

Michael D. Wall

Personal CRD Number: 5309868
Managing Member / Adviser Representative

U.S. Private Wealth, LLC

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Form ADV Part 2B Brochure Supplement

This Brochure Supplement provides information about Michael D. Wall that supplements the Disclosure Brochure of U.S. Private Wealth, LLC (hereinafter “USPW”), a copy of which you should have received. Please contact USPW’s Chief Compliance Officer if you did not receive the Disclosure Brochure or if you have any questions about the contents of this Brochure Supplement. Additional information about Michael D. Wall is available on the SEC’s website at www.adviserinfo.sec.gov.

Educational Background and Business Experience - Item 2

Michael D. Wall

Year of Birth: 1977

Formal Education After High School:

- Liberty University, Courses Taken, 2000

Business Background for the Previous Five Years:

- U.S. Private Wealth, LLC, Managing Member, 03/2013 to Present
- Wall Financial Group, Inc., Owner/President, 07/2008 to Present
- Wall Lassiter & Co, PA, Part Owner, 12/2014 to 10/2017

Professional Designation:

Registered Financial Consultant ("RFC")

The Registered Employee Benefits Consultant® designation is offered and recognized by the International Association of Registered Financial Consultants ("IARFC"). To earn the professional designation, candidates must have 3 years of full-time business experience as a financial planning practitioner in the field of financial planning or financial planning services, along with required licenses to engage in financial planning profession and a sound record of business integrity with no suspension or revocation of any professional designations or licenses. The Candidate must be in good standing with all licensing bodies and organizations. Candidates must complete continuing education consisting of forty hours every two years in the field of personal financial and professional practice management, of which four hours every two years must be devoted to ethics.

Disciplinary Information - Item 3

In June 2017, USPW and Michael D. Wall signed a Stipulation and Consent Agreement with the Florida Office of Financial Regulation. Florida found Mr. Wall did not maintain an accurate Form U4 or comply with the custody requirements under Florida statutes. USPW and Mr. Wall were ordered to pay fifteen thousand dollars to Florida. Mr. Wall was deemed to have custody of client funds because the firm deducted advisory fees directly from client accounts, but did not simultaneously send a copy of the invoice to the client itemizing the advisory fee to be deducted. The firm relied instead on the statement sent by the custodian, which documented only the total fee, not how it was calculated. Deemed to have custody also resulted in a higher net capital requirement, which USPW did not maintain. We promptly corrected the internal procedures and books and records that led to these findings.

In December 2017 in lieu of litigation, and without admitting or denying the allegations, USPW and Mr. Wall voluntarily entered into a consent order and agreement ("COA") with the Pennsylvania Department of Banking and Securities. Pennsylvania found USPW and Mr. Wall to have recommended and sold securities to at least one Pennsylvania client that was over the limit of 10% of the client's total net worth (over concentration). USPW and Mr. Wall were ordered to pay Pennsylvania for the costs of the investigation as well as an assessment of fifty thousand dollars. The firm did not receive, and was not otherwise made aware, of any customer complaints involving investments the firm recommended. The COA did not specify any securities involved in the allegations, nor did the COA

allege that monetary damages were incurred by any of the firm's clients. The cornerstone of our practice is built on always acting in the client's best interest. Part of this practice is demonstrating objective-prudence in making recommendations to our clients.

Other Business Activities - Item 4

Michael D. Wall is a 100% owner and President of Wall Private Wealth, Inc., a licensed insurance agency. He is also a licensed insurance agent through Wall Private Wealth, Inc. He spends approximately 50% of his time on insurance-related business. When he sells an insurance product, he receives a commission and the affiliated insurance agency Michael D. Wall owns generates revenue. This creates a conflict of interest when he recommends insurance products to advisory clients because he has an incentive to sell the insurance product. USPW always acts in the best interest of the client, including the sale of commissionable products to advisory clients. Clients are never required to implement an insurance recommendation through Michael D. Wall, or any other representative of USPW.

Michael D. Wall hosts the Michael Wall Show, a radio show designed to motivate, share financial insight, as well as interview intriguing guests. He produces a variety of podcasts that are educational in nature and designed as motivational and coaching tools. He spends a few hours working on his radio show and podcasts each month. Michael D. Wall is also the author of Retire Once Retire Well.

Michael D. Wall is a 50% owner of Wall Leaman, LLC, which offers management consulting, as well as business succession and transition planning. These services are not marketed to clients of USPW; he spends approximately 10% of his time on this business.

Michael D. Wall is the Executive Vice President of the High Net Worth Division, of Claraphi Advisory Network, LLC ("Claraphi"). At Claraphi Mr. Wall works exclusively with investment advisers (not clients), conducting seminars and workshops to promote Claraphi's services as a prospective third-party manager or sub-adviser.

Additional Compensation – Item 5

Apart from the receipt of compensation for the activities disclosed under Item 4 above, Michael D. Wall does not receive additional compensation or economic benefits from third party sources in connection with his advisory activities.

Supervision - Item 6

Dalton J. Helvey supervises all duties and activities of the firm. Dalton J. Helvey's contact information is on the cover page of this disclosure document. Michael D. Wall adheres to all required regulations regarding the activities of an Investment Adviser Representative and follows all policies and procedures

outlined in the firm's policies and procedures manual, including the Code of Ethics, and appropriate securities regulatory requirements.

Requirements for State-Registered Advisers - Item 7

This disclosure is required by state securities authorities. As such, we are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Michael D. Wall.

A. Michael D. Wall has NOT been involved in any of the events listed below.

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:
 - a) an investment or an investment-related business or activity;
 - b) fraud, false statement(s), or omissions;
 - c) theft, embezzlement, or other wrongful taking of property;
 - d) bribery, forgery, counterfeiting, or extortion; or
 - e) dishonest, unfair, or unethical practices.
2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
 - a) an investment or an investment-related business or activity;
 - b) fraud, false statement(s), or omissions;
 - c) theft, embezzlement, or other wrongful taking of property;
 - d) bribery, forgery, counterfeiting, or extortion; or
 - e) dishonest, unfair, or unethical practices.

B. Michael D. Wall has NOT been the subject of a bankruptcy.

Information regarding Michael D. Wall's history can be found online at www.adviserinfo.sec.gov. His individual CRD number is 5309868.