

PRIVATE PLACEMENT MARKETS PUBLIC DISCLOSURE:

as of April 1st, 2020

This brochure discloses information about the qualifications and business practices of “**PRIVATE PLACEMENT MARKETS**”, (a Delaware Limited Liability Company) for the benefit of its clients and prospective clients. If you have any questions about the contents of this brochure, please contact us at the contacts given below. The Brochure Supplement discloses information about the operations of the Private Placement Markets, **Private Placement Debt Markets, Private Placement Equity Market, Private Placement Real Estate Loans & PPM Securities.**

ITEM 1: COVER PAGE FOR:

PRIVATE PLACEMENT MARKETS

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Email: *Steve@PPMSecurities.com*

Investment Banking: *www.PPMSecurities.com*

Debt Market: *www.PPMDebt.com*

Equity Market: *www.PPMEquity.com*

Real Estate Loans: *www.PPMLoans.com*

Residential Equity Lock: *www.EquityLockResidential.com*

Commercial Equity Lock: *www.EquityLockCommercial.com*

ITEM 2: Material Changes: If we amend this disclosure brochure, we are to send you either a new copy of the brochure or at least this *Item 2* describing the changes made so you can decide if you want us to send you a complete, new copy. A summary of material change is:

Attached as an exhibit to, or
 Included here as part of this updated brochure

The changes made are:

- NONE

ITEM 3: Table of Contents: Information that **PRIVATE PLACEMENT MARKETS** provides to prospective clients and to existing clients annually: *18 disclosure items* that describe this firm’s Alternative Trading System Operations, Debt & Underwriting, Private Placements & Capital Markets Advisory, Real Estate Lending & Investment Banking business(es).

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ITEM 4. *This Firm's Business:*

PRIVATE PLACEMENT MARKETS is a Delaware Limited Liability Company that is:

- An Alternative Trading System (“ATS”) Owner / Operator:
 - Private Placement Debt Markets (www.PPMDebt.com)
 - Accessible Only to Qualified Institutional Buyers (QIBs) and/or FINRA Registered Broker Dealers and/or RIA’s.
 - Private Placement Equity Markets (www.PPMEquity.com)
 - Accessible Only to Qualified Institutional Buyers (QIBs) and/or FINRA Registered Broker Dealers and/or RIA’s

- A Residential & Commercial Real Estate Loan Underwriter / Lender / Servicer
 - Private Placement Markets Loans (www.PPMLoans.com)
 - Equity Lock Commercial (www.EquityLockCommercial.com)
 - Equity Lock Residential (www.EquityLockResidential.com)

- Residential & Commercial Real Estate Value Protection Contracts:
 - Equity Lock Commercial (www.EquityLockCommercial.com)
 - Equity Lock Residential (www.EquityLockResidential.com)

- A Private / Public Debt Investment Banking Underwriter, Consultant & Advisor:
(www.PPMSecurities.com and/or www.PPMDebt.com)

- A Private / Public Equity Investment Banking Underwriter, Consultant & Advisor:
(www.PPMSecurities.com and/or www.PPMEquity.com)

- An Alternative Class Investment Underwriter, Coordinator, Advisor and Investor Relations Firm to / for (Qualified Institutional Buyers, or “QIBs”):
 - Select Institutional Investment Banking Firms
 - Select Mutual Funds
 - Select Family Offices
 - Select Life Insurance Companies
 - Select Broker Dealers / Market Makers
 - Select Registered Investment Advisory Firms
 - Select Venture Capital Firms
 - Select Private Equity Firms
 - Select Foundations and/or Endowments
 - Select Real Estate Investment Trusts
 - Select Domestic and Foreign Securities Exchanges
 - Select International (foreign) Accredited Investors for EB5 Visa Program
 - *NOTE: Private Placement Markets does not provide, nor does it offer to provide, any Broker Dealer services.*

- A Capital Markets Advisor for the following Global Stock Exchanges:
 - The Private Placement Markets
 - New York Stock Exchange (NYSE-MKT)
 - NASDAQ
 - OTC Market
 - Toronto Stock Exchange (TSX)
 - Bermuda Stock Exchange (BSX)
 - Cyprus Stock Exchange
 - Cayman Islands Stock Exchange
 - Euronext
 - London Stock Exchange
 - NASDAQ OMX Nordic Exchange
 - Deutsche Borse (Frankfurt Exchange)
 - Shanghai Stock Exchange
 - Hong Kong Stock Exchange
 - SIX Swiss Exchange
 - Irish Stock Exchange
 - B3 Stock Exchange (Brazil)
 - Japan Exchange Group
 - Australian Securities Exchange
 - JSE Limited (South Africa)
 - BME Spanish Exchange
 - Singapore Stock Exchange (SGX)
 - Taiwan Stock Exchange
 - Korean Exchange (South Korea)
 - Bombay Stock Exchange (India)

- An Investor Relations Firm

- Note: Term Underwriter, as used in this Brochure, is defined as *“an individual or institution that accesses risk in return for a fee, and suggests appropriate borrowing and investment rates / percentages / terms for investment offerings / loans being offered and or marketed by the firm and/or an issuer, and establishes a market for the interests of the offering and/or loan.”*

PRIVATE PLACEMENT DEBT MARKETS:

The Private Placement Markets’ PRIVATE PLACEMENT DEBT MARKETS (www.PPMDebt.com) are entrusted with the authority to preserve and strengthen the quality and public confidence in Alternative Lending / Alternative Investments. The Private Placement Debt Markets stand for Integrity and Ethical practices in order to enhance Lender / Investor confidence in Alternative Lending and Alternative Investments, thereby contributing to the financial health of the overall economy and supporting the capital formation process. From Early and Developmental

Stage Companies to Operating Companies of International Stature, each are recognized as sharing these important traits that we hold true.

Private Placement Markets, LLC has broad discretionary authority over Alternative Loans / Alternative Investments associated with the Private Placement Debt Markets in order to maintain the quality, the public confidence in Alternative Investments and Alternative Lending, and the Private Placement Debt Markets, as well as to prevent manipulative acts and practices, to promote just and equitable principles of trade, and to protect investors and the public interest.

The Management of Private Placement Markets, LLC may use such discretion to deny any application of any debt loan, apply additional or more stringent criteria for the debt loan, or suspend or delist (or deny) particular debt loan requests based on any event, condition, or circumstance that exists or occurs that makes the proposed debt loan / debt investment inadvisable or unwarranted in the opinion of the Management of Private Placement Markets, LLC, even though the borrower meets all enumerated criteria for debt loan / debt investment as proposed by Private Placement Markets, LLC.

PRIVATE PLACEMENT EQUITY MARKETS:

The Private Placement Markets' PRIVATE PLACEMENT EQUITY MARKETS (www.PPMEquity.com) are entrusted with the authority to preserve and strengthen the quality and public confidence in Alternative Equity Investments. The Private Placement Equity Markets stand for Integrity and Ethical practices in order to enhance Investor confidence in Alternative Equity Investments, thereby contributing to the financial health of the overall economy and supporting the capital formation process. From Early and Development Stage Companies to Operating Companies of International Structure, each are recognized as sharing these important traits that we hold true.

Private Placement Markets, LLC has broad discretionary authority over Alternative Equity Investments associated with the Private Placement Equity Markets in order to maintain the quality, the public confidence in Alternative Equity Investments, and the Private Placement Equity Markets, as well as to prevent manipulative acts and practices, to promote just and equitable principles of trade, and to protect investors and the public interest.

The Management of Private Placement Markets, LLC may use such discretion to deny any application of any equity offering, apply additional or more stringent criteria for the equity offering, or suspend or delist (or deny) particular equity offering based on any event, condition, or circumstance that exists or occurs that makes the proposed equity investment inadvisable or unwarranted in the opinion of the Management of Private Placement Markets, LLC, even though the issuer meets all enumerated criteria for any potential equity investment as proposed by Private Placement Markets, LLC.

PRIVATE PLACEMENT MARKETS WHOLESALe MORTGAGE LENDING:

Private Placement Markets' Mortgage Banking Division (www.PPMLoans.com and/or www.PPMDebt.com) offers Alternative Mortgage Loan Products through Regional Mortgage Brokers, giving them the opportunity to access Private Placement Markets' alternative funding sources.

PRIVATE PLACEMENT MARKETS CORRESPONDENT MORTGAGE:

Private Placement Markets' Correspondent Mortgage Division (www.PPMLoans.com and/or www.PPMDebt.com) is in the business of purchasing loans and providing related value-added services and support to mortgage bankers and financial institutions. By leveraging technology, common sense underwriting, strategic partnerships and outstanding customer services, Private Placement Markets' goal is to become the fundamental link in the banker's ability to increase alternative mortgage loan originations and revenue. Private Placement Markets' delivers industry leading flexible alternative mortgage loan solutions through a fully customized co-branded or privately labeled arrangement.

PRIVATE PLACEMENT MARKETS' MORTGAGE LOAN SYNDICATIONS:

Private Placement Markets' Loan Syndication Division (www.PPMLoans.com and/or www.PPMDebt.com) packages and syndicates mortgage loans to private investors, funds, real estate partnerships, trusts and other alternative lending sources.

PRIVATE PLACEMENT MARKETS' IPO ADVISORY:

Private Placement Markets' Management has advised clients on numerous initial and secondary public equity offerings, and Private Placement Markets' Management evaluates issuer clients for its potential access to the public capital markets (www.PPMSecurities.com):

- IPO readiness assessment
- Key executive / CFO recruitment
- Financial modeling and projections
- Auditor evaluation, selection, and introduction
- Preparation of a presentation to Market Makers / Broker Dealers
- Market Makers / Broker Dealer selection and negotiation
- Prospectus Drafting, SEC Registration and Filings
- Transaction structuring and pricing
- IPO support

PRIVATE PLACEMENT MARKETS SELL-SIDE ADVISORY / CAPITAL RAISE:

Private Placement Markets' has developed a highly customized sell-side process to extract maximum value of its sell-side clients (www.PPMSecurities.com, www.PPMEquity.com and/or www.PPMDebt.com). Private Placement Markets' sell-side process ideally positions its sell-side client to be most attractive to buyers world-wide in order to generate maximum value for all the elements of the client's business regardless of current earning.

- Sell-side readiness assessment
- Financial modeling and projections
- Transaction structure and pricing
- Prospectus Drafting, SEC Registration and Filings
- Unrealized and/or potential growth opportunities
- New or under-exploited intellectual property and knowhow
- Customers and/or market position coveted by competitors
- Real Estate or other valuable underutilized physical assets
- Potential operational costs savings
- Economies of scale or other merger synergies with buyers
- Turnaround, management transition, and other special situations
- Private Placement Markets Listing (www.PPMDebt.com and/or www.PPMEquity.com)

Private Placement Markets' Debt and/or Equity Underwriting Services to Issuer Clients (Capital Markets Advisory) will be solely in regard to the following types of Investments:

- Exchange Listed Securities
- Private Corporate Debt Instruments
- Regulation D Securities
- Regulation S Securities
- Regulation A Securities
- Certain Intra-State Exempt Securities
- Oil and Gas Interests
- Certain Real Estate Investments
- Certain over-the-counter securities
- Foreign Issuers
- Private Placements
- Mortgage Loans

PRIVATE PLACEMENT MARKETS' BUY-SIDE ADVISORY:

If a QIB (*Qualified Institutional Buyer*) wishes to engage Private Placement Markets, LLC for any of its Debt (www.PPMDebt.com) and/or Equity (www.PPMEquity.com) Advisory Services as detailed in this brochure, a services agreement will be executed by both parties that clearly outlines the mutually agreed upon Debt and/or Equity Advisory Services to be offered. The Agreement must determine what risk tolerance the QIB is able to withstand, and the industry sectors in which the QIB investments. The level of risk a QIB agrees to will primarily dictate which portfolio of Debt and/or Equity Advisory Services that Private Placement Markets, LLC will perform for the QIB. In addition to the risk profile, QIBs may also be provided an Advisory Policy statement which

further confirms the agreed upon allocation and outlines the roles each party will play. Unless the services are clearly outlined in the signed agreement, Private Placement Markets, LLC cannot be held responsible nor be expected to offer services on anything outside the scope of the agreement. Private Placement Markets, LLC is not a law firm or a CPA Firm. Therefore, Private Placement Markets, LLC does not offer any tax or legal advice. Private Placement Markets, LLC strongly recommends that all QIBs discuss all aspects of any potential investment with their CPA or attorney before implementing it.

Private Placement Markets, LLC's Debt and/or Equity Advisory Services to QIBs will be solely in regard to the following types of Investments:

- Exchange Listed Securities (Pre-IPO only)
- Private Corporate Debt Instruments
- Regulation D Securities
- Regulation S Securities
- Regulation A Securities
- Certain Intra-State Exempt Securities
- Oil and Gas Interests
- Certain Real Estate Investments
- Certain over-the-counter securities (Pre-Listing Only)
- Foreign Issuers
- Private Placements
- Mortgage Loans

By their nature, Private Placement Markets, LLC's Debt and/or Equity Advisory services for each QIB must be based on each QIB's needs to have any useful validity. As Private Placement Markets, LLC does *not* manage accounts, as an Advisor Private Placement Markets, LLC can only make recommendations that the Advisor (Private Placement Markets, LLC) feels are in the QIB's best interest, based on a QIB's stated and/or established goals, risk tolerance and investment time horizon. Private Placement Markets, LLC seeks to establish this individualized dimension through a careful, fact-finding interview and series of discussions with each QIB's Chief Investment Advisor. QIBs will always make investments from their own accounts at their own direction, and that Private Placement Markets, LLC is not a manager of accounts (no fiduciary controls), there is no restrictions that need to be imposed.

EQUITY LOCK RESIDENTIAL & EQUITY LOCK COMMERCIAL:

Private Placement Markets, LLC is the owner / operator / and manager of Equity Lock Residential – Home Value Protection (www.EquityLockResidential.com – “Home Value Protection) & Equity Lock Commercial – (www.EquityLockCommercial.com – “Value Protection”), each of which provide protection plans that hedge against a decline in the value of certain residential and commercial real estate properties.

Item 5. Fees and Compensation:

CUSTOM OFFERINGS, REGISTRATION STATEMENTS AND FILINGS	DUE AT ENGAGEMENT	NET 30, OR OR COMPLETION	TOTAL
Reg D 504 / 506 Offering (for PPM Equity Market)	\$875 USD	\$875 USD	\$1,750 USD
Reg D 504 / 506 Offering (for PPM Debt Market)	\$875 USD	\$875 USD	\$1,750 USD
Reg D 504 / 506 Offering (No PPM Market)	\$875 USD	\$875 USD	\$1,750 USD
Family of Notes Offering (for PPM Debt Market)	\$875 USD	\$875 USD	\$1,750 USD
Family of Notes Offering (No PPM Market)	\$875 USD	\$875 USD	\$1,750 USD
CA-1001 Offering (for PPM Equity Market)	\$875 USD	\$875 USD	\$1,750 USD
CA-1001 Offering (for PPM Debt Market)	\$875 USD	\$875 USD	\$875 USD
CA-1001 Offering (No PPM Market)	\$875 USD	\$875 USD	\$1,750 USD
Reg A+ Tier 1 Offering (for PPM Equity Market)	\$2,500 USD	\$2,500 USD	\$5,000 USD
Reg A+ Tier 1 Offering (for PPM Debt Market)	\$2,500 USD	\$2,500 USD	\$5,000 USD
Reg A+ Tier 1 Offering (No PPM Market)	\$2,500 USD	\$2,500 USD	\$5,000 USD
Reg A+ Tier 2 Offering (for PPM Equity Market)	\$3,750 USD	\$3,750 USD	\$7,500 USD
Reg A+ Tier 2 Offering (for PPM Debt Market)	\$3,750 USD	\$3,750 USD	\$7,500 USD
Reg A+ Tier 2 Offering (for PPM Market)	\$3,750 USD	\$3,750 USD	\$7,500 USD
Regulation S Offering (for PPM Equity Market)	\$5,000 USD	\$5,000 USD	\$10,000 USD
Regulation S Offering (for PPM Debt Market)	\$5,000 USD	\$5,000 USD	\$10,000 USD
Regulation S offering (No PPM Market)	\$5,000 USD	\$5,000 USD	\$10,000 USD
EB-5 Offering (for PPM Equity Market)	\$5,000 USD	\$5,000 USD	\$10,000 USD
EB-5 Offering (for PPM Debt Market)	\$5,000 USD	\$5,000 USD	\$10,000 USD
EB-5 Offering (No PPM Market)	\$5,000 USD	\$5,000 USD	\$10,000 USD
144a Offering (for PPM Equity Market)	\$5,000 USD	\$5,000 USD	\$10,000 USD
144a Offering (for PPM Debt Market)	\$5,000 USD	\$5,000 USD	\$10,000 USD
144a Offering (No PPM Market)	\$5,000 USD	\$5,000 USD	\$10,000 USD
PIPE Offering (for PPM Equity Market)	\$7,500 USD	\$7,500 USD	\$15,000 USD
PIPE Offering (for PPM Debt Market)	\$7,500 USD	\$7,500 USD	\$15,000 USD
PIPE Offering (No PPM Market)	\$7,500 USD	\$7,500 USD	\$15,000 USD
Security Token Offering	\$7,500 USD	\$7,500 USD	\$15,000 USD
SEC F-1 Registration Statement	\$10,000 USD	\$10,000 USD	\$20,000 USD
SEC S-1 Registration Statement	\$10,000 USD	\$10,000 USD	\$20,000 USD
SEC S-3 Registration Statement	\$10,000 USD	\$10,000 USD	\$20,000 USD
SEC S-4 Registration Statement	\$10,000 USD	\$10,000 USD	\$20,000 USD
SEC S-6 Registration Statement	\$12,500 USD	\$12,500 USD	\$25,000 USD
SEC S-8 Registration Statement	\$15,000 USD	\$15,000 USD	\$30,000 USD
SEC S-11 Registration Statement	\$10,000 USD	\$10,000 USD	\$20,000 USD
SEC 424a Registration Statement (if S-1 not by PPM)	\$5,000 USD	\$5,000 USD	\$10,000 USD
SEC 424a Registration Statement (if S-1 by PPM)	\$2,500 USD	\$2,500 USD	\$5,000 USD
SEC 424b Registration Statement	\$5,000 USD	\$5,000 USD	\$10,000 USD
SEC 20-F Registration Statement	\$1,250 USD	\$1,250 USD	\$2,000 USD
SEC Form 10 Registration Statement	\$5,000 USD	\$5,000 USD	\$10,000 USD
SEC N-1A Registration Statement	\$15,000 USD	\$15,000 USD	\$30,000 USD
SEC N-2 Registration Statement	\$15,000 USD	\$15,000 USD	\$30,000 USD
SEC N-14 Registration Statement	\$15,000 USD	\$15,000 USD	\$30,000 USD
SEC Form D Filing (for PPM Debt Market Issuers)	\$0.00 USD	\$0.00 USD	\$0.00 USD
SEC Form D Filing (for PPM Equity Market Issuer)	\$0.00 USD	\$0.00 USD	\$0.00 USD
SEC Form D Filing (for Non-PPM Listed Companies)	\$50.00 USD	\$0.00 USD	\$50.00 USD
Blue Sky Filings – Per State (State Fee Plus Fee)	\$50.00 USD	\$0.00 USD	\$50.00 USD
Reg A+ Tier I – State Reg. (State Fee Plus Fee)	\$150.00 USD	\$0.00 USD	\$150.00 USD

GLOBAL CAPITAL MARKETS LISTING ADVISORY	DUE AT ENGAGEMENT	NET 30 OR UPON LISTING	TOTAL
Private Placement Debt Market	\$0.00	\$0.00	\$0.00
Private Placement Equity Market	\$0.00	\$0.00	\$0.00
OTC Market	\$5,000 USD	\$5,000 USD	\$10,000 USD
New York Stock Exchange	\$10,000 USD	\$10,000 USD	\$20,000 USD
NASDAQ	\$10,000 USD	\$10,000 USD	\$20,000 USD
Toronto Stock Exchange	\$10,000 USD	\$10,000 USD	\$20,000 USD
Bermuda Stock Exchange	\$10,000 USD	\$10,000 USD	\$20,000 USD
Cyprus Stock Exchange	\$10,000 USD	\$10,000 USD	\$20,000 USD
Cayman Islands Stock Exchange	\$10,000 USD	\$10,000 USD	\$20,000 USD
Euronext	\$15,000 USD	\$15,000 USD	\$30,000 USD
London Stock Exchange	\$15,000 USD	\$15,000 USD	\$30,000 USD
NASDAQ OMX Nordic Exchange	\$15,000 USD	\$15,000 USD	\$30,000 USD
Deutsche Borse (Frankfurt Exchange)	\$15,000 USD	\$15,000 USD	\$30,000 USD
Shanghai Stock Exchange	\$15,000 USD	\$15,000 USD	\$30,000 USD
Hong Kong Stock Exchange	\$15,000 USD	\$15,000 USD	\$30,000 USD
Shenzen Stock Exchange	\$15,000 USD	\$15,000 USD	\$30,000 USD
SIX Swiss Exchange	\$15,000 USD	\$15,000 USD	\$30,000 USD
Irish Stock Exchange	\$15,000 USD	\$15,000 USD	\$30,000 USD
B3 Stock Exchange (Brazil)	\$15,000 USD	\$15,000 USD	\$30,000 USD
Japan Exchange Group	\$15,000 USD	\$15,000 USD	\$30,000 USD
Australian Stock Exchange	\$15,000 USD	\$15,000 USD	\$30,000 USD
JSE Limited (South Africa)	\$15,000 USD	\$15,000 USD	\$30,000 USD
BME Spanish Exchange (Spain)	\$15,000 USD	\$15,000 USD	\$30,000 USD
Singapore Stock Exchange	\$15,000 USD	\$15,000 USD	\$30,000 USD
Taiwan Stock Exchange	\$15,000 USD	\$15,000 USD	\$30,000 USD
Korea Exchange (South Korea)	\$15,000 USD	\$15,000 USD	\$30,000 USD
Bombay Stock Exchange (India)	\$15,000 USD	\$15,000 USD	\$30,000 USD
INVESTMENT BANKING & INVESTMENT FUND SERVICES	DUE AT ENGAGEMENT	NET 30 OR UPON COMPLETION	TOTAL
FINRA / SEC Broker Dealer Formation & Registration	\$750 USD	\$750 USD	\$1,500 USD
FINRA / SEC RIA Formation & Registration	\$450 USD	\$450 USD	\$900 USD
EB-5 Regional Processing Center Formation	\$15,000 USD	\$15,000 USD	\$30,000 USD
Real Estate Investment Trust (S-11) Formation	\$10,000 USD	\$10,000 USD	\$20,000 USD
Hedge Fund Formation	\$10,000 USD	\$10,000 USD	\$20,000 USD
Private Equity Fund Formation	\$10,000 USD	\$10,000 USD	\$20,000 USD
Venture Capital Fund Formation	\$10,000 USD	\$10,000 USD	\$20,000 USD
Offshore Hedge Fund Formation	\$15,000 USD	\$15,000 USD	\$30,000 USD
PRIVATE PLACEMENT MARKETS MORTGAGE LOAN TRANSACTIONS	DUE AT ENGAGEMENT	DUE AT CLOSING	TOTAL
Residential Real Estate (1-4 Units) – Valuation	\$400 USD	\$0.00 USD	\$400 USD
Small Commercial Real Estate – Valuation	\$900 USD	\$0.00 USD	\$900 USD
Medium Commercial Real Estate – Valuation	\$1,750 USD	\$0.00 USD	\$1,750 USD
Large Commercial Real Estate – Valuation	\$2,750 USD	\$0.00 USD	\$2,750 USD
Loan Servicing Fee	\$0.00 USD	0.375% of Loan	0.375% of Loan
Underwriting Fee	\$0.00 USD	1.00% of Loan	1.00% of Loan
UNDERWRITING ADVISORS TO QUALIFIED INSTITUTIONAL INVESTORS	DUE AT ENGAGEMENT	DUE AT COMPLETION	TOTAL
Nanocap Underwriting Advisory – Debt	0.00%	1.00%	1.00%
Nanocap Underwriting Advisory – Equity	0.00%	1.00%	1.00%
Microcap Underwriting Advisory – Debt	0.00%	1.00%	1.00%
Microcap Underwriting Advisory – Equity	0.00%	1.00%	1.00%

ITEM 6: *Performance Based Fees:* Private Placement Markets, LLC, nor any of its supervised persons, do not accept compensation for the sale of any securities or other investment products. No member of Private Placement Markets, LLC can earn a commission from the sale of any security. When necessary, Private Placement Markets, LLC can recommend a number of Broker Dealers to any Issuer / Sell-Side Client needing the services of a Broker Dealer. Private Placement Markets, LLC receives no revenues through commissions or other sales-based compensation from any associated Broker Dealers.

ITEM 7: *Types of Advisory Clients:*

QUALIFIED INSTITUTIONAL BUYERS (“QIBs”):

- Select Institutional Investment Banking Firms
- Select Mutual Funds
- Select Family Offices
- Select Pension Funds and Pension Fund Managers
- Select Life Insurance Companies
- Select Broker Dealers / Market Makers
- Select Registered Investment Advisory Firms
- Select Venture Capital Firms
- Select Private Equity Firms
- Select Foundations and/or Endowments
- Select Real Estate Investment Trusts
- Select Hedge Funds
- Select Domestic and Foreign Securities Exchanges
- Private Placement Markets, LLC does not provide any services to individual investors outside of Select Family Offices.

ISSUER CLIENTS: Typically, our clients will include Private U.S. Companies with an equity value less than \$300 Million, which we refer to as “nanocap companies” (less than \$50 Million in Market Capitalization) and “microcap companies” (\$50 Million to \$300 Million in Market Capitalization). These Issuer Clients will be seeking to engage in some form of a securities offering utilizing one or more of the securities types detailed in Part II, Item 4.

ITEM 8. Methods of Analysis:

**CAUTION:
INVESTING IN ALTERNATIVE FINANCIAL INSTRUMENTS
INVOLVES RISK OF LOSS**

Private Placement Markets, LLC must explain the material risks involved for each significant investment opportunity for which it is an underwriter, as well as the method of analysis used for its underwriting method, with more detail if those risks are significant or unusual (i.e., not otherwise apparent from reading this brochure).

Private Placement Markets, LLC follows an “*open architecture*” approach to underwriting Alternative Debt and/or Equity Investments. Though underwriting will differ based on the needs of the QIB or Issuer, Private Placement Markets, LLC’s goal is to underwrite debt or equity investments that generate strong risk-adjusted returns and are consistent with the stated objectives and risk tolerance of the QIB. To create consistency for our QIBs, we narrow the scope of investment opportunities for each QIB down to the market segments that Private Placement Markets, LLC feels offer the best options with certain asset classes to the QIB. This process allows a level of due diligence to be performed on all Investments being underwritten for the QIB.

Types of Risks that Private Placement Markets, LLC Underwrites for:

Private Corporate Debt Securities	Higher Risk than an Exchange Listed Corporate Bond, Generally Nanocap or Microcap Companies with Limited Operating History and Limited assets and revenues, May Lose Entire Amount, Not Covered by SIPC
Regulation D Securities	Restricted Securities, No Liquid Secondary Market, No Required Reporting Requirements, Generally Early Stage or Development Companies, May Lose Entire Amount, Not Covered by SIPC
Regulation A Securities	Unrestricted Securities, No Liquid Secondary Market, No Required Reporting Requirements, Generally Early Stage or Development Companies, May Lose Entire Amount, Not Covered by SIPC
Over-the-Counter Securities	More Susceptible to Market Fluctuations; Higher Risk than and Exchange Listed Company, May Lose Entire Amount, Not Covered by SIPC
Intra-State Exempt Securities	Restricted Securities, No Liquid Secondary Market, No Required Reporting Requirements, Generally Early Stage or Development Companies, May Lose Entire Amount, Not Covered by SIPC

Oil and Gas Interests	A Notably Volatile Industry Sector; Historically Prone to Bubble and After Effects; May Lose Entire Amount Invested; Not Covered by SIPC
Real Estate	A Notably Volatile Industry Sector; Historically Prone to Bubble and After Effects; May Lose Entire Amount Invested, Not Covered by SIPC
Foreign Issuers	May Not be Subject to U.S. Financial Reporting Standards, Higher Risk than an Exchange Listed Company, May Lose Entire Amount Invested, Not Covered by SIPC

Many of the debt & equity investments underwritten by Private Placement Markets, LLC have certain risks that are borne by the QIB. Private Placement Markets, LLC's debt & equity underwriting approach constantly keeps the risk of loss in mind. QIBs face the following investment risks.

- *Interest-Rate Risk* – Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Market Risk* – The price of a security may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- *Inflation Risk* – When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk* – Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange risk.
- *Reinvestment Risk* – This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income investments.
- *Business Risk* – These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. These companies carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- *Liquidity Risk* – Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.

- *Financial Risk* - Excessive borrowing to finance a business' operations increases the risk of the profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Item 9. *Other Financial Industry Activities and Affiliations:*

- No Member of Private Placement Markets, LLC is registered as a broker-dealer, nor does any member of Private Placement Markets, LLC act as a representative of a broker dealer. Private Placement Markets, LLC does not perform, nor does it offer to perform, any activities of a broker dealer. When necessary, Private Placement Markets, LLC can recommend a number of Broker Dealers to any Issuer / Sell-Side Client needing the services of a Broker Dealer
- No Member of Private Placement Markets, LLC is registered as a future commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of any of these entities.
- Private Placement Markets, LLC does not have any “related person(s)” – a person or a firm that is controlled by Private Placement Markets, LLC; or that controls Private Placement Markets, LLC through ownership, or as an officer – with whom Private Placement Markets, LLS has a material relationship, any arrangement that may cause a conflict of interest when providing any QIB with any Advisory Services. NOTE: Related Persons are: (1) the Officers, or Directors (or any person performing similar functions); (2) all persons directly or indirectly controlling, controlled by, or under common control; (3) all current employees; and (4) any person providing services on behalf of Private Placement Markets, LLC.
- Private Placement Markets, LLC does not recommend or select other Investment Advisors for our QIBs.
- Private Placement Markets, LLC does not receive compensation from other advisers for its referrals.
- Private Placement Markets, LLC does not have any other business relationships that could cause a conflict of interest.

Item 10. *Code of Ethics:*

Private Placement Markets, LLC has adopted a Code of Ethics. The Firm has created a Code of Ethics (updated January 2020) which addresses primarily issues involved in monitoring proprietary “investment underwriting”, “capital markets” and “debt & equity servicing” activities. A Copy is available upon written request to approved QIBs.

Please note that using any insider information, information that is not readily available to all participants in a securities marketplace (upon making a reasonable effort to obtain that information), for any person, ourselves or relatives or clients or any other person, is strictly illegal and punishable by fines and imprisonment.

How Private Placement Markets, LLC Controls Sensitive Information:

- Building Security: Controlled Entrances, Visitor Screening, Security Monitoring devices, including (but not limited to); security cameras, motion detectors, pass codes, and alarms
- Office Door Locks
- Locked File Cabinets
- Password Protected Computer Screens and Databases; Computer “sleep” if left unused
- Fire Prevention Equipment
- Office area under continual supervision

DISCLOSURE: Private Placement Markets, LLC does not have any material interest in any investment opportunity / Issuer listed on the Private Placement Debt Market, the Private Placement Equity Market or any Private Placement Markets Real Estate Loan. Private Placement Markets, LLC is not permitted to advise or consult on any Alternative Investment Opportunities / Loans / Securities in which it has a material interest in.

Item 11. *Brokerage Practices:*

Private Placement Markets, LLC, nor any of its supervised persons, do not accept compensation for the sale of any securities or other investment products. No member of Private Placement Markets, LLC can earn a commission from the sale of any security. When necessary, Private Placement Markets, LLC can recommend a number of Broker Dealers to any Issuer / Sell-Side Client needing the services of a Broker Dealer. Private Placement Markets, LLC receives no revenues through commissions or other sales-based compensation from any associated Broker Dealers.

ITEM 12. Review of Accounts:

Private Placement Markets, LLC’s Debt and/or Equity Advisory services for each QIB must be based on each QIB’s needs to have any useful validity. As Private Placement Markets, LLC does *not* manage accounts, as an Advisor Private Placement Markets, LLC only makes recommendations that the Advisor (Private Placement Markets, LLC) feels are in the QIB’s best interest, based on a QIB’s stated and/or established goals, risk tolerance and investment time horizon. Private Placement Markets, LLC seeks to establish this individualized dimension through a careful, fact-finding interview and series of discussions with each QIB’s Chief Investment Advisor. QIBs will always make investments from their own accounts at their own direction, and that Private Placement Markets, LLC is not a manager of accounts (no fiduciary controls), there is no

restrictions that need to be imposed. Private Placement Markets, LLC will perform periodic “performance reviews” as requested by any QIB.

ITEM 13. *Client Referrals and Other Compensation:*

Private Placement Markets, LLC does not pay (directly or indirectly) any brokers, or provide any forms of economic benefit to any brokers referring any types of clients to Private Placement Markets, LLC.

ITEM 14: *Custody:*

Private Placement Markets, LLC does not have discretionary authority over any QIBs assets.

ITEM 15: *Investment Discretion:*

Private Placement Markets, LLC does not have Investment Discretion over a QIBs assets.

ITEM 16: *Voting QIBs Securities:*

Private Placement Markets, LLC does not undertake to vote any proxies to any investment holdings of a QIB. It remains the QIBs right to vote all proxies; voting proxies is an important means for the QIB to understand the companies in which they are invested. Private Placement Markets, LLC to read and participate in the voting process tied to all investments.

ITEM 17: *Legal & Financial Information:*

Private Placement Markets, LLC does not have any financial condition that could reasonably seem likely to impair our ability to meet our contractual commitments to QIBs. Private Placement Markets, LLC, nor any of its Managers, have ever filed for bankruptcy. No member of Private Placement Markets, LLC has been convicted of any felonies or misdemeanors related to financial crimes, and Private Placement Markets, LLC has no civil lawsuits pending or outstanding judgments or liens against it (nor any currently known to be threatened against it).

ITEM 18: Private Placement Markets (an overall Private Placement Markets - market commentary / Updated March 22nd, 2020 – Not a Reflection of the Operations of the Private Placement Debt Markets or the Private Placement Equity Markets, but as an industry as a whole):

The Private Placement Markets Complete an Impressive Decade of Growth. Private Placement Markets Assets Under Management (AUM) grew by 10 percent in 2019, and by \$4 Trillion USD in the past decade, an increase of 170 percent, while the number of active private equity (PE) firms has more than doubled and the number of U.S. sponsor-backed companies has increased by 60 percent. Over the same period, Global Public AUM has grown by roughly 100 percent, while the number of U.S. publicly traded companies has stayed roughly flat (but is down nearly 40 percent since 2000).

The Fundraising Outlook Remains Favorable. The early prognosis for the remainder of 2020 is for continued strength: by the end of 2019, large firms had announced targets collectively approaching \$350 Billion USD, more than at year-end of 2018. Further, limited partners (LPs) continue to raise their target allocations to Private Placement Markets. Even at current levels, LPs appear to be under-allocated versus target levels by more than \$500 Billion USD in Private Equity alone – as much as the global amount raised for Private Equity in 2019.

Some 57% of Private Placement Markets – Market Participants (QIBs) surveyed by Market Coordinators of Private Placement Debt & Equity Markets Worldwide - think the economy has reached a cyclical peak, while 14% think it has already entered a recession. They are also significantly more worried about geopolitical conditions than they were a year earlier. Overall, these concerns about market stability help explain why their No. 1 source of anxiety (70% of respondents) is overheated asset valuations.

Despite the somber macroeconomic outlook from the recent Global Coronavirus Pandemic, Private Placement Markets investing activity is not showing much signs of slowing down. Private Placement Market Investors and Fund Managers currently active in the Debt and Equity Markets have continued to make deals on the Primary Markets, find exits on the Secondary Markets and raise even more capital than ever (though through fewer funds), fueled by enthusiasm from the vastly developing Private Placement Markets.