



Your business. Our back office.

 Growth Capital Services
Member FINRA, SIPC

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Welcome to Growth Capital Services! It is my pleasure to greet you and familiarize you with our firm. Built with the independent practitioner in mind, we tackle the full implementation of compliance requirements with an approach that is organized, transparent and user-friendly.

1. Compliance

We provide the administrative infrastructure that you need to accept a commission on the sale of a private security. By becoming a fully licensed Registered Representative with our firm, you can structure your business to accept such commissions.

2. Coordination

Your time is best spent making calls to advance your business, not researching administrative options. We have aggregated and systematized some tedious tasks so you can do what you do best: get deals done.

3. Collaboration

The beauty of our industry is that no deal is like another. Each transaction needs specialized, dedicated intermediaries who can find their way to a way. We are building a network of such intermediaries and helping them to find one another.

Compliance is a two-way street: there are complexities in balancing regulatory requirements with real world business situations. We are obligated to know, supervise and report on your activities. You need accuracy, flexibility and speedy turn-around. We are dedicated to providing you with the support you need.

Once again, I am delighted by your interest in our firm, and I look forward to a long and fruitful collaboration.

Sincerely,

Brian Dunn

Founder and CEO

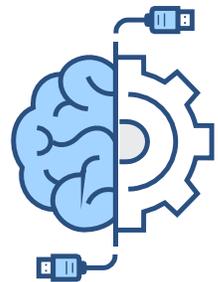


■ Experience

- Member of FINRA since 2003.
- Registered in all 50 states.
- Compliance team has more than fifty years of collective experience.

■ Technology

OLIVIA supports a smooth progression from engagement to payout.

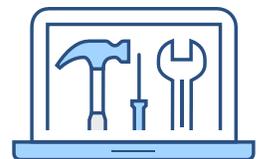


■ Transactions

- Over \$1 billion in transaction value.
- Over 1000 individual transactions.
- Over \$100 million in non US transactions.

■ Ongoing Support

We value transparency, integrity, and creating long term partnerships that have kept our best producers loyal to our platform for many years.



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Why do I need a broker dealer?

You must be registered with FINRA via a broker dealer firm if you are selling securities or advising on the sale of securities. Foreign placement agents must be affiliated with a FINRA registered broker dealer to sell securities to US investors.

By obtaining appropriate registrations, you may:

- Raise capital for issuers, including individual companies or funds.
- Sell private offerings to institutional and accredited investors.
- Offer investment banking services, either for the sell side or the buy side.
- Structure private deals.
- Arrange trades of secondary stock.
- Make referrals to or split commissions with registered broker-dealers, investment companies (including mutual funds and hedge funds) or other securities intermediaries.

How does GCS differ from other broker dealers?

We differentiate ourselves by catering specifically to independent entrepreneurial bankers and small teams with solid experience in private placements or investment banking. We provide you increased business flexibility, operational leverage, and the ability to lead or participate in a wide range of transactions that you choose. We help you do the deals you want to do in a compliant manner, thus fostering the growth of your brand, your client network, and your business.

How will my deals and transactions be supervised?

When you become a Rep with our firm, we become responsible for monitoring the deals you are working on, the buyers and sellers you bring to the table, and the way you conduct your business. Every time you submit a deal for inclusion on our platform, we determine whether adequate due diligence has been performed, review it for investor suitability, and attempt to discover any potential red flags. Every time you close a transaction, we conduct another review, which includes anti-money laundering procedures and other mandated assessments.



How will I be supervised?

You will have ongoing conversations with your Compliance Supervisor about your activities, deals and transactions. You will be responsible for filing accurate and timely reports in OLIVIA, the firm's proprietary data management system. Your Compliance Supervisor will visit your place of business as mandated by FINRA rules.

How will my correspondence be monitored?

You are not obligated to use a GCS email, and can continue to work with the email of your choice. However, all securities-related email correspondence and communications with the public must be monitored per regulatory requirements. As part of your onboarding process, we provide you with IT support to determine which compliance-enabled communications package will best meet your needs. In respect for your privacy, we ask that you use a personal email account for your private, non-securities related correspondence.

When I earn a commission, how does the flow of funds work?

Only a FINRA member firm may be paid on a commission basis. Therefore, the commissions you generate will first go from your client to the firm and are then promptly paid to you. Please note that we do not hold customer funds, nor do we hold custody funds that are being invested: all investments are sent directly to the issuer or seller, and the only cash that comes into our firm is your commission.

How am I paid -- as an individual or through my corporate entity?

Registered Representative status can only be offered to an individual, not a corporation. As an independent contractor, you will be issued a 1099 tax form reflecting your activity at the end of the year. The 1099 may only be issued to the Representative as an individual or to a single-member LLC for which the tax burden is assumed by the individual.

When do I have to be registered in a state to do business there?

Growth Capital Services is registered in all 50 states. In addition, you must be registered in a state prior to conducting business in that state. Please check with us regarding the state registrations you will need and the associated fees.



May I work with other broker dealers?

Yes, we frequently collaborate with other reputable broker dealers. Please let us know if you are interested in this type of arrangement.

Can I continue to conduct other business activities?

Yes. While you must conduct all securities business through our firm, many of our clients also consult to clients on a retainer or project fee basis or have business activities that do not involve securities.

Any outside business activity (“OBA”) that is actively done away from GCS must be approved in writing by GCS prior to your engagement in the activity.

Are there continuing education requirements?

Yes, there are two requirements. The Firm Element is a formal training program designed by GCS and administered annually in November or December via a mandatory webinar. The Regulatory Element is an online training program administered by FINRA that must be completed by the second anniversary of your initial registration, and every three years thereafter.

What exams do I need?

It all depends. Please get in touch with us to discuss your particular situation.





How do I get started?

Onboarding process:

1. Discuss your business opportunities with our staff to see if there is a fit with our services.
2. Use your OLIVIA login to fill out a background check application.
3. Review contract terms to make sure we are on the same page.
4. Sign agreement if you are approved for membership.
5. Your compliance supervisor will call you to discuss your activities, registrations, exams and additional filings.
6. Your IT supervisor will call you to set up your email and social media.
7. Get yourself fingerprinted, which can usually be done electronically in your local area..

We are delighted by your interest and appreciate this opportunity to familiarize you with our firm. We look forward to a long and fruitful collaboration!

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