

## Introduction

Waterway Capital LLC (Waterway) is registered with the Securities and Exchange Commission (SEC) as a broker-dealer and is a member of the Financial Industry Regulatory Authority (FINRA) and the Securities Investor Protection Corporation (SIPC). Brokerage and investment advisory services and fees differ, and it is important for you to understand these differences. Free and simple tools are available to research firms and financial professionals at [investor.gov/CRS](http://investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers, and investing, and [brokercheck.finra.org](http://brokercheck.finra.org), which provides pertinent facts including disciplinary history about member firms and in individual registered representatives.

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

Waterway provides private placement offerings to accredited and institutional investors. We privately place an offering with a limited number of institutional investors that are (a) (i) institutional "Accredited Investors" (within the meaning of Rule 501(a)(1), (2), (3), or (7) of Regulation D under the Securities Act), including certain "Qualified Institutional Buyers" (within the meaning of Rule 144A under the Securities Act, and (ii) "qualified Lenders" (within the meaning of Section 2(a)(51) of the 1940 Act); and (b) willing and able to conduct an independent investigation of the risks involved with ownership of an offering. Investment in an offering involves significant risks, including but not limited to the risk of (a) a default by Tenant and/or its affiliates under the Lease, and (b) a modification, reduction or withdrawal of any of the Ratings ascribed to the Tenant, and/or to any of the other Transaction Participants. Each client should consult their own counsel, accountant, and other advisers as to legal, tax, business, financial and related aspects of a Lender of a loan. You may select investments, or we may recommend investments, but the ultimate decision as to your investment strategy and the purchase or sale of investments will be yours. We do not monitor performance of your investments

**For additional information, please refer to our offering disclosure [here](#).**

**Conversation Starters. Ask your professional –**

**Given my financial situation, should I choose a brokerage service? Why or why not?**

**How will you choose investments to recommend to me?**

**What is your relevant experience, including your licenses, education, and other qualifications? What do these qualifications mean?**

## What fees will I pay?

Waterway, as the private placement broker dealer, matches issuers with investors. Waterway will participate in negotiations between issuers and investors and assist in the actual placement of securities sold by the issuer. Waterway's fee is based on a percentage of the securities placed. Initial transactions may require a retainer or good faith deposit, based on a percentage of the proceeds.

**You may pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce the amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.**

**Conversation Starters. Ask your professional –**

**Help me understand how the fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?**

What are your legal obligations to me when providing recommendations? How else does your firm make money and what conflicts of interest do you have?

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*When we provide you with a recommendation, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the recommendations, we provide you. Here are some examples to help you understand what this means.*

*Waterway Capital LLC and/or its affiliates may from time to time participate in transactions that may present a conflict of interest, some but not limited to the following.*

- Proprietary products
- Third Party payments
- Revenue Sharing

**Conversation Starter.** Ask your financial professional –

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

How do your financial professionals make money?

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*Our Firm, and financial professionals may earn compensation that is tied to the private placement fees we receive, and also to our firm's overall profitability. We established internal guidelines that determine the basis for allocating revenues received from successful private placements. Certain financial professionals who sell securities to you are compensated as a percentage of the fees earned by our firm; those sales commissions vary depending on each professional's compensation agreement.*

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

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*Yes, visit [investor.gov/CRS](https://investor.gov/CRS) for a free and simple search tool to research our firm and our financial professionals.*

**Conversation Starters.** Ask your professional –

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

For additional information about our services

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*If you have any questions about our private placements business or if you wish to request a copy of our Relationship Summary, please contact us at 617-226-8100. You can also visit our website, [www.waterwaycap.com](http://www.waterwaycap.com).*

**Conversation Starters.** Ask your professional –

**Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?**