, (1) the combination of transaction execution services and asset custody services; (2) the ability to execute, clear and settle trades; (3) the ability to facilitate transfers and payments to and from accounts; (4) the range of available investment products and services; (5) quality of services and firm reputation, size and stability; and (6) price competitiveness.

Clients participating in USCA's wrap fee program do not have the option to direct securities brokerage transactions to other broker/dealers or other account custodians. Client receiving management services outside of the wrap fee program may be permitted to direct brokerage transactions to other broker/dealers or other account custodians. However, clients should be aware that in such cases USCA will generally be unable to negotiate commissions or other fees and charges for the client's account. As a result, USCA would be unable to reasonably ensure that the client receives "best execution" with respect to the directed trades. Additionally, USCA may be unable to provide timely monitoring of transaction activity, performance reporting, or other operational or administrative services.

To accommodate certain clients whose accounts cannot be handled by FCCS, USCA RIA has entered into an arrangement with Excel Securities & Associates, Inc. ("Excel"), a registered broker-dealer who clears through Pershing LLC. Certain advisory clients open accounts with Excel and Pershing to by managed by USCA on a non-discretionary basis. Excel provides USCA RIA LLC with "platform" services for clients who open accounts with Excel. The platform services include, among others, brokerage, administrative support, recordkeeping, and related services that are intended to support USCA RIA LLC in conducting business and serving the best interests of clients. Like FCCS, Pershing offers clients financial strength and stability, economies of scale, and reliable technology. Trades for accounts at Excel may be executed at different times and different prices than trades for other accounts that are executed at USCA Securities LLC and FCCS or other broker-dealers.

Not all investment advisers have an affiliated broker-dealer or generally require their clients to use the Advisor's related broker-dealer to execute transactions. Although USCA believes its relationship with FCCS is beneficial to its clients, as described in Item 10, USCA receives substantial economic benefits by using USCA Securities and FCCS as the primary broker-dealer and custodian for its advisory clients as opposed to an unaffiliated broker-dealer. This additional compensation received by USCA in its broker-dealer capacity creates a significant conflict of interest with the Firm's clients because USCA has a substantial economic incentive to use FCCS as its clearing firm for trade execution and custody over other firms that do not or would not revenue share with USCA. Additionally, by using its affiliate as the broker-dealer for its advisory accounts, USCA RIA may be unable to achieve the most favorable execution for client transactions, which may cost clients more money.

Research and Other Soft-Dollar Benefits

USCA does not use commissions to pay for research and brokerage services (i.e., soft-dollar transactions).

Best Execution

The Firm believes that having FCCS execute the majority of its client trades is consistent with its duty to seek "best execution". Best execution means the most favorable terms for a transaction based on all relevant factors. FCCS actively manages customer orders through a proprietary order routing system, and monitors multiple execution quality criteria, execution price, price improvement, execution speed, and effective spread. FCCS, though Fidelity Capital Markets, has an internal order flow management team that is independent from its market making and specialist desks. This team directs order flow to the best performing market makers and market centers. The order flow management team uses both internal and external technology to generate reports that identify any order that executes outside the National Best Bid or Offer ("NBBO").

USCA periodically reviews FCCS's brokerage execution quality. Factors considered in such reviews include, but are not necessarily limited to:

- Commission and transaction fees;
- Ability and willingness to correct errors;
- Value of research provided/soft dollars;
- Financial Responsibility;
- Responsiveness;
- Promptness of execution; and
- Quality of overall execution services provided by the broker-dealer.

On occasion, in an effort to get better execution, a USCA adviser may direct client orders to USCA's institutional trading desk for execution. USCA's trading desk routes customer equity orders to national securities exchanges, alternative trading systems, which may include electronic communications networks, and other market centers. In exchange for routing equity orders to certain market centers, USCA Securities may receive monetary rebates per executed share for equity orders that add liquidity to its book and/or rebates for aggregate exchange fees.

Aggregation of Trade Orders

USCA's advisers typically manage their client's accounts independently of one another based on each client's specific needs and objectives. Therefore, transactions for each client account are often executed independently. However, advisers may "bunch" or aggregate transactions in the same security for clients executed on the same day when the adviser makes a good-faith determination that such bunching of transactions will be beneficial to the clients. All accounts that are allocated trades from a bunched order receive the average price of the execution. Generally aggregating trades can result in better prices than may be achieved through individual transactions and offer more efficient and consistent management of discretionary portfolios. Clients do not incur different costs for aggregated or non-aggregated trades. Advisers are prohibited from participating alongside client orders in aggregated trades.

Client Referrals and Directed Brokerage

USCA RIA's relationship with USCA Securities and FCCS is not in the nature of directing clients in exchange for client referrals. However, USCA receives considerable economic benefits from directing clients to use USCA Securities and FCCS for trade execution, clearance, and settlement services. For detail regarding USCA's relationship with USCA Securities and FCCS and related conflicts of interest, see Item 10 – Other Financial Industry Activities and Affiliations for more detail regarding USCA RIA's relationship with FCCS.

ITEM 13 – REVIEW OF ACCOUNTS

Client transactions by USCA advisers are reviewed for suitability by a designated supervisor. Transactions in accounts managed on a discretionary basis by third-party managers are not subject to suitability reviews by the Firm; instead, the Firm relies on the controls in place with the third-party manager. Firm management will also review on an as needed basis client accounts that may be flagged for various reasons such as over concentration in a single security or heavily traded accounts. Summary reports for accounts managed on a discretionary basis by USCA advisers may be reviewed at the discretion of the designated supervisor, but not less than annually. The reviews will confirm quality standards and continued suitability with client investment objectives. The Firm does not verify performance data provided to it by third-parties. Clients will receive (at a minimum) annual performance reports, which may be oral, written or accessed electronically and will receive from FCCS either quarterly or monthly account statements and confirmations in paper form or electronically through on-line access. Account statements reflect all securities and cash transactions in the account as well as current positions and values. Performance reports will aggregate data (provided by FCCS and other custodians) for related accounts and will reflect holdings and values as well as performance data including comparisons to benchmarks. Performance reports are provided for informational purposes only, should not be relied upon, and do not supersede clients account statements.

On at least an annual basis the USCA adviser will contact the client to request updated financial and personal information and to determine if there have been any changes in the client's investment objectives or personal circumstances that could impact the ongoing suitability of the Account. Reviews may also be conducted at the request of the client.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

At this time USCA does not compensate any person or entity for referring clients to the Firm or its affiliates.

USCA and its affiliates have entered and may continue to enter into agreements with alternative investment platforms and asset managers for the receipt of a portion of fees charged by these managers in connection with clients' investments with these managers or in funds managed by these managers (the portion of these fees received by the Firm or USCA Securities referred to herein as "Referral Fees"). Referral Fees are not payable by USCA's clients, but rather are payable out of the fees earned by these managers. The receipt of Referral Fees may encourage USCA and its representatives to recommend a manager or their fund to their clients over alternatives that do not provide such compensation. The presence of a referral relationship and the receipt of this type of compensation will be disclosed to a client at or prior to the time it makes an investment, which would give rise to the receipt of this type of compensation.

For a description of other benefits received by the Firm in connection with its advisory services see Item 10 – Other Financial Industry Activities and Affiliations.

ITEM 15 – CUSTODY

FCCS serves as the qualified custodian for accounts opened with USCA Securities and FCCS. FCCS is responsible for providing account statements and confirmations to clients. FCCS's statements and confirmations are the only official record of activity in client accounts, and clients should carefully and timely review such account statements and confirmations and contact the Firm if there are any problems or concerns. From time to time, Advisers may accommodate client requests by providing other account summaries or snap shots; however, any such informal account presentations do not supersede clients account statements and should not be relied upon.

Client account information from FCCS and other custodians may be provided to third-parties as authorized by clients and in accordance with USCA's Privacy Policy.

While FCCS maintains actual custody of clients' accounts, USCA RIA is deemed to have custody in connection with certain business practices including direct debiting of fees and the use of certain standing letters of authorization. USCA has adopted controls around these practices.

ITEM 16 – INVESTMENT DISCRETION

USCA RIA offers discretionary and non-discretionary account management. When clients select discretionary management, USCA RIA and its advisers and/or independent third-party registered investment advisers are given authority in the client's advisory agreement(s) to determine the securities bought and sold in the clients account. This authorization does not grant USCA RIA or its advisers the right to withdraw or direct the withdrawal of any funds or securities from clients' advisory account(s) except as specifically authorized by the client for deduction of advisory fees or in connection with standing letters of authorization executed by the client. Any limitation to the trading authorization that the client wishes to impose must be submitted in writing by the client and agreed to by the portfolio manager.

Clients may contact and consult with their USCA adviser at any time. Third-party managers for the Envestnet Programs have agreed to be reasonably available to consult with participating clients. It is recommended that clients contact third-party mangers through or with their USCA adviser so that the USCA adviser can provide consistent and holistic advice.

ITEM 17 – VOTING CLIENT SECURITIES

The Firm will not provide notice, render any advice, or take any action in connection with proxies or class action litigation associated with securities purchased or held in client accounts and the granting of discretion in connection with the management of client accounts will not impose any such obligation on the Firm. Certain third-party asset managers with whom clients invest through the Firm may adopt policies for proxy voting, which will be disclosed to the client by the third-party manager. Generally, clients will receive their proxies or similar solicitations directly from the custodian or transfer agent and not from the Firm.

ITEM 18 – FINANCIAL INFORMATION

The following statements conform to the specific requests required by the SEC with respect to this portion of this Form ADV brochure. The Firm does not require or solicit prepayment of more than $1,200 in fees per client six months or more in advance. The Firm has discretionary authority over client accounts but is not a qualified custodian of client assets. The Firm has no financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. The Firm has never been the subject of a bankruptcy petition.

The uncertainty associated with the COVID-19 virus and the market volatility experienced in March and April 2020 led to significant concern that the primary subsidiaries of USCA Capital Advisers, LLC (i.e., USCA RIA and USCA Securities) would have to materially reduce staffing levels, which we believed could have impacted certain services available to USCA RIA's clients. Thus, USCA RIA's parent company, U.S. Capital Advisers LLC, applied for and received a $2.88

million PPP loan. At this point, USCA RIA does not foresee risks that would impact its specific duties to service its clients, perform advisory functions, or meet its contractual commitment to its clients.

USCA RIA LLC

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July 17, 2020

WRAP BROCHURE
Form ADV – Part 2A, Appendix 1

SEC File No: 801-70897
CRD No: 152170

This wrap fee brochure provides information about the qualifications and business practices of USCA RIA LLC, the investment advisor subsidiary of U.S. Capital Advisors LLC. If you have any questions about the contents of this brochure, please contact us at the phone number above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about USCA RIA LLC is also available on the SEC's website at http://www.adviserinfo.sec.gov.

ITEM 2 - MATERIAL CHANGES

This is the initial publication of this wrap fee brochure; therefore, you are being provided with this brochure in its entirety. In the future, this section will address only specific material changes that are made to the brochure and provide clients with a summary of such changes. It will also reference the date of the last annual update of this brochure. Pursuant to SEC rules, clients will receive a summary of any material changes to this and subsequent brochures within 120 days of the close of USCA RIA LLC's fiscal year end (12/31). Other ongoing disclosure information about material changes will be provided as necessary. A complete brochure will be provided as necessary based on changes or new information, at any time, without charge.

ITEM 3 – TABLE OF CONTENTS

ITEM 4 – SERVICES, FEES AND COMPENSATION

USCA RIA LLC ("USCA RIA" or "the Firm") is an investment advisor registered with the Securities & Exchange Commission ("SEC"). The Firm is affiliated with a registered broker-dealer, USCA Securities LLC, member FINRA and SIPC. Advisers of the Firm are dually registered with USCA Securities LLC. Several advisers are also registered with USCA Asset Management LLC. The Firm, USCA Securities and USCA Asset Management are wholly owned subsidiaries of U.S. Capital Advisors LLC ("USCA"), a Texas-based financial services firm that initiated business operations in 2010. The offices of USCA, and its subsidiaries USCA RIA, USCA Securities, USCA Asset Management and USCA Management LLC (collectively the "USCA Group"), are located at 4444 Westheimer, Suite G500, Houston, Texas 77027. USCA Management LLC employs and manages all employees on behalf of the USCA Group. USCA is a privately held Texas limited liability company. Approximately 25% of USCA is owned by individual investors (some of whom are also employees), the remainder of the ownership units of the company are owned by, or currently reserved for, USCA employees and former employees.

Wrap Program Services

USCA RIA offers different types of advisory services to its clients, including account management, fee-based financial planning, and other general advisory services. USCA RIA is the sponsor of a wrap fee program referred to as the USCA RIA LLC Managed Account Solutions Program (the "Program"). This brochure provides information regarding the Program. Additional information regarding USCA RIA and the services it offers outside of the Program are described in the Firm's Form ADV Part 2A brochure, a copy of which is publicly available on the SEC website at www.adviserinfo.sec.gov or can be obtained by contacting the Firm.

In a wrap fee program, clients are charged a single fee for combined advisory, brokerage, and clearing services associated with the account. This single, combined fee is referred to as a "wrap fee" and is usually calculated as a percentage of the total assets under management. Generally, wrap fee programs are less expensive for actively traded accounts; however, for clients with infrequent trading activity, a wrap fee program could result in higher overall costs. Depending on the fee, amount of account activity, and value of clearing and other services provided pursuant to the wrap fee program, clients may pay more or less than if services were purchased separately.

USCA RIA offers the Program through its clearing firm, Fidelity Clearing & Custody Solutions ("FCCS", formerly National Financial Services LLC), and its relationship with Envestnet Asset Management, Inc. ("Envestnet"). Clients participating in the Program are required to open an account with USCA's affiliated broker-dealer, USCA Securities, and FCCS. Envestnet provides investment advisory service tools, such as administrative and technology services, to USCA RIA for use in the Program. Clients participating in the Program can choose among the following services: (i) discretionary management of client accounts by a qualified USCA adviser; (ii) discretionary management of separate client accounts by one or more third-party money managers as recommended by a USCA adviser; (iii) actively managed portfolios of mutual funds and/or ETFs where the USCA adviser has limited discretion to rebalance; and/or (iv) non-discretionary portfolio advice and management by a USCA adviser. Access to third-party mangers is provided through Envestnet's Private Wealth Management Programs. USCA currently offers the following Envestnet Private Wealth Management Programs: Separately Managed Accounts

(“SMA”), Unified Managed Account (“UMA”), PMC Sigma Mutual Fund Solutions (“MFS”), and the Wrap Strategist Program (“WSP”) (together, the “Envestnet Programs”).

Descriptions of USCA’s current wrap program offerings are as follows:

I. Discretionary Management by USCA Advisers

Advisor Model Management Program (“AMM”)

This program allows select USCA advisers to act as discretionary portfolio managers for client accounts. The adviser will either build and maintain one or more model portfolios or customized portfolios (depending on the adviser’s approach) designed to meet clients’ investment objectives and risk tolerance (descriptions of the discretionary approaches offered by the USCA advisers can be found below). Each adviser has multiple tools to assist in constructing, trading, monitoring and rebalancing portfolios.

II. Discretionary Management by Third-Parties

Separately Managed Accounts (“SMA”)

This program offers clients discretionary asset management in separately managed accounts by one or more third-party portfolio managers recommended by the client’s USCA adviser. The client has direct ownership of the securities in the portfolio. The third-party portfolio managers exercise discretion and can make minor adjustments to fit the portfolio to the client’s situation, for example by restricting certain securities or accommodating existing securities owned by the client. In this program each security has a separate cost basis, so capital gains and losses can be managed for tax purposes. The USCA adviser recommends the particular discretionary asset managers suitable for the client’s investment objectives and risk tolerance but does not exercise discretion over the client’s portfolio.

Unified Managed Accounts (“UMA”)

In the UMA program the client and the USCA adviser agree to an asset allocation which can consist of mutual funds, ETFs and third-party portfolio managers available in the UMA program through Envestnet. Utilizing the Envestnet tools, the USCA adviser customizes the asset allocation models, which may also include individual equities and bonds, for a particular client or selects Envestnet’s proposed asset allocations for types of investors fitting a client’s profile and investment goals. The UMA portfolio is then further customized by selecting the specific, underlying investment strategies or Funds in the portfolio to meet the client’s needs. Once the Advisor and client agree on the content of the portfolio, Envestnet provides overlay management services for UMA accounts and implements trade orders based on the directions of the investment strategies contained in the UMA portfolio. The third-party portfolio manager and fund managers exercise discretion over the client’s assets; the client’s USCA adviser does not exercise discretion.

PMC Sigma Mutual Fund Solutions (“MFS”)

The Firm offers clients Envestnet’s PMC Sigma Mutual Fund Solutions (“MFS”) program. MFS is a fully discretionary, mutual fund and/or ETF asset allocation program offering a series of seven model portfolios positioned at various points along the risk/return spectrum that correspond to the individual client's goals and objectives. The client's USCA adviser recommends appropriate model portfolios but does not exercise discretion. When the client agrees to the model portfolio and the assets are invested in the MFS Program, Envestnet may add, remove or replace mutual funds at its discretion. Envestnet's affiliated sub-advisor, Envestnet Portfolios Solutions, Inc. ("EPS") provides discretionary investment advisory services under which EPS selects mutual fund investments for clients consisting of a series of third-party index mutual funds as well as one or more actively managed funds from the PMC Fund family. EPS has discretionary authority to direct investment of the monies contributed by the client. Such discretionary authority includes the discretion to adjust asset allocations to the portfolios, and to replace or reduce allocations to specific mutual funds without prior consultation with the client. EPS has discretion to invest in, hold and sell shares in various mutual funds; to liquidate any "in-kind" assets that are transferred into the MFS program; and to liquidate sufficient assets to pay the Program Fee when necessary and advisable. EPS periodically monitors client portfolios and when deemed appropriate makes changes in both asset allocations as well as specific mutual fund selections. Neither Envestnet nor EPS maintain custody of the individual funds or other assets owned by each client. Clients are themselves the registered owners of the mutual funds which are held by a registered broker-dealer and/or qualified custodian on each client's behalf.

III. Mutual Fund/ETF Portfolios with Limited Rebalancing Discretion

Wrap Strategists Program ("WSP")

This program provides actively managed third-party portfolios consisting of mutual funds and/or ETFs. The USCA adviser assists the client in selecting from target asset mixes, model portfolios and individual funds/ETFs to meet the client's investment objectives and risk tolerance. The program may include regular rebalancing by the USCA adviser on a discretionary basis in order to maintain the client's agreed to asset allocation.

IV. Non-discretionary Portfolio Advice and Management

Portfolio Advising Accounts ("PAA")

Non-discretionary accounts in which the client's USCA adviser recommends portfolio approaches appropriate to the client's investment objectives and risk tolerance and provides other services as requested by client such as asset allocation, research, analysis and performance reporting.

Wrap Program Fees

Clients participating in the Program pay a single comprehensive or "wrapped" annual fee for investment advisory services and brokerage execution services. This fee is not based on the transactions that occur in the account, but rather on the account value. The client's specific fee and compensation information is disclosed in the Client Agreement for Advisory Services Specific Services Addendum ("CAS"), which is made part of the USCA Client Advisory Agreement ("CAA"). For clients participating in the Envestnet Programs, the CAS will incorporate the Envestnet "Statement of Investment Selections" which contains additional information specific to the Envestnet Programs.

USCA advisers, with supervisory oversight, are responsible for determining the rate charged to each client based on factors such as total amount of assets involved in the relationship, selection of program and services, any base rate charged for selected third-party advisory account programs, and complexity and mix of the portfolio. This may result in accounts of similar type and make up being charged different fees. The maximum allowed wrap fee that a client can be charged is 3%. USCA RIA retains a portion of the wrap fee and a portion is paid to Envestnet and FCCS. USCA advisers (or teams of advisers) receive a portion (between 42%-48%) of the asset-based fees retained by USCA RIA (after deduction of expenses).

Clients should be aware that participation in the Program, depending on trading activity and other factors, may cost the client more or less than purchasing advisory and brokerage services separately. Additionally, client's USCA adviser may receive more compensation when clients participate in the Program and make certain selections within the Program. This creates a conflict it in that it may incentivize the adviser to recommend clients participate in the Program and select certain services within the Program over other less expensive options. Further, because USCA RIA pays brokerage fees in connection with the Program, USCA advisers may be incentivized to engage in fewer or less expensive transactions (including the use of mutual funds that do not have transaction charges) and to choose third-party mangers who generate less transaction fees.

Fee Payment Processes

Generally, clients in wrap fee accounts will pay fees quarterly through automatic deductions from their accounts based on the total eligible assets under management. Wrap fees are calculated by taking the total assets in a client's wrap accounts, multiplying by the fee rate, dividing by 365, and multiplying by the number of days in the quarter. Fee-based accounts opened in mid-quarter will be assessed a pro-rated amount based on the number of calendar days remaining in the quarter. If a client deposits assets (cash and/or securities) with a market value of ten-thousand dollars ($10,000) or more in an account on any given day after the inception of a calendar quarter the additional amount will become subject to fees before the end of the quarter. If for any reason fees are not automatically billed the Firm will manually bill the affected accounts. Advisory fee billings will be reflected on the client's account statement.

Other Types of Fees and Expenses

Clients will be charged certain administrative and service fees based on activity in their accounts These include account-related fees such as annual custody fees, wire fees, IRA maintenance and termination fees, transfer of account fees, mailgram fees, reorganization fees, service fees, DRS and certificate related fees, legal transfer and return fees, fees related to ACH, debit, and checking features, stop payment and bounced check fees, and trade extension fees. Some of these fees are charged to USCA by FCCS and passed on to clients directly. In other cases, USCA imposes a charge or adds to the FCCS charge. Your financial professional does not share in any revenue from these charges. For a list of such fees please see the USCA Fee Disclosure at https://www.uscallc.com/legal-and-compliance.

Clients will also be responsible for the following costs, which may be priced into the investment: (i) dealer markups, markdowns or spreads; (ii) costs relating to trading in certain foreign securities; and (iii) the internal charges and fees that may be imposed by any collective investment, such as mutual funds and closed-end funds, unit investment trusts, exchange-traded funds or real estate investment trusts[1].

In addition to the costs noted above, clients may incur brokerage commissions or other charges, including contingent deferred sales charges ("CDSC"), imposed upon the liquidation of "in-kind assets" that are transferred to a managed account program and liquidated. Note that if the liquidation of in-kind assets occurs in a fee-based account at USCA then USCA will not receive any additional compensation in connection with such transactions. If the liquidation occurs in a brokerage account at USCA then USCA and the Client's adviser will generally receive compensation. Clients should be aware that if they transfer in-kind assets into a managed program, the assets may be liquidated immediately or at a future point in time which may incur a charge such as a CDSC. Whether any part of the CDSC charge is paid as compensation to USCA and the Client's adviser depends on the specific mutual fund, details will be disclosed in the mutual fund's prospectus or may be provided by your USCA adviser or a USCA supervisor. Clients may also be subject to taxes upon the liquidation of such assets. Clients should consult with their adviser and tax consultant before transferring in-kind assets into a managed account program.

Alternative investments may involve additional fees and charges, such as registration, custody and valuations fees charged by FCCS, if FCCS agrees to accept custody of such alternative investments. Other fees and charges will be disclosed in the respective offering documents.

Prepayment of Fees and Termination of Services

The client may terminate the relationship with the Firm, cancel a grant of discretion or convert an advisory account to a transaction-based brokerage account at any time, effective upon receipt by the Firm of written notice from the client. A pro rata portion of the pre-paid quarterly fee will be reimbursed upon closing of the account (based on the number of days remaining in the quarter); however, the client may be charged for an additional 30 days after receipt of notice or closing of the advisory account. If a client terminates the advisory relationship with the Firm within the first twelve months, the Firm may impose an additional administrative fee of $100 to offset associated termination costs. Notwithstanding the above, if the appropriate disclosure statement was not delivered to the client at least 48 hours prior to the client entering into any written or oral advisory contract with the Firm, the client has the right to terminate the fee contract without penalty, within five (5) business days after entering into the contract.

Sales Charges, Service Fees and Other Firm Compensation

Mutual Funds

Mutual fund companies often pay out revenue in the form of 12b-1 and other service fees to firms that market and sell fund shares. These fees are outlined in each fund's prospectus. These fees come from fund assets, and therefore, indirectly from client assets. Many mutual funds offer share classes with no or low 12b-1 fees for eligible investors that are less expensive than 12b-1 fee paying shares.

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[1] Such costs may include fund operating expenses, management fees, redemption fees, 12b-1 fees and other fees and expenses. Information regarding charges and fees assessed in such products may be found in the product prospectus or offering document.

USCA advisers may select or recommend to their advisory clients share classes of mutual funds that pay USCA or its affiliates 12b-1 and other service fees. A conflict of interest exists when a USCA adviser recommends shares that pay 12b-1 or services fees to USCA or its affiliates and a lower cost share class is available. As a matter of policy, USCA rebates the mutual fund 12b-1s and other service fees it receives from mutual funds purchased or held in discretionary advisory accounts. However, when 12b-1 fee paying shares are held in non-discretionary advisory accounts, USCA retains the 12b-1 and other service fees. A portion of these fees are shared with the USCA advisers. This creates a conflict in that USCA advisers have an incentive to recommend 12b-1 fee paying shares in order to increase compensation to the Firm and the adviser.

Private Placements

Clients who elect to purchase certain unregistered securities, known as "private placements" or other alternative investments may be charged an upfront placement fee, which is generally shared between USCA Securities and the USCA adviser. Typically, if a client is charged a placement fee in connection with a private placement or other alternative investment held in a fee-based USCA account, then that investment will be excluded from asset-based fee charges for a minimum of twelve months after the purchase. USCA Securities and USCA advisers may receive other compensation from private placement issuers. The details of any fee sharing arrangement both between USCA and the issuer and USCA and the client's USCA adviser, will be disclosed in the USCA Alternative Investment Contract ("AIC form").

For more information regarding other compensation received by USCA RIA, see Item 9 Additional Information - Other Financial Industry Activities and Affiliations.

Breakdown of Assets of Under Management

As of June 30, 2020, USCA RIA LLC managed approximately $2,085,737,341 in assets on a discretionary basis and $1,240,271,096 in assets on a non-discretionary basis. The total assets under management for the combined USCA entities (USCA Securities LLC, USCA Asset Management LLC and USCA RIA LLC) as of June 30, 2020 was approximately $ 5,493,846,655.

ITEM 5 – ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

USCA RIA offers investment advisory services to individuals, trusts, estates, charitable organizations and business entities. All fee-based accounts opened with USCA RIA LLC are considered Firm advisory accounts and generally require an initial minimum portfolio value of $50,000. Existing clients wishing to open an additional account or have an account established for a relative or associate at an amount lower than the minimum may be considered.

ITEM 6 – PORTFOLIO MANAGER SELECTION AND EVALUATION

Clients' stated investment objectives and risk tolerance will guide the adviser in making suitable recommendations with regard to specific investments and the selection of portfolio managers. USCA RIA selects and reviews third-party money managers based on their experience, past performance, investment philosophy, and market outlook. USCA and its advisers generally receive a larger portion of the wrap fee when they act as the portfolio manager, and therefore, they may have an incentive to recommend their discretionary or non-discretionary management services over the Envestnet Programs. Additionally, USCA advisers may not have experience or performance records equivalent to that of third-party money managers. To minimize these conflicts, USCA RIA requires supervisory approval of new internally managed accounts and discretionary portfolios, and USCA RIA's supervisors conduct oversight to ensure the recommended investment strategy is consistent with the client's stated investment objectives and risk tolerance.

USCA advisers have access to Black Diamond performance reporting, which they may use to demonstrate performance of their discretionary and non-discretionary strategies. While the data used to generate these reports generally comes directly from FCCS or other sources we deem reliable, they are not independently reviewed for accuracy or compliance with performance presentation standards. As such, they may not be calculated on a uniform and consistent basis.

USCA RIA does not independently calculate third-party mangers performance. Instead, it relies on performance figures provided by the third-party managers. Although Envestnet has obtained representations from the third-party mangers that they will comply with federal and state securities laws and rules, USCA RIA is generally unable to monitor third-party mangers' conflicts of interest, daily trading activities, or operations.

Other Advisory Business

In addition to the services offered in connection with the Program (as described in Item 4), USCA RIA offers financial planning and general advisory services, such as investment policy advice and assistance, developing asset allocation strategies, manager selection and/or evaluation, review of accounts to assist with adherence to investment policy guidelines, and other forms of financial planning and investment performance evaluations, for an additional fee. Occasionally, the Firm may provide portfolio management services outside of the Program, such as when the client obtains brokerage, custody or processing services away from the Firm. In such cases the client and the adviser will agree on the services to be provided and the fee to be charged for such services.

USCA RIA's approach to handling wrap program and non-wrap program managed accounts will generally be the same. Both types of accounts will be managed in accordance with the client's stated investment objectives and risk tolerance. However, USCA RIA may not have access to the same account management tools that it has when services are provided through its relationship with FCCS and Envestnet. Additionally, USCA advisers may not be able to directly effectuate investment decisions in accounts held at other broker-dealers. Directions may instead be provided to the client or an agent for the client. Therefore, the handling of these accounts may differ with regard to the degree of comprehensiveness and directness of the services provided.

For more information regarding USCA RIA's services outside the Program, see USCA RIA's Form ADV Part 2A brochure, a copy of which is publicly available on the SEC website at www.adviserinfo.sec.gov or can be obtained by contacting the Firm.

Customization of Advisory Services

Generally, clients are permitted to impose reasonable restrictions on investing in certain securities or types of securities in their advisory accounts; however some restrictions may not be accommodated when utilizing ETFs, mutual funds or with respect to certain third-party products or services.

Performance-Based Fees & Side by Side Management

USCA RIA and its advisers do not receive performance-based fees, which are fees based on a share of capital gains on or capital appreciation of client assets, and do not participate in side-by-side management, which refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees.

Methods of Analysis

In formulating investment advice USCA advisers utilize a variety of fundamental, technical, quantitative and statistical tools and valuation methodologies and may utilize information from a wide range of sources, including but not limited to: financial publications; inspections of corporate activities; company press releases and securities filings; research and due diligence material prepared by USCA; rating or timing services; regulatory and self-regulatory reports ; third-party data providers and research consultants; outside consultants, experts and other professionals; and other public sources. In addition to information on specific investments, the information sourced and relied on by USCA advisers may include categories such as the economy; industries; groups of securities and individual companies ; statistical information; market data; accounting and tax law interpretations; political developments; pricing and appraisal services; credit analysis; risk measurement analysis; performance analysis. As a result of these different methodologies employed, recommendations may differ from, or be inconsistent with, fundamental opinions for the same security. USCA RIA may use compute-based technology to more readily display these factors and to create asset allocation recommendations. Investments and strategies available are subject to varying degrees of due diligence (quantitative and/or qualitative) and depth of research. Alternative investments and private placements offered by USCA will be subject to the highest level of diligence performed by USCA.

Investment Strategies

Client accounts are managed based on strategies discussed with the client and based on the client's stated investment goals and objectives. Methods and strategies vary based on the USCA adviser providing advice and whether the account is managed by the USCA adviser or a third party. USCA adviser managed discretionary strategies generally fall into one the following five broad categories. More detail regarding the exact strategies and the types of securities used can be obtained from your USCA adviser.

1. Equity: Capital Appreciation

    a. Primarily focus is capital appreciation. May or may not include a secondary focus on dividend income.
    b. Strategy may include selling covered calls.

c. Strategy may include the selling of uncovered puts provided sufficient funds to purchase the equity are maintained in cash of cash equivalent securities in the account.

2. Equity: Income + Capital Appreciation

   a. Primary focus is on dividend income with secondary focus on capital appreciation
   b. Strategy may include allocation to fixed income of 30% or less
   c. Strategy may include selling covered calls.
   d. Strategy may include the selling of uncovered puts provided sufficient funds to purchase the equity are maintained in cash of cash equivalent securities in the account.

3. Equity: Covered Call Strategy

   a. Primary focus is on selling covered calls against equity positions held in the portfolios

3. Balanced

   a. Equities, Fixed Income and Cash with specific ranges established based on client risk tolerance and investment time horizon
   b. Strategy may include selling covered calls the buying of puts and calls and the selling of covered calls.
   c. Strategy may include the selling of uncovered puts provided sufficient funds to purchase the equity are maintained in cash of cash equivalent securities in the account.

5. Fixed Income

   a. 80% fixed income and cash with up to 20% in equities (including preferred securities)

Risk of Loss

Investing in any securities involves risk of loss, including loss of principal. Each client should be prepared to accept such risk of loss and should discuss risks carefully with their USCA adviser before making any investment and at regular account review meetings. Additional information and concerns about risk may be addressed with any USCA supervisor. The following are some of the types of risk that could affect the value of a client's portfolio.

Market Risk involves such things as a drop in a security's price due to company specific events, such as an earnings disappointment or a downgrade in the rating of a bond, or general market activity, such as occurs in a "bear" market when stock values fall in general. Stock markets can be volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. Such volatility can be especially severe in certain foreign markets.

Credit and Interest Rate Risk can impact all investments but typically impact fixed-income strategies more severely as fixed income investments are inherently sensitive to interest rate fluctuations as well as the inherent credit risk related to the underlying credit worthiness of the various issuers and the volatility of the bond market in general.

Concentrated Strategy Risk A concentrated strategy that focuses heavily on stocks in certain companies, sectors or geographic regions can be more volatile and presents greater risk of loss, especially over the short term. The more concentrated a portfolio, generally the higher the risk exposure. Because a concentrated portfolio may hold a limited number of securities, movements in securities prices could have a greater impact on the value of the portfolio than would occur if the portfolio held more securities. These portfolios may not be appropriate for investors who are not willing to accept a much greater risk of loss and volatility of investment returns than the general stock market (as typically measured by the S&P 500 Index).

High-risk Strategies. Such strategies, often utilizing hedge funds or alternative investments have the potential for substantial returns; however, there are correspondingly significant risks involved in the strategies and are not intended for all types of clients. Clients who choose to follow high-risk strategies should be aware that there is the possibility of significant losses up to and the possible loss of their entire investment.

- <u>International securities</u> involve special additional risks, including currency risk, political risk, and risk associated with varying accounting standards. Investing in emerging markets may accentuate these risks.
- <u>Small capitalized companies</u> involve risks, including relatively low trading volumes, a greater degree of change in earnings, and greater short-term volatility. Smaller companies typically have a higher risk of failure and are not as well established as larger blue-chip companies.
- <u>Growth strategies</u> can perform differently from the market as a whole and from other types of stocks and can be more volatile than other types of stocks.
- <u>High-yield bond strategies invest in lower-rated debt securities</u> (commonly referred to as junk bonds) and involve additional risks because of the lower credit quality of the securities in the portfolio. Clients should be aware of the possible higher level of volatility and increased risk of default. Municipal investment strategies can be affected by adverse tax, legislative or political changes and the financial condition of the issuers of municipal securities.
- <u>Tactical and dynamic investment strategies</u> involve more frequent trading than the traditional "buy-and hold" investment strategies. Such trading can increase transaction costs and create more short-term tax gains than client may be used to seeing in other types of strategies.

Leveraged and inverse leveraged equity ETFs. A leveraged ETF generally seeks to deliver multiples of the daily performance of the index or benchmark that it tracks. An inverse ETF generally seeks to deliver the opposite of the daily performance of the index or benchmark that it tracks. Some ETFs are both inverse and leveraged, because they seek a return that is a multiple of the inverse performance of the underlying index. In addition to ETFs, some mutual funds are leveraged or inverse -- they are designed to deliver multiples or the inverse of the performance of the index or the benchmark that they track. To accomplish their objectives, leveraged, inverse and leveraged inverse funds use a range of investment strategies, including swaps, futures contracts and other derivative instruments. USCA advisers may recommend to clients or may choose in certain discretionary portfolios use inverse, leveraged or leveraged inverse funds as a way to profit from or hedge exposure to downward moving markets. Before using any leveraged, inverse or leveraged inverse fund the adviser will evaluate available information on the fund including how the fund is designed to perform, how it achieves that objective, the impact on performance from market volatility, the use of leverage and the appropriate holding period. The use of inverse and leveraged inverse funds will be closely monitored by the adviser as part of his trading and hedging strategy. The use of leverage by an ETF increases the risk to the portfolio. The more a portfolio invests in leveraged instruments, the more the leverage will magnify gains or losses on those investments, such effects will impact accounts more in volatile markets. Due to the complexity and structure of these portfolios, they may not perform over time in direct or inverse correlation to their underlying index. Please note that in August 2009 the SEC and FINRA issued an investor alert about the use of leveraged and inverse ETFs in buy and hold strategies. [2] Due to the level of experience and the amount of account monitoring by USCA advisers, USCA does not stipulate types of ETFs that may be recommended or set a time limit on how long they may be held in client accounts. Clients should assure themselves that they are comfortable with the expertise of their USCA adviser with respect to researching and monitoring these investments before agreeing to hold them in their accounts. In addition, in non-discretionary accounts that invest in such leveraged products clients should be readily available so their USCA adviser can make timely recommendations with respect to any such investment.

Options. As an options holder, clients risk the entire amount of the premium paid, but as an options writer, clients take on a much higher level of risk. There are special risks associated with uncovered option writing which expose the client to potentially significant losses. Therefore, this type of strategy may not be suitable for all customers approved for options transactions. Some, but not all, of the risks involved in uncovered call writing include:

a) The potential loss of uncovered call writing is unlimited. The writer of an uncovered call is in an extremely risky position and may incur large losses if the value of the underlying instrument increases above the exercise price.

b) As with writing uncovered calls, the risk of writing uncovered put options is substantial. The writer of an uncovered put option bears a risk of loss if the value of the underlying instrument declines below the exercise price. Such loss could be substantial if there is a significant decline in the value of the underlying instrument.

c) Uncovered option writing is thus suitable only for the knowledgeable investor who understands the risks, has the financial capacity and willingness to incur potentially substantial losses, and has sufficient liquid assets to meet applicable margin requirements. In this regard, if the value of the underlying instrument moves against an uncovered writer's options position, the investor's broker may request significant additional margin payments. If an investor does not make such margin payments, the broker may liquidate stock or options positions in the investor's account, with little or no prior notice in accordance with the investor's margin agreement.

[2] http://investor.gov/news-alerts/investor-alerts/sec-finra-investor-alert-leveraged-inverse-etfs

d) For combination writing, where the investor writes both a put and a call on the same underlying instrument, the potential risk is unlimited.

e) If a secondary market in options were to become unavailable, investors could not engage in closing transactions, and an option writer would remain obligated until expiration or assignment.

f) The writer of an American-style option is subject to being assigned an exercise at any time after he has written the option until the option expires. By contrast, the writer of a European-style option is subject to exercise assignment only during the exercise period.

Clients should read and understand the booklet entitled “Characteristics and Risks of Standardized Options” available from their adviser.

Voting Client Securities

The Firm will not provide notice, render any advice, or take any action in connection with proxies or class action litigation associated with securities purchased or held in client accounts and the granting of discretion in connection with the management of client accounts will not impose any such obligation on the Firm. Certain third-party asset managers with whom clients invest through the Firm may adopt policies for proxy voting, which will be disclosed to the client by the third-party manager. Generally, clients will receive their proxies or similar solicitations directly from the custodian or transfer agent and not from the Firm.

ITEM 7 – CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS

USCA advisers will work with their clients to obtain information regarding the client’s financial circumstances, investment objectives, overall financial condition, income and tax status, personal and business assets, risk profile, and other information regarding financial and investment needs. This information is used by USCA RIA to manage your account internally and will be provided to Envestnet in the event a client participates in the Envestnet Programs. It is an objective of the Firm to at least annually meet with clients to review their financial circumstances, investment objectives and risk profile, although in most cases our Advisors have more frequent and regular client contact. For the Firm to provide effective advisory services, it is important that clients provide accurate and complete information to the Firm and update their information when there is any change in circumstances, objectives or risk tolerance.

ITEM 8 – CLIENT CONTACT WITH PORTFOLIO MANAGERS

Clients may contact and consult with their USCA adviser at any time. Third-party managers for the Envestnet Programs have agreed to be reasonably available to consult with participating clients. It is recommended that clients contact third-party mangers through or with their USCA adviser so that the USCA adviser can provide consistent and holistic advice.

ITEM 9 – ADDITIONAL INFORMATION

Disciplinary Information

As a registered investment advisor, the Firm is required to disclose all material facts regarding any legal or disciplinary event that would be material to a client's evaluation of the Firm or the integrity of management personnel. Neither USCA RIA nor any of its affiliates, owners, management team members or advisers have been involved in any events that the SEC has identified as presumptively material. However, USCA Securities and a small number of the Firm's advisers have reported customer complaints. For detail regarding such complaints, please visit FINRA's BrokerCheck at https://brokercheck.finra.org/.

Other Financial Industry Activities and Affiliations

From time to time USCA, USCA RIA and or its affiliates engage in certain business practices or receive compensation or other benefits that create a conflict between the interests of clients and the interests of USCA and its subsidiaries. USCA and its subsidiaries, including USCA RIA, address conflicts of interest by disclosing them to clients through documents provided to clients, prior to entering into agreements with them. In addition, USCA RIA is subject to policies and procedures that require its employees to: provide investment advice that is appropriate for and in the best interest of advisory clients (based upon the information provided by such clients); make full disclosure of all potential, material conflicts of interest; act with good faith in dealings with advisory clients; and seek to obtain "best execution" of advisory client transactions.

Clients are urged to read and consider the contents of this Brochure carefully and to inquire about USCA's various sources of compensation and conflicts of interest. Additional disclosures on fees, services, and conflicts of interest can be found on https://www.uscallc.com/legal-and-compliance.

USCA Securities and FCCS

As noted above the Firm is affiliated with a registered broker dealer, USCA Securities, and both companies are wholly owned by U.S. Capital Advisors LLC. USCA Securities LLC operates its brokerage business under a fully disclosed clearing relationship with FCCS. USCA Securities registration as a broker-dealer is material to the Firm's business because substantially all of USCA's advisory clients open an account with USCA Securities and FCCS, with the custody, clearing and execution in such accounts handled by FCCS. Clients participating in the Program are required to open such accounts. Additionally, the Firm's investment adviser representatives, including its principal executive officers and management persons, are registered individually with USCA Securities. As discussed below and in other sections of this Brochure, the Firm's affiliation with USCA Securities and its relationship with FCCS creates a variety of material conflicts of interests with its clients.

Through its clearing relationship with FCCS, the Firm receives economic and non-economic benefits, which create a conflict of interest. Non-economic benefits include, but are not limited to, a dedicated service group and relationship manager to handle USCA RIA accounts on the FCCS platform, online access to clients' account statements and other account information, access to third-party research and technology, access to a trading desk, access to block trading, the ability to have client fees directly debited form client accounts, electronic downloads of trades, balances, and position information, and access to Fidelity and non-Fidelity mutual funds. Additionally, through FCCS, USCA RIA has access to business consulting and professional services and may receive payment or reimbursement of expenses such as travel, lodging, meals and related costs to attend conferences or meetings sponsored by FCCS, its service providers, or related parties.

Further, through its relationship with FCCS, USCA RIA has access to the Envestnet Programs and receives investment advisory service tools, such as administrative and technology services, from Envestnet. USCA advisers use the tools provided by FCCS and Envestnet to serve clients of USCA RIA as well as affiliates such as USCA Securities.

These systems and support help USCA manage client accounts maintained at FCCS, but they may provide other benefits to USCA that do not benefit clients. USCA's receipt of these systems and support creates a conflict of interest in that USCA has an incentive to select or recommend FCCS based on the systems and support provided to USCA rather than the most favorable execution of client transactions.

In addition to the foregoing, USCA receives the following economic benefits from FCCS:

Business Development Credits

USCA receives substantial payments from FCCS each time it surpasses certain thresholds for total assets, which include client assets, maintained with FCCS as the clearing firm. USCA has received these substantial Business Development Credit payments in August 2013; June 2014; March 2016; and July 2017 and stands to receive additional payments for any additional asset thresholds added to the custody platform at FCCS. This creates a conflict of interest in that it incentivizes USCA to maintain its relationship with and continue to direct assets, including client assets, to FCCS.

Margin Interest and Non-Purpose Loans

USCA RIA makes margin and non-purpose loans available through FCCS to qualified clients in certain circumstances. FCCS establishes a base cost charged to USCA, which is the "cost to carry" the loans. USCA has discretion to charge more than this base interest rate or "markup" the interest rate that is charged to the client. FCCS pays USCA a substantial portion of the interest above the base rate charged on clients' margin and non-purpose loans. Although USCA does not share any of the interest amounts received with its advisers, advisers recommending the use of margin and non-purpose loans to clients increases revenue to USCA and indirectly benefits the adviser as a unit holder in USCA, the parent company of the Firm. Although USCA negotiates almost all rates directly with our clients and marks them up below the standard grid that is suggested by FCCS, the fact that USCA marks up margin and non-purpose loan interest rates incentivizes USCA to set a higher rate in order to increase compensation to USCA.

NTF Mutual Fund Program

Through its relationship with FCCS, USCA has access to certain no load or NTF (No Transaction Fee) mutual funds. Because USCA RIA's clients participating in USCA's wrap fee program pay a wrap or asset-based fee and are not separately charged transaction fees, a conflict of interest exists because USCA and your adviser have a financial incentive to recommend or select NTF funds that do not assess transaction charges in order to reduce USCA's costs. However, USCA does not incentivize or penalize an adviser for using or not using NTF funds. In 2019, USCA discontinued revenue sharing on NTF Funds under its clearing agreement.

Additionally, while these funds do not assess transaction charges, they may have higher internal expenses than funds that do not participate in an NTF program. These higher internal fund expenses are assessed to investors who purchase or hold NTF funds. Depending upon the frequency of trading and hold periods, NTF funds may cost you more, or may cost USCA less, than mutual funds that assess transaction charges but have lower internal expenses. In addition, the higher internal expenses charged to clients who hold NTF funds will adversely affect the long-term performance of their account when compared to share classes of the same fund that assess lower internal expenses.

Clients are urged to inquire whether lower-cost share classes are available and/or appropriate for their account in consideration of their expected investment holding periods, amounts invested, and anticipated trading frequency. Further information regarding fees and charges assessed by a mutual fund is available in the appropriate mutual fund prospectus.

Private Placements and USCA Feeder Funds

From time to time USCA will offer certain unregistered securities, known as "private placements", to clients. In some instances, USCA acts as the issuer of the private placement, typically through a "feeder fund", in the majority of the cases however the private placement will be offered by a third-party unaffiliated with USCA. In every instance the private placement offering will have a disclosure document, typically called a Confidential Memorandum or a Private Placement Memorandum ("PPM") which will detail the fees and expenses of the investment. In addition, USCA requires clients to sign an Alternative Investment Contract ("AIC") for each private placement which summarizes the fees and expenses and clarifies any payouts to or fee sharing with USCA and the client's adviser. The following accounts are not eligible to purchase private placements: SMA; UMA; MFS; and WSP. Occasionally, to accommodate a client who may not have other accounts at the Firm, a private placement may be purchased in an AMM account but only if discretion is not exercised. If the client is charged a placement fee in connection with a private placement held in a fee-based USCA account, then that investment will be excluded from asset-based fee charges for a minimum of twelve months after the purchase.

Other Vendors and Service Providers

USCA and its advisers receive non-cash compensation from mutual fund companies, investment managers, UIT sponsors, annuity providers, insurance vendors and sponsors of products that are sold to USCA clients. Such compensation consists of occasional gifts up to $100 per vendor per year; occasional meals, tickets or other entertainment of reasonable and customary value; sponsorship support of educational or training events, including educational events advisers arrange for clients and prospects; and payment of expenses related to training and education of employees, which usually include a non-training element; various forms of marketing support; and analytical and record keeping tools used by USCA's advisers. The receipt of these benefits may provide an incentive to recommend the products of those vendors over those who do not provide such things. To mitigate this conflict, the Firm's supervisors periodically review clients' portfolios to ensure they are consistent with the clients' investment goals.

The Firm has an agreement with Black Diamond Performance Reporting through which it offers consolidated performance-reporting capabilities to clients. The Firm may enter into additional relationships and arrangements in the future in order to offer clients additional services and service providers. The Firm does not believe its relationship with Black Diamond presents a material conflict of interest with clients, but it will disclose any potential conflicts if they arise.

The Firm, through USCA Management LLC, employs Lea Connor, an attorney with expertise in corporate retirement and pension plans. In appropriate circumstances Ms. Connor will provide Firm clients general advice regarding their benefits under their corporate retirement and benefit plans and will conduct educational seminars on such topics. Ms. Connor may perform limited legal consulting work outside of her employment with the USCA Group. Ms. Connor's legal consulting does not present material conflicts with the Firm or its clients, and Ms. Connor will not undertake any future work that presents any such conflicts.

Affiliated Entities

In addition to USCA Securities, other affiliates of USCA RIA under common control of the parent company, USCA, include: USCA Asset Management LLC, an SEC registered investment advisor; USCA Investment Holdings LLC; USCA Insurance Agency LLC; USCA Family & Executive Services LLC; USCA Municipal Advisors LLC; USCA LL&B Co-Investment GP LLC; USCA BPCAP GP LLC; USCA SEVGEN GP LLC; USCA LL&B Co-Investment II GP LLC; USCA CR Fund II GP LLC; USCA Badger Midstream Management Company LLC; USCA Resource Minerals Co-Investment I GP LLC; USCA Tailwater Midstream GP LLC; and USCA Real Estate Ventures GP I LLC. USCA Securities is a registered broker-dealer and member FINRA and SIPC. USCA Insurance Agency facilitates the offering of certain limited insurance products from major carriers to the USCA Group's wealth management clients. It does not conduct any independent insurance business or offer its own insurance products. USCA Family & Executive Services LLC offers administrative and reporting services to select family office clients of the USCA Group. USCA Municipal Advisors LLC provides financial advisory services to municipalities and other governmental entities. USCA LL&B Co-Investment GP LLC; USCA BPCAP GP LLC; USCA SEVGEN GP LLC; USCA LL&B Co-Investment II GP LLC; USCA CR Fund II GP LLC; USCA Badger Midstream Management Company LLC; USCA Resource Minerals Co-Investment I GP LLC; USCA Tailwater Midstream GP LLC; and USCA Real Estate Ventures GP I LLC are entities formed by USCA under its affiliate USCA Investment Holdings LLC, to manage client investments held in affiliated "feeder funds" which were formed to facilitate client investments, generally at lower minimum amounts, into select private equity deals.

USCA Asset Management offers three funds: one private fund of hedge funds and two registered funds (the "USCA Funds"). The USCA Absolute Return Strategy Fund is a private fund of hedge funds that was acquired by the USCA Group in 2013 with the acquisition of Condera Advisors, LLC, an advisory boutique focused on alternative investments. This fund invests assets with, or in, a group of managers or funds pursuing alternative strategies. Phil Pilibosian acts as manager of the USCA Absolute Return Strategy Fund but is primarily an adviser for clients of USCA RIA.

The USCA All Terrain Fund is a closed-end, non-diversified fund registered under the Investment Company Act, launched by USCA Asset Management LLC in July 2015. The USCA All Terrain Fund employs a multi-manager, fund-of-funds approach by investing predominantly in non-affiliated collective investment vehicles, including privately-offered investment funds commonly known as "hedge funds" and publicly traded funds, including exchange-traded funds and mutual funds. David Harris acts as manager of the USCA All Terrain Fund but is primarily engaged as an adviser with USCA RIA.

The USCA Premium Buy Write Fund is a mutual fund registered under the Investment Company Act launched by USCA Asset Management in November 2016. The USCA Premium Buy Write Fund invests primarily in common stocks of large-cap companies and exchange-traded funds ("ETFs") that invest primarily in large-cap common stocks and sells (writes) call options on a majority of these stocks and ETFs. Kelly and Davis Rushing act as portfolio managers for the USCA Premium Buy Write Fund but are primarily engaged as advisers with USCA RIA. Kelly and Davis Rushing manage discretionary portfolios for clients of USCA RIA using an equity covered call strategy similar to that of the fund.

To the extent that the same investment opportunities might be desirable for a USCA Fund and an advisory client, conflicts could arise in determining how to allocate them. The Firm has adopted policies designed to mitigate such conflicts. For more information regarding the USCA Funds please the Form ADV for USCA Asset Management available here: https://adviserinfo.sec.gov/firm/summary/137045.

The existence of and relationships between the above affiliates creates various conflicts for clients, as the growth and probability of each of the affiliates increases the overall value of USCA and in turn the potential value of ownership units of USCA (a majority of which are owned by USCA employees). This creates an incentive for USCA RIA and its advisers to recommend products and services offered by affiliates.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

The Firm has adopted a Code of Ethics as required by Rule 204A-1 under the Investment Advisers Act of 1940. The Code of Ethics contains provisions that remind employees of their obligations to clients and obligations to comply with federal securities laws, set forth standards of conduct, restrict personal securities trading and require reporting of personal securities transactions and holdings. Clients and prospective clients may request a copy of the Firm's Code of Ethics by contacting the Firm, either through their adviser or by use of the phone number or e-mail on the front of this brochure.

The Firm does not buy and sell securities for its own account and generally does not permit the purchase or sale of securities on a principal basis from its clients. However, from time to time the Firm effects trades for its advisory clients on a riskless principal basis through its affiliated broker-dealer, USCA Securities. In such cases the buyer is identified prior to the transaction, advisory clients receive the same price as USCA Securities, and notice that USCA Securities acted in a principal capacity is provided to the client on the confirmation of the transaction.

Advisers may buy or sell securities identical or similar to those securities recommended to clients and therefore may have an interest or position in certain securities that are also recommended and bought or sold to Clients. This creates a conflict of interest. USCA monitors employee trading to ensure that advisers do not trade ahead of their own clients to the detriment of the client. When USCA's advisers purchase or sell securities for their own accounts, priority is given to their client transactions. USCA reviews trades in order to identify and remedy situations in which an adviser traded ahead of their client and received a better price than the client. Note that USCA employees may unintentionally trade ahead of Firm clients that they or their teams do not serve when they are unaware of those clients' trades, and generally these trades are not adjusted.

The Firm monitors all security holdings of our associated persons. USCA employees are prohibited from trading on non-public information or sharing such information. The Firm conducts its securities and investment advisory business in accordance with applicable Federal and State securities regulations. USCA and its subsidiaries do not maintain an inventory of investments for resale and, other than the riskless principal transactions described above, does not buy or sell securities for itself that it recommends to (or purchases or sells for) clients.

Brokerage Practices

Clients participating in the Program are required to open brokerage accounts with USCA Securities LLC and FCCS, as the clearing firm. USCA Securities has selected FCCS as its primary custodian/broker to hold client assets and execute transactions on terms it believes are advantageous when compared to other available providers and their services. In making this determination a wide range of factors were taken into account, including, (1) the combination of transaction execution services and asset custody services; (2) the ability to execute, clear and settle trades; (3) the ability to facilitate transfers and payments to and from accounts; (4) the range of available investment products and services; (5) quality of services and firm reputation, size and stability; and (6) price competitiveness. Clients participating in the Program do not have the option to direct securities brokerage transactions to other broker-dealers or other account custodians. Outside of the Program, USCA RIA may permit the use of other broker-dealers on a case by case basis.

Not all investment advisors have an affiliated broker-dealer or generally require their clients to use the Adviser's related broker-dealer to execute transactions. Although USCA believes its relationship with FCCS is beneficial to its clients, as described above, USCA receives substantial economic benefits by using USCA Securities and FCCS as the primary broker-dealer and custodian for its advisory clients as opposed to an unaffiliated broker-dealer. This additional compensation received by USCA in its broker-dealer capacity creates a significant conflict of interest with the Firm's clients because USCA has a substantial economic incentive to use FCCS as its clearing firm for trade execution and custody over other firms that do not or would not revenue share with USCA. Additionally, by using its affiliate as the broker-dealer for its advisory accounts, USCA RIA may be unable to achieve the most favorable execution for client transactions, which may cost clients more money.

Research and Other Soft-Dollar Benefits

USCA does not use commissions to pay for research and brokerage services (i.e., soft-dollar transactions).

Best Execution

The Firm believes that having FCCS execute the majority of its client trades is consistent with its duty to seek "best execution". Best execution means the most favorable terms for a transaction based on all relevant factors. FCCS actively manages customer orders through a proprietary order routing system, and monitors multiple execution quality criteria, execution price, price improvement, execution speed, and effective spread. FCCS, though Fidelity Capital Markets, has an internal order flow management team that is independent from its market making and specialist desks. This team directs order flow to the best performing market makers and market centers. The order flow management team uses both internal and external technology to generate reports that identify any order that executes outside the National Best Bid or Offer ("NBBO").

USCA periodically reviews FCCS's brokerage execution quality. Factors considered in such reviews include, but are not necessarily limited to:

- Commission and transaction fees;
- Ability and willingness to correct errors;
- Value of research provided/soft dollars;
- Financial Responsibility;
- Responsiveness;
- Promptness of execution; and
- Quality of overall execution services provided by the broker-dealer.

On occasion, in an effort to get better execution, a USCA adviser may direct client orders to USCA's institutional trading desk for execution. USCA's trading desk routes customer equity orders to national securities exchanges, alternative trading systems, which may include electronic communications networks, and other market centers. In exchange for routing equity orders to certain market centers, USCA Securities may receive monetary rebates per executed share for equity orders that add liquidity to its book and/or rebates for aggregate exchange fees.

Aggregation of Trade Orders

USCA's advisers typically manage their client's accounts independently of one another based on each client's specific needs and objectives. Therefore, transactions for each client account are often executed independently. However, advisers may "bunch" or aggregate transactions in the same security for clients executed on the same day when the adviser makes a good-faith determination that such bunching of transactions will be beneficial to the clients. All accounts that are allocated trades from a bunched order receive the average price of the execution. Generally aggregating trades can result in better prices than may be achieved through individual transactions and offer more efficient and consistent management of discretionary portfolios. Clients do not incur different costs for aggregated or non-aggregated trades. Advisers are prohibited from participating alongside client orders in aggregated trades.

Client Referrals and Directed Brokerage

USCA RIA's relationship with USCA Securities and FCCS is not in the nature of directing clients in exchange for client referrals. However, USCA receives considerable economic benefits from directing clients to use USCA Securities and FCCS for trade execution, clearance, and settlement services. For detail regarding USCA's relationship with USCA Securities and FCCS and related conflicts of interest, see Item 9 Additional Information - Other Financial Industry Activities and Affiliations.

Review of Accounts

Client transactions by USCA advisers are reviewed for suitability by a designated supervisor. Transactions in accounts managed on a discretionary basis by third-party managers are not subject to suitability reviews by the Firm; instead, the Firm relies on the controls in place with the third-party manager. Firm management will also review on an as needed basis client accounts that may be flagged for various reasons such as over concentration in a single security or heavily traded accounts. Summary reports for accounts managed on a discretionary basis by USCA advisers may be reviewed at the discretion of the designated supervisor, but not less than annually. The reviews will confirm quality standards and continued suitability with client investment objectives. The Firm does not verify performance data provided to it by third-parties. Clients will receive (at a minimum) annual performance reports, which may be oral, written or accessed electronically and will receive from FCCS either quarterly or monthly account statements and confirmations in paper form or electronically through on-line access. Account statements reflect all securities and cash transactions in the account as well as current positions and values. Performance reports will aggregate data (provided by FCCS and other custodians) for related accounts and will reflect holdings and values as well as performance data including comparisons to benchmarks. Performance reports are provided for informational purposes only, should not be relied upon, and do not supersede clients account statements.

On at least an annual basis the USCA adviser will contact the client to request updated financial and personal information and to determine if there have been any changes in the client's investment objectives or personal circumstances that could impact the ongoing suitability of the Account. Reviews may also be conducted at the request of the client.

Client Referrals and Other Compensation

At this time USCA does not compensate any person or entity for referring clients to the Firm or its affiliates.

USCA and its affiliates have entered and may continue to enter into agreements with alternative investment platforms and asset managers for the receipt of a portion of fees charged by these managers in connection with clients' investments with these managers or in funds managed by these managers (the portion of these fees received by the Firm or USCA Securities referred to herein as "Referral Fees"). Referral Fees are not payable by USCA's clients, but rather are payable out of the fees earned by these managers. The receipt of Referral Fees may encourage USCA and its representatives to recommend a manager or their fund to their clients over alternatives that do not provide such compensation. The presence of a referral relationship and the receipt of this type of compensation will be disclosed to a client at or prior to the time it makes an investment, which would give rise to the receipt of this type of compensation.

For a description of other benefits received by the Firm in connection with its advisory services see Item 9 Additional Information - Other Financial Industry Activities and Affiliations.

Custody

FCCS serves as the qualified custodian for accounts opened with USCA Securities and FCCS. FCCS is responsible for providing account statements and confirmations to clients. FCCS's statements and confirmations are the only official record of activity in client accounts, and clients should carefully and timely review such account statements and confirmations and contact the Firm if there are any problems or concerns. From time to time, advisors may accommodate client requests by providing other account summaries or snap shots; however, any such informal account presentations do not supersede clients account statements and should not be relied upon. Client account information from FCCS and other custodians may be provided to third-parties as authorized by clients and in accordance with USCA's Privacy Policy.

While FCCS maintains actual custody of clients' accounts, USCA RIA is deemed to have custody in connection with certain business practices including direct debiting of fees and the use of certain standing letters of authorization. USCA has adopted controls around these practices.

Investment Discretion

USCA RIA offers discretionary and non-discretionary account management. When clients select discretionary management, USCA RIA and its advisers and/or independent third-party registered investment advisors are given authority in the client's advisory agreement(s) to determine the securities bought and sold in the clients account. This authorization does not grant USCA RIA or its advisers the right to withdraw or direct the withdrawal of any funds or securities from clients' advisory account(s) except as specifically authorized by the client for deduction of advisory fees or in connection with standing letters of authorization executed by the client. Any limitation to the trading authorization that the client wishes to impose must be submitted in writing by the client and agreed to by the portfolio manager.

Financial Information

The following statements conform to the specific requests required by the SEC with respect to this portion of this Form ADV brochure. The Firm does not require or solicit prepayment of more than $1,200 in fees per client six months or more in advance. The Firm has discretionary authority over client accounts but is not a qualified custodian of client assets. The Firm has no financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. The Firm has never been the subject of a bankruptcy petition.

The uncertainty associated with the COVID-19 virus and the market volatility experienced in March and April 2020 led to significant concern that the primary subsidiaries of USCA Capital Advisors, LLC (i.e., USCA RIA and USCA Securities) would have to materially reduce staffing levels, which we believed could have impacted certain services available to USCA RIA's clients. Thus, USCA RIA's parent company, U.S. Capital Advisors LLC, applied for and received a $2.88 million PPP loan. At this point, USCA RIA does not foresee risks that would impact its specific duties to service its clients, perform advisory functions, or meet its contractual commitment to its clients.

USCA RIA LLC

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July 17, 2020

FORM ADV PART 2B – BROCHURE SUPPLEMENT

SEC File No: 801-70897
CRD No: 152170

This brochure supplement provides information about the USCA RIA, LLC's supervised persons and supplements USCA RIA's firm brochure. You should have received a copy of that brochure. Please contact us at the phone number above if you did not receive USCA RIA's brochure or if you have any questions regarding this supplement. The information in this supplement has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about the following supervised persons is available on the SEC's website at https://adviserinfo.sec.gov/:

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<u>Advanced Planning Group</u>
Gregory Todd Lavergne
Nicholas Erwin
Ryan Ringuet

<u>Harris Deaton Group</u>
David Harris
Ann Deaton
Gil Beer
Bobby Boswell

<u>Houston Retirement Group</u>
Christian Bauman
Scott Selzer
Thomas Carman

<u>King, Randall, Guinn, and Brown Team</u>
David King
Edward Randall IV
Barry Guinn
Rachel Brown

<u>The Nguyen Wealth Management Group</u>
Kim-Ha T. Nguyen
Kate Stephens

<u>RJR Investment Group</u>
Kelly Rushing
R. Shawn Jones
Davis Rushing

<u>West Group</u>
Matthew West
Nate Galloway

Titus Holliday Harris III
William Richard Hurt

Stephen G. Hines

Patrick Mendenhall
Daniel Vickery
Brian Ching

Brad Miller

Jean Neustadt

Philip Pilibosian
David Solomon
Debra Parant

Wren Ripoll

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The Gottesman Group
Morris Gottesman
Ashley Giles

Michael De La Fuente

George Howe
Collin Clark

Ford McTee
Blake McTee

Timothy “Tim” Myers

Richard Sieling

Derek Su

DALLAS OFFICE
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Dix-Fisher Team
Charles Dix

Clayton Fisher
Denise Clifton
Megan Price
Thomas Munson

<u>Dix Sampson Team</u>
John Dix
Karee Sampson

Emily Eisenhauer-Freling

John Howle

Bradley Shields

Gayle Terry

Financial Advisor Information

HOUSTON OFFICE

Advanced Planning Group. Mr. Lavergne, Mr. Erwin, and Mr. Ringuet work as a team and are assisted by Karen Frankfort and Allison Carmona. Mr. Lavergne, Mr. Erwin and Mr. Ringuet provide primarily investment advice to their clients, although they also provide brokerage accounts and services to clients in conjunction with advisory services when they believe it is more suitable for a client, for example for cash management or existing concentrated company stock positions.

G. Todd Lavergne was born in 1967. Prior to joining USCA in May 2014 as a Senior Managing Director, Mr. Lavergne was a Managing Director with UBS Financial Services Inc. Prior to joining UBS in 2000, he was at Merrill Lynch, where he started his career in 1990. In addition to his 26 years of industry experience, Mr. Lavergne participated in the Wealth Advisor Training program at UBS which focused on financial planning and was also part of UBS management training program. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

Nicholas Erwin was born in 1982 and earned a Bachelor's degree from Vanderbilt University. He also attended Rice University's Glasscock School of Continuing Studies for Certified Financial Planning. He is a Certified Financial Planner (CFP®) and also completed over 150 hours of advanced training in wealth advising for clients with at least $2 million in investable assets. Prior to joining USCA in May 2014 as a Managing Director, Mr. Erwin was a Financial Advisor and Vice President Wealth Management with UBS Financial Services Inc. since 2007. While at UBS Financial Services Inc. Mr. Erwin was also a Portfolio Manager, completing the Portfolio Management Program in September 2013. He began his career as a Financial Consultant at RBC Dain Rauscher in 2004. Mr. Erwin has no material legal or disciplinary events. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

Ryan Ringuet was born in 1977 and earned a Bachelor's degree in Finance from the University of Louisiana at Lafayette. Prior to joining USCA in May 2014, as a Director, Mr. Ringuet was a Financial Advisor with UBS Financial Services Inc. Before joining UBS Financial Services Inc., he was associated with Laidlaw & Company. Mr. Ringuet has no material legal or disciplinary events. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

Harris Deaton Group. Mr. Harris and Ms. Deaton work as a team and are assisted in serving clients by Gil Beer, Jackie Hampton, Bobby Boswell, and Rochelle Hernandez. Mr. Harris, Ms. Deaton, and Gil Beer provide investment advice and services to advisory clients.

David Harris was born in 1956 and did undergraduate studies at Swarthmore College and Kalamazoo College. He earned a Certified Investment Analyst Management ("CIMA") certification from the Wharton School of Business at the University of Pennsylvania in 2003. Mr. Harris joined USCA as a Senior Managing Director in December 2010, before that he was a Senior Vice President/Investments with UBS Financial Services from 2004 to 2010, Smith Barney from 1989 to 2004 and Drexel Burnham from 1985 to 1989. Mr. Harris has no material legal or disciplinary events. He is the portfolio manager of the USCA All Terrain Fund offered by USCA Asset Management and receives compensation in connection with that role. USCA RIA clients who may invest in the USCA All Terrain fund are provided disclosures and Mr. Harris rebates or waives fees to such clients so that he does not receive double compensation. Other than his role with USCA All Terrain Fund, Mr. Harris is not engaged in any investment related business or occupation away from USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

Ann Deaton was born in 1955 and did her undergraduate studies at the University of North Carolina at Chapel Hill, graduating with a BS in political science in 1977. She earned a Master's in Public Policy, with a specialty in economics from the University of California at Berkeley in 1980. She obtained CIMA certification from the Wharton School of Business at the University of Pennsylvania in 1992. She joined USCA as a Senior Managing Director in December 2010, before that she was a Senior Vice President/Investments with UBS Financial Services Inc. from March 2006 to December 3, 2010. Ms. Deaton previously held positions with financial services companies such as Redstone Consulting, Smith Barney and Davis, Hamilton & Jackson. Ms. Deaton has no material legal or disciplinary events. Ms. Deaton serves on the investment committee that oversees an investment consultant for a non-profit, the Greater Houston Community Foundation, but receives no compensation. She is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

Gil Beer was born in 1978 and obtained a BBA from Texas A&M University in 2001. He joined USCA as a Financial Advisor in January 2011 from UBS Financial Services Inc. where he had been a Financial Advisor since January 2006. Mr. Beer has no material legal or disciplinary events. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

Bobby Boswell was born in 1983 and attended Florida International University. Mr. Boswell joined USCA in 2018. He is not engaged in any investment related business or occupation away from USCA and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

Houston Retirement Group. Mr. Bauman works in a team with Scott Selzer, and Thomas Carman. The team is assisted in serving clients by, Elisa Flores and Angela Tryba. Mr. Bauman, Mr. Selzer, and Mr. Carman provide investment advice to advisory clients.

Christian Bauman was born in 1972 and earned two BA degrees from Tufts University in 1994. He has been a Certified Financial Planner (CFP®) since 2002. Mr. Bauman has been a Managing Director with USCA since October 2010. He was previously a Financial Advisor and Sr. Portfolio Manager in the Portfolio Management Program at UBS Financial Services Inc. from 2002 to October 2010 and from 1998 to 2002 he was a Financial Consultant and Certified Financial Manager with Merrill Lynch. Mr. Bauman completed portfolio manager training both at UBS Financial Services and Merrill Lynch. He has performed discretionary portfolio management for client accounts since 2002. Mr. Bauman has no material legal or disciplinary events. He is not engaged in any investment related business or occupation away from USCA and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

Scott Selzer was born 1972 and graduated from University of Texas in 1994. Mr. Selzer joined USCA in 2010 from UBS Financial Services, after beginning his career in the financial services industry in 1995 at AIM Investments. He left AIM in 2000 to join Merrill Lynch and then in 2008 joined UBS. He is not engaged in any investment related business or occupation away from USCA and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

Thomas Carman was born 1988. Mr. Carman graduated from Cornell University with a BS in Applied Economics and Management and a Master's in Resource Economics. Thomas joined USCA in 2011. He has been a Certified Financial Planner (CFP®) since 2014. He is not engaged in any investment related business or occupation away from USCA and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

King, Randall, Guinn, and Brown Team. Mr. King, Mr. Randall, Mr. Guinn, and Mrs. Brown work in a team along with Amabelle Cowan, and Leslie Rich. Mr. King, Mr. Randall, Mr. Guinn, and Mrs. Brown provide investment advice to advisory clients.

David King was born in 1969 and received a BA from the University of Texas at Austin in 1991. In 1994 he earned an MBA from the American University in Washington D.C. with a concentration in International Finance. He joined USCA as a Managing Partner in January 2011 where he is a founder and one of the Firm's two managing partners. Prior to that he was a Managing Director with the Institutional Equities Group of UBS Financial Services Inc. where he worked from July 2002 until January 2011. Mr. King previously worked at Deutsche Bank and Merrill Lynch. Mr. King is a (CFA®) charter holder and is a member of the (CFA®) Institute and Houston Association of Investment Analysts. Mr. King has no material legal or disciplinary events. He serves on the Board of Directors for Badger Midstream Energy, LP and represents/manages USCA's interests on a number of USCA related entities including: USCA Badger Midstream, LLC, USCA Capital Royalty II, USCA LL&B Co-Investment GP LLC, USCA LL&B Co-Investment II GP LLC, USCA BPCAP LP, USCA Tailwater Midstream LP and USCA SEVGEN GP LLC. Mr. King is not engaged in any other investment related business or occupation away from positions held with the

USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

Edward Randall IV was born 1968 and holds a B.A. from the Virginia Military Institute. Mr. Randall joined USCA in 2010 previously spending 8 years with UBS Financial Services after beginning his career in the financial services industry in 1997 at Merrill Lynch. He is not engaged in any investment related business or occupation away from USCA and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

Barry Guinn was born in 1977 and received a BBA from Texas A&M University in 2000. He joined USCA as a Managing Director in January 2011. From 2002 through 2011 he was a Financial Advisor with UBS Financial Services Inc. in its Institutional Equities Group; prior to that he worked for Deutsche Bank Securities. Mr. Guinn has no material legal or disciplinary events. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

Rachel Brown was born 1980 and holds a BBA from the University of Houston. Rachel has been a Certified Financial Planner ((CFP®) since 2014. Ms. Brown joined USCA in 2011 previously spending 8 years with UBS Financial Services where she began her career in the financial services industry in 2003. She is not engaged in any investment related business or occupation away from USCA and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

The Nguyen Wealth Management Group. Ms. Nguyen is assisted in serving clients by Kate Stephens and Yona Reaux. Ms. Nguyen provides investment advice to advisory clients.

Kim-Ha T. Nguyen was born in 1960. She earned a Bachelor's degree in Computer Science from the University of Houston. Ms. Nguyen joined USCA as a Managing Director in October 2011; prior to USCA she served as a Vice President, Investments at UBS Financial Services Inc., where she had been employed since September 1999. Ms. Nguyen is a Certified Financial Planner and also completed over 150 hours of advanced wealth advisor training. Ms. Nguyen has no material legal or disciplinary events. She is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

Kate Stephens was born in 1984. She earned a Bachelor of Science in 2008 from Missouri State University and in 2013 received a Master of Business Administration from EM Lyon Business School in Lyon, France. Ms. Stephens joined USCA as a Financial Advisor in March 2018; prior to USCA she served as a Sr. Implementation Consultant in the payments technology sector. Ms. Stephens has no material legal or disciplinary events. She is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

RJR Investment Group. Kelly Rushing, his son Davis Rushing, and Shawn Jones work as a team and are assisted in serving clients by Idania Reyes. Messrs. Rushing and Mr. Jones provide investment advice and services to advisory clients.

Kelly Rushing was born in 1945 and earned a B.A. and an M.B.A. from the University of Texas at Austin. He also served as a lieutenant in the U.S. Navy. He has over 40 years of financial services experience. Prior to joining USCA in June 2015, Mr. Rushing was Vice President Wealth Management and Senior Portfolio Manager at UBS Financial Services LLC. He has no material legal or disciplinary events. He is the co-portfolio manager of the USCA Premium Buy Write Fund offered by USCA Asset Management and receives compensation in connection with that role. Other than his role as co-portfolio manager of the USCA Premium Buy Write Fund

R. Shawn Jones was born in 1951 and earned a B.A. and an M.A. from the University of Harding. He has twenty years of industry experience, after retiring from a ministry career. Prior to joining USCA in June 2015, Mr. Jones was Vice President Wealth Management at UBS Financial Services LLC. He has no material legal or disciplinary events. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

Davis Rushing was born in 1975 and earned a B.A. from the University of Texas at Austin and an M.B.A. from Rice University. He has eleven years of industry experience. Prior to joining USCA in June 2015, Mr. Rushing was Vice President Wealth Management at UBS Financial Services LLC. He has no material legal or disciplinary events. He is the co-portfolio manager of the USCA Premium Buy Write Fund offered by USCA Asset Management and receives compensation in connection with that role. Other than his role as co-portfolio manager of the USCA Premium Buy Write Fund he is not engaged in any other investment related business or occupation away from positions held with the USCA Group.

West Group. Mr. West and Mr. Galloway work as a team. The team is assisted in serving advisory clients by Deborah Ellis and Matt ‘Parker’ Schultheis. Mr. West provides advisory advice to clients.

Matthew West was born in 1969 and earned a BA degree from Stephen F. Austin State University in 1994. Mr. West has been a Managing Director with USCA since October 2010. He was previously a Financial Advisor at UBS Financial Services Inc. from 2002 to October 2010 and prior to that he was a Financial Consultant with Merrill Lynch from 1997 to 2002. Mr. West has no material legal or disciplinary events. He is not engaged in any investment related business or occupation away from USCA and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

Nathan Galloway was born in 1983 and grew up in Crosby, TX. He completed undergraduate requirements for apprenticeships in three disciplines through both Lee College and the U.S. Department of Labor in 2010. Mr. Galloway is a Financial Advisor with USCA and has been with the firm since 2018. Prior to that he was employed by ExxonMobil from 2008 to 2018, where he acted as President of the International Association of Machinists and Aerospace Workers Local Lodge No. 12. Mr. Galloway has no material legal or disciplinary events. He is not engaged in any investment related business or occupation away from USCA and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

Titus Holliday Harris III was born in 1960. He earned a Bachelor of Economics in 1982 from Washington & Lee University and in 1984 received a Master of Business Administration in Finance from the University of Chicago. Mr. Harris joined USCA as a Managing Director in September 2011; prior to USCA he served as an Executive Vice President at Sanders Morris Harris Inc. from April 2003 through August 2011. Mr. Harris has the following securities registrations: FINRA Series 7 (General Securities Representative); Series 63 (State Securities Agent); and Series 66 (Investment Advisor Representative). Mr. Harris has no material legal or disciplinary events. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

William Richard Hurt was born in 1954. He earned a Bachelor of Arts in 1976 from the University of Virginia and in 1986 received a Master of Business Administration in Finance from the University of Houston. Mr. Hurt joined USCA as a Managing Director in September 2011; prior to USCA he served as an Executive Vice President at Sanders Morris Harris Inc. from May 2001 through August 2011. Mr. Hurt was a Fund Manager with J.P. Morgan Investment Management from November 1990 through May 1998 and was a Senior Vice President at J.P. Morgan Private Bank from November 1998 through April 2001. Mr. Hurt was also a Vice President at Texas Commerce Bank from February 1981 through November 1990. Mr. Hurt has the following securities registrations: FINRA Series 7 (General Securities Representative); Series 24 (General Securities Principal); Series 63 (State Securities Agent); and Series 65 (Investment Advisor Representative) Series 79 (Investment Banking). Mr. Hurt has no material legal or disciplinary events. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

Stephen G. Hines was born in 1959. He graduated from Texas State University, at the time Southwest Texas State University, in 1982 receiving a BBA in Finance. Mr. Hines joined USCA in 2016 as a Managing Director. He has over 30 years of financial services experience. Prior to joining USCA he was with Amegy Investment, Inc. from 2001 to 2016, holding the title of President. Before that he was a Financial Consultant with Chase Securities from 1991 to 1999. Mr. Hines began his career in 1983 with Advantage Capital Corporation, departing in 1990. He has no material legal or disciplinary events. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

Patrick Mendenhall was born in 1958. He earned a BA in Business from Oregon State University in 1981. He began his career as a Financial Advisor with Merrill Lynch, Inc. in 1982, he was at Shearson Lehman Brothers from 1983 to 1986 and at Smith Barney from 1989 to 1990. In 1990 he joined UBS Financial Services Inc. where he worked for 19 years, primarily in management roles, his final position with UBS was Houston Complex Manger in the Wealth Management Group which he held for 15 years before leaving to start USCA in 2009. Mr. Mendenhall founded US Capital Advisors LLC in 2010 and has served as its Managing Partner and CEO since inception. Mr. Mendenhall has no material legal or disciplinary events. Mr. Mendenhall is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

Daniel Vickery was born in 1971 and obtained a BS degree from Sam Houston State University in 1998. He became a registered representative at Morgan Stanley in 2001 and then moved to UBS Financial Services Inc. in December 2001. He completed Financial Advisor training programs and Morgan Stanley and UBS. He held the position of Branch Office Administrator at UBS from 2004 through 2008, then was a Registered Service Associate for UBS until September 2010 when he joined USCA as a Financial Advisor. Mr. Vickery has no material legal or disciplinary events. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

Brian Ching was born in 1978. He earned a BA in Accounting from Gonzaga University in 2000. Prior to joining USCA in 2019 he played professional soccer in the MLS for 12 seasons and then was the general manager for the Houston Dash a professional women's soccer team for 4 years. He is not engaged in any investment related business or occupation away from USCA and receives no additional compensation or economic benefits for providing advisory services to person or entities that are not clients of the Firm.

Brad Miller was born in 1966 and graduated from University of Texas in 1989 with Bachelor of Science in Business Communications. Brad joined USCA as Managing Director in 2019. Brad comes to USCA from Morgan Stanley with over 29 years in the financial industry after beginning his career at Merrill Lynch. Mr. Miller has no material legal or disciplinary events. He is not engaged in any investment related business or occupation away from USCA and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

Jean Neustadt, Jr. was born in 1950. He graduated from St. Edward's University in Austin, Texas in May 1973 with a Bachelor of Business Administration in Finance Management. Mr. Neustadt joined USCA as a Managing Director in December 2011. Mr. Neustadt started his career in 1974 with Rotan Mosle in Houston; he joined PaineWebber in 1991 and was a Financial Advisor with PaineWebber and its subsequent companies for the next twenty years until joining USCA. Mr. Neustadt has no material legal or disciplinary events. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

Philip Pilibosian is assisted by Bryan Prihoda in performing due diligence of potential investments. Mr. Pilibosian provides investment advice to advisory clients.

Philip J. Pilibosian was born in 1968. He earned a B.A., cum laude, with a major in Economics and Spanish from Vanderbilt University in 1991, a M.B.A., Beta Gamma Sigma, with a concentration in Finance from the A.B. Freeman School of Business in 1999, and a , J.D., summa cum laude, from Tulane Law School in 1999, where he was a member of the Tulane Law Review. Mr. Pilibosian joined USCA in 2013 as Managing Director. From 2007 through 2013, Mr. Pilibosian was the President of Condera Advisors, LLC. Effective October 1, 2013, USCA acquired Condera Advisors LLC and changed the name to USCA Asset Management as of July 1, 2015. Prior to joining the securities industry, Mr. Pilibosian was an associate with Mayer Brown LLP, and with Cleary, Gottlieb, Steen & Hamilton. He has no material legal or disciplinary events. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group. In connection with his roles with USCA Asset Management LLC Mr. Pilibosian manages one private fund of hedge funds and provides operational and administrative support to the two mutual funds offered by USCA Asset Management. Mr. Pilibosian receives compensation and economic benefits for providing advisory services to persons or entities that are clients of USCA Asset Management LLC.

David Lee Solomon was born in 1953. He attended the University of Houston and the University of Texas. Since 2013, he has been a Partner and Board Member of U.S. Capital Advisors LLC. From 2007 – 2013, Mr. Solomon was Chairman and Chief Executive Officer for Condera Advisors, LLC. Effective October 1, 2013, USCA acquired Condera is changed the name to USCA Asset Management as of July 1, 2015. Mr. Solomon previously served as President and Designated Principal for Condera Securities, LLC from 2007 through 2013 and was the Chairman of the Board for The Redstone Companies, L.P. from 1991 through 2007. He has no material legal or disciplinary events. Mr. Solomon is not engaged in any other investment related business or occupation away from positions held with the USCA Group Mr. Solomon continues to receive compensation and economic benefits in connection with the two former Condera funds which are now offered by USCA Asset Management LLC.

Debra Parant was born in 1968. She earned a B.S., cum allude, with a major in Accounting and Finance from Texas A&M University in 1990. Ms. Parant joined USCA in 2013 as a Financial Advisor. From 2007 through 2013 Ms. Parant was an Executive Vice President of Condera Advisors LLC. Effective October 1, 2013, USCA acquired Condera Advisors, LLC and changed the name to USCA Asset Management, LLC as of July 1, 2015. Ms. Parant was employed by Redstone Consulting LLC as a Principal & Registered Representative from 2002 through 2007 and from 1900 through 2002 was a Tax Consultant for Arthur Anderson, LLP. She has no material legal or disciplinary events. She is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

Wren K. Ripoll was born in 1968 and graduated with a BA in English and French from the University of Houston in 1994. Mrs. Ripoll joined USCA in 2019 from RBC Wealth Management, after beginning her career in 1995 with Van Kampen American Capital. In 2001 Wren joined Morgan Stanley Dean Witter and in 2002 joined Wells Fargo Investments. Wren was with Wells Fargo from 2002-2014 then became a Financial Advisor with RBC from 2014-2019. She is not engaged in any investment related business or occupation away from USCA and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

HOUSTON MEDICAL CENTER OFFICE

Amanda Ton was born in 1964 and earned a Bachelor of Business Administration degree in Accounting from Texas A & M in 1987. She has more than 26 years of experience in financial services; before joining USCA in May 2014 as a Managing Director, she was a Private Client Advisor with JP Morgan Securities LLC and its predecessor companies for over 17 years. Ms. Ton has no material legal or disciplinary events. She is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

AUSTIN OFFICE

The Gottesman Group. Morris Gottesman and Ashley Giles work as a team and are assisted in serving clients by Jessie Timmins.

> **Morris Gottesman** was born in 1961. He earned a BBA degree from the University of Texas in 1983. He joined USCA in December 2014 as a Senior Managing Director. Prior to joining USCA, Mr. Gottesman was a Senior Vice President – Investments with Wells Fargo. Mr. Gottesman started in the securities industry in 1988 with Shearson and moved to Prudential Securities in 2001, which merged with Wachovia and ultimately, Wells Fargo Advisors. Mr. Gottesman has no material legal or disciplinary matters. Mr. Gottesman devotes approximately 25% of his time to his private and family investments and he serves on various charitable boards, but he is not engaged in any outside business which provides him compensation.
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> **Ashley Giles** was born in 1987. She earned a Bachelor of Science in Public Relations and Business Foundations Certification from The University of Texas. She has 5 years of industry experience; she was a Financial Advisor Wells Fargo Advisors from August 2014 until January 2015. She joined USCA January 2015 as a Financial Advisor. She is based in Austin, Texas. Mrs. Giles became a CERTIFIED FINANCIAL PLANNER™ practitioner in November 2017. She has no material legal or disciplinary events. She is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

Michael De La Fuente was born in 1969. He attended Arizona State University, where he received a BS degree in Finance in 1994. Mr. De La Fuente joined USCA in August 2014 as a Financial Advisor. He is based in Austin, Texas. Prior to joining USCA he was a Financial Advisor at Wells Fargo Advisors, LLC from 2009 to 2014. Mr. De La Fuente has no material legal or disciplinary events. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

George Howe was born in 1955. He graduated from Duke University in 1978 with Bachelor of Science degree in Political Science, with a minor in Economics. Mr. Howe joined USCA as a Financial Advisor and Director in April 2013. He is based in Austin, Texas. Prior to joining USCA he was a Financial Advisor at Raymond James, where he had been since February 2003. He was an advisor with AXA Advisors from September 2001 until February 2003 and was Vice President, Sales with Hoovers Inc. from January 1999 through October 2000. He was a Vice President with Standard & Poor's Inc. from May 1983 to January 1999. He has no material legal or disciplinary events. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

Collin Clark was born in 1992. He graduated from Nazareth College in 2014 with a B.S. in Business Administration. Mr. Clark joined USCA as a Registered Client Service Associate in June 2015. He is based in Austin, Texas. Prior to joining USCA he was employed by AXA Advisors, LLC as Registered Representative from August 2014 – April 2015. He has no material legal or disciplinary events. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

Ford McTee was born 1959. He holds a B.B.A. in Management from The University of Texas at Austin. Mr. McTee is a Senior Managing Director and head of the Austin Market at U.S. Capital Advisors, LLC. He has held the designation of Certified Financial Planner (CFP®) for over 26 years. Ford joined USCA in 2012, previously working at Well Fargo (2003-2012), Prudential Securities (1991-2003), and Merrill Lynch (1986-1991). He is certified as an Arbitrator for Financial Industry Regulatory Authority (FINRA). He is not engaged in any investment related business or occupation away from USCA and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

Blake McTee was born in 1991. Mr. McTee graduated from Baylor University with a BA in Finance. Mr. McTee commissioned with the United States Air Force. After four years of training and combat deployment, he was honorably discharged as a Captain. Blake joined USCA in 2020 after beginning his career at Wells Fargo. He is not engaged in any investment related business or occupation away from USCA and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

Timothy Myers was born in 1963. He earned a Bachelor's and a Master's degree in Science from West Virginia University. He has 25 years of industry experience; he was a Financial Advisor at Salomon Smith Barney from August 1995 to May 2004 and at Wachovia/Wells Fargo Advisors from May 2004 until August 2013. Mr. Myers completed the portfolio management training programs at both Salomon Smith Barney and Wells Fargo Advisors. He joined USCA August 16, 2013 as a Financial Advisor and Director. He is based in Austin, Texas. He has no material legal or disciplinary events. He serves as the Finance Committee Chairperson for his church on a volunteer basis, but otherwise he is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

Richard Sieling was born in 1962. He attended the University of Texas at Austin and received a BBA degree in accounting in 1985 and received an MBA from the American Graduate School of International Management (Thunderbird) in 1988. He has been a Certified Financial Planner (CFP®) since December 2016. Mr. Sieling has over two decades of experience working with individual and institutional investors; before joining USCA in June 2014 as a Financial Advisor, he was a Financial Advisor at Wells Fargo Advisors, LLC. He was also the Partner in charge of International Services, overseeing the European, Latin American, and Japanese business for Lord Abbett Ltd., and a Co-Managing Director at Morgan Stanley. Mr. Sieling has no material legal or disciplinary events. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

Derek Su was born in 1969. He attended the University of Texas at Austin, where he received a BA degree in biology in 1993 and an MBA in 1996. Mr. Su joined USCA in August 2014 as a Financial Advisor. He is based in Austin, Texas. Prior to joining USCA he was a Financial Advisor at Wells Fargo Advisors, LLC from 2010 to 2014. Mr. Su has no material legal or disciplinary events. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

DALLAS OFFICE

Dix-Fisher Team. Mr. Dix, Mr. Fisher, Ms. Clifton, and Ms. Price work as a team and are assisted in serving clients by Eileen Stella and Thomas Munson. Mr. Dix, Mr. Fisher, Ms. Clifton, and Ms. Price provide investment advice to advisory clients.

Charles Dix was born in 1962. Mr. Dix earned Liberal Arts from Austin College in 1984. He also is a graduate for the Wharton School of Business – Corporate Management Program in 1994. Mr. Dix began his career as a Financial Advisor in 1984 with Dean Witter Reynolds. Mr. Dix has been a FINRA arbitrator and a chairman of arbitration cases for over 20 years. He has no material legal or disciplinary events. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

Clayton Fisher was born in 1982. He earned a BS in Business Administration from Southern Methodist University in 2004. Prior to joining USCA in 2016 Mr. Fisher was employed by Wells Fargo Advisors as an Associate Vice President – Investment Officer. He started his career as a Financial Advisor in 2005 with Wachovia Securities. Mr. Fisher has been a Certified Financial Planner (CFP®) since 2013. He has no material legal or disciplinary events. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

Denise Clifton was born in 1961 and earned a BS from Texas Christian University in 1986. Prior to joining USCA in 2016 Ms. Clifton was CFO for Wilson Engraving Company, 1982-1996 and Sandford PrePress/Printing, 1996 – 2005. She began her career as a Financial Advisor in 2005 with Edward Jones. She left there in 2010 to join the Dix-Fisher team at Wells Fargo Advisors. She has no material legal or disciplinary events. She is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

Megan Price was born in 1985. She earned a BS in Personal Financial Planning from Texas Tech University in 2008. Prior to joining USCA in 2016 Ms. Price was employed by Wells Fargo Advisors as a Financial Advisor. She started her career in the financial services industry in 2007 at Morgan Stanley. She has no material legal or disciplinary events. She is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

Tom Munson was born in 1997. In 2019, Mr. Munson graduated from Ohio State University where he received his BS in Business Administration with a specialization in Economics and a minor in History. Mr. Munson began his career at USCA in 2019. He has no material legal or disciplinary events. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to person or entities that are not clients of USCA.

Dix Sampson Team. John Dix and Karee Sampson are the portfolio managers for the team; Mr. Dix and Ms. Sampson are assisted by Robin Austin and Courtney Spear Watson. Only John and Karee exercise discretion with respect with investment decisions in client portfolios.

John Dix was born in 1949. He earned his Bachelor of Journalism from the University of Texas in 1972. Mr. Dix joined USCA in 2016 as a Senior Managing Director. From 2005 to 2016 Mr. Dix was a Branch Manager with Wells Fargo Advisors. Mr. Dix began his career as a Financial Advisor with Shearson Hammill in 1975. He moved to Dean Witter in 1975 where he worked for 30 years as a Financial Advisor, Branch Manager, Regional Sales Manager Southwest, Regional Director for the Southwest region, and National Sales Director. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

Karee Sampson was born in 1959. She earned a BS in economics from the University of Utah in 1986. Ms. Sampson joined USCA in 2016 as a Managing Director. Ms. Sampson started her career in 1983 with Dean Witter Reynolds as a Financial Advisor which became Morgan Stanley/Dean Witter by the time she departed as a Vice President of Investments in 2006. From 2006 to 2016 Ms. Sampson was a Vice President – Investments with Wells Fargo Advisors. She is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

Emily Eisenhauer Freling was born in 1978. She grew up in Colorado and earned a BA in 2000 at The University of Denver where she studied Business and Mass Communications. She earned her MBA in 2006 at Southern Methodist University in Dallas, TX. Prior to joining USCA in October 2019, Ms. Eisenhauer was employed by Merrill Lynch as a First Vice President, Senior Financial Advisor, which is where she started her practice. Prior to becoming a licensed Financial Advisor, Ms. Eisenhauer spent 14 years working as a manager and executive in the telecommunications, mortgage, and wealth management industries. She has no material legal or disciplinary events. She is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

John Howle was born in 1957. He attended Southern Methodist University and The University of Texas majoring in Finance. Mr. Howle joined USCA as a Financial Advisor and Director in August 2014 and based in the Dallas, Texas offices of USCA. Prior to joining USCA he was a Senior Vice President with Truth Capital Advisors of Raymond James and Associates, Inc., where he had been since February 2002. He was a Financial Advisor and Municipal Bond Trader with May Financial Corporation from April 1996 until February 2002 and was a Financial Advisor and Institutional Fixed Income Salesman with SWS Securities Inc. from December 2001 through February 2002 and served in the same capacity with privately held Barre & Co. from 1988 until April of 1996. He started his career in 1984 with Dean Witter Reynolds Inc. He has no material legal or disciplinary events. He is not engaged in any other investment related business or occupation away from positions held with the USCA Group and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

Bradley Shields was born in 1969. He earned a BBA in Business Administration from Texas Tech University in 1991. Mr. Shields joined USCA in April 2017; prior to USCA he served as Vice President, Investments at Wells Fargo Advisors where he had been employed since 2013. Mr. Shields has no legal or disciplinary events. He is not engaged any investment related business or occupation away from USCA and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of USCA.

Gayle Terry was born in 1958. She graduated in 1981 from University of Arizona with a BSBA in Marketing. Prior to joining USCA in November 2017 Ms. Terry was a Financial Consultant for RBC Capital Markets. Prior to joining RBC in 1995, (formerly Dain Rauscher) Ms. Terry started her financial career at Dean Witter Reynolds in 1983. Ms. Terry has no material legal or disciplinary events. She is not engaged in any other investment related business or occupation away from positions held with the USCA and receives no additional compensation or economic benefits for providing advisory services to persons or entities that are not clients of the Firm.

Supervision

The Firm's Financial Advisors are supervised by their Branch Managers. Patricia Trieglaff is the Houston Branch Manager. Mrs. Trieglaff has a BBA from Texas A&M University at College Station. She has been in the financial services industry for over 28 years, 22 years at UBS, with earlier positions at Drexel Burnham Lambert and Smith Barney. She has spent the last decade as a Branch Manager. Ford McTee is the Austin Branch Manager. Prior to joining USCA in 2012 he was with Wells Fargo Advisors (and its predecessor firms Wachovia Securities and Prudential Securities) for 21 years where he held positions as a Branch Manager and Complex Manager. Charles Dix is the Dallas Branch Manager. He has been in the financial services industry for over 31 years, 21 years at Dean Witter Reynolds Inc. Before joining USCA Mr. Dix was with Wells Fargo Advisors (and its predecessor firm Wachovia Securities, where he was a Resident Branch Manager).

The supervision of the Firm's Financial Advisors involves review and approval of client accounts, oversight of the Financial Advisors' activities and knowledge and familiarity with the business conducted by the Financial Advisors. Mrs. Trieglaff, Mr. McTee, and Mr. Dix have extensive direct supervisory experience in all of these areas. They report to and are assisted in their supervisory duties by Patrick Mendenhall. Mr. Mendenhall has more than 25 years of experience in financial services. He founded USCA and serves as its CEO; he is also the Designated Principal for USCA RIA LLC and USCA Securities LLC. From August 1990 through August 2009 he was with UBS Financial Services Inc., primarily in management roles. He served as a Managing Director and Market Area Manager for UBS Financial Services' largest Houston branch. Mr. Mendenhall, Mrs. Trieglaff, Mr. McTee, and Mr. Dix are assisted in their supervisory responsibilities by USCA's management team, which consists of Julieta Sandoval, Chief Administrative Officer; Deborah Palmer, Head of Operations; Melissa Cox, Control Officer and Robert Bourland Administrative Manager - Dallas.

Descriptions of Certifications

CIMA, Certified Investment Analyst Management. The CIMA certification signifies that an individual has met initial and on-going experience, ethical, education, and examination requirements for investment management consulting, including advanced investment management theory and application. Prerequisites for the CIMA certification are three years of financial services experience and an acceptable regulatory history. To obtain the CIMA certification, candidates must pass an online Qualification Examination, successfully complete a one-week classroom education program provided by a Registered Education Provider at an AACSB accredited university business school and pass an online Certification Examination. CIMA designees are required to adhere to IMCA's Code of Professional Responsibility, Standards of Practice, and Rules and Guidelines for Use of the Marks. CIMA designees must complete 40 hours of continuing education credits, including two ethics hours, every two years to maintain the certification. The designation is administered through Investment Management Consultants Association ("IMCA").

CFP®, Certified Financial Planner. The (CFP®) certification is a voluntary certification recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. (CFP®) certification requires (i) a Bachelor's degree and completion of an advanced course of study addressing the financial planning subject areas including insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning; (ii) passing the comprehensive (CFP®) Certification Examination; (iii) completion of at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and (iv) agreement to be bound by (CFP®) Board's *Standards of Professional Conduct*. Continued use of the designation requires completion of 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the S*tandards of Professional Conduct*; and renewing the agreement to be bound by the *Standards of Professional Conduct* which require that (CFP®) professionals provide financial planning services at a fiduciary standard of care.

CFA®, Chartered Financial Analyst. The (CFA®) designation is a globally recognized, graduate level curriculum that focuses on securities analysis and portfolio management, while emphasizing the highest ethical and professional standards. Successful (CFA®) candidates spend an average of 300 hours preparing for each of the three (CFA®) exams. The average charter holder takes 4 years to pass all three tests. The exams are rigorous, as of June 2009, the (CFA®) Institute reported an approximate about 35% pass rate for Level One exam pass and an approximate 50% pass rate for the Level 2 and Level 3 exams. The (CFA®) curriculum requires in depth knowledge of economics, quantitative methods, financial reporting and analysis, corporate finance, equities, fixed income, derivatives, alternative investments, wealth planning, portfolio management and professional ethics. In addition to passing the three exams, (CFA®) charter holders must have four years of approved work experience and have met certain professional and ethical requirements.