

Ridgeback Securities, Ltd.
Form CRS - Customer Relationship Summary
July 30, 2025

Introduction

Ridgeback Securities, Ltd., (“RBS”) is registered with the Securities and Exchange Commission (“SEC”) as a broker-dealer, is a member of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investor Protection Corporation (“SIPC”). There are different ways you can get help with your investments. You should carefully consider which types of accounts and services are right for you. **Our firm is a broker-dealer and provides brokerage accounts and services rather than advisory accounts and advisory services.** This document provides you with a summary of the types of services we provide and how we are compensated for those services by you. Please ask us for more information. In addition, there are various suggested “Conversation Starters” contained in this document. Free and simple tools are available to you at www.Investor.gov/CRS, which also provides educational materials about broker-dealers, investment advisors, and investing.

What investment services and advice can you provide me?

RBS offers retirement education and consulting services to retirement plan participants. When requested, MCS will also make recommendations specific to each participant. These recommendations will only include the mutual fund investments and/or collective investment trusts (“CITs”) available from the respective retirement plan. MCS also offers investments in private placements to accredited investors. RBS can also assist clients to develop a customized financial program that is designed to make them feel confident in their decisions. A client’s strategy is typically built upon 1) Tax- reduction strategies, 2) Investment management (including mutual funds, CITs, equities, variable insurance products and private placements), 3) Retirement planning, 4) Estate planning and preservation, and 5) Asset protection through insurance and annuity products. RBS also offers variable insurance products, general securities, corporate debt, and mutual funds, but RBS make independent investment recommendations of a variety of products and services based on a client’s investment profile, risk appetite and investment time horizon. Some of the products RBS recommends are managed by affiliated companies. RBS does not utilize discretion in the management of its brokerage accounts, and while we may make recommendations, our clients retain the ultimate decision-making authority. We do not monitor brokerage accounts on an on-going basis. Our firm offers general securities, i.e. individual stocks and corporate bonds. Other Firms could offer a wider range of financial products, and/or similar choices at higher, lower, or similar transaction costs.

Conversation starters with our firm’s financial professional: Given my financial situation, should I choose a brokerage service? Why or why not? How will you choose products 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?

There is no fee for opening or having an active account open. If you open a brokerage account, you will pay us a **transaction-based fees**, generally referred to as a commission, referral fee, or placement fee, every time you purchase or sell an investment. RBS receives fees or commissions based upon the product that you purchase and the invested amount. RBS typically receives up to one-third of a hedge fund’s management and performance fees (typically 33.33% of up to 2% of AUM and 20% of performance fee annually). RBS typically receives commissions on variable insurance products ranging from 0% to 100% of first year premiums. A retirement plan participant will pay fees and expenses as outlined in their respective plan documents. A prospective investor in a private placement should refer to the Private Placement Memorandum specific to their investment for an itemized list of fees and expenses. RBS does not charge fees based upon capital gains or appreciation of the client’s investment (but, as noted earlier, does share in the performance fee that a hedge fund charges its investor). A client may receive similar brokerage services for less than the commissions or fees charged by RBS. You will 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 with our firm's financial professional: Help me understand how these fees and costs might affect my investments. If I give you \$10,000.00 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?

We must abide by certain laws and regulations in our interactions with you. **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. Certain individuals associated with RBS also have relationships with unaffiliated registered investment advisors who may recommend similar private placements as RBS. RBS has mitigated this conflict because the issuer of the private placement has agreed to pay the same fee regardless of whether RBS or the unaffiliated investment advisor recommended the investment. In addition, RBS receives a percentage of any performance fee generated by the private placement. This may create a conflict of interest in that RBS may recommend these investments in order to receive this additional potential revenue. RBS, when requested, also provides recommendations on various investments available through your employer-sponsored retirement plan and, depending on the investments chosen, you may pay a disproportionate percentage of the overall plan fees. For additional information, please discuss this topic with our firm's financial professional.

Conversation starters with our firm's financial professional: Are there any conflicts of interest that affect me, and how will you address them?

How does your financial professional make money?

RBS's financial professionals are paid through transaction-based fees, also known as commissions or placement fees. All of RBS's professionals are paid a percentage of the placement fees generated by them to our firm; the fees paid to our firm by each private placement under our placement agreement with that private placement is disclosed at the time that you are introduced to a private placement sponsor. As such, we believe that our approach reduces and brings to your attention any conflicts based upon what products or services are recommended to a client or potential client. In addition, RBS mitigates this conflict by requiring that a principal review and approve all transactions executed in your account. In addition, this principal's compensation is not based upon the amount of commissions generated by those over whom he has supervisory responsibilities.

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

Yes. Each professional's history in the securities industry can be found at FINRA's Broker-Check. Please see www.Investor.gov/CRS for a free and simple search tool to research us and our financial professionals.

Conversation starters with our firm's financial professional: Ask your financial professional: As a financial professional, do you have any disciplinary history? For what type of conduct?

Additional Information

For additional information about our services, or if you would like up-to-date information or a copy of this disclosure, please contact us at (281) 749-1948 or e-mail at: contact@ridgebacksecurities.com

Conversation starters with our firm's financial professional: Ask your financial 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?