INTRODUCING US CAPITAL GLOBAL

The US Capital team offers you unique synergy across its expanding spread of financial products and services, under a single flagship brand with international reach, US Capital Global. We have provided asset management and corporate finance services to our clients for over 20 years. Our integration of client services across investment banking and wealth management enables an overall strategy of maintaining consistent balance across asset classes, risk profiles, and liquidity goals. We can serve you internationally with relationships in most global financial centers.


Investment Management and Funds Management

US Capital Global Investment Management, LLC offers both private investors and institutional investors an opportunity to invest in a variety of funds designed for the different risk tolerances and investment objectives of accredited investors. These funds include business credit, equity, venture capital, and real estate.

We are able to set up, manage, and advise private investment funds as the General Partner or investment advisor, to manage investor relationships, and with our registered broker-dealer affiliate US Capital Global Securities, LLC, to raise funds for new and mature, demonstrably profitable strategies.

Wealth Management with Private Client Services

At US Capital Global Wealth Management, LLC, we take a personal approach to actively managing client positions in risk-adjusted portfolios. We closely follow many individual stocks and sectors, and look carefully for opportunity in undervalued assets or potential near-term growth in these liquid public assets.

Debt & Equity Investments, Private Placements, and Mergers & Acquisitions

We have extensive expertise in providing debt, equity, and M&A for small and lower middle market businesses, often owned by our clients. US Capital Global Partners, LLC is a fully licensed commercial lender, and our team, with over 100 years of collective underwriting and lending experience, has funded and advised on several billion dollars in loans.

We have an extensive network of high-net-worth private investors, institutional investors, and registered investment advisors who make equity investments in early and growth-stage companies. We utilize the latest in securities Reg-Tech to showcase investments on our custom digital offering platform. All securities are offered by US Capital Global Securities, LLC, member of FINRA and SIPC.

WHAT WE ARE ABOUT

ACCESS TO WEALTH CREATION

Alternative investments create and preserve wealth. We offer investment advisors, accredited investors, and institutional investors participation in direct private placements of debt and equity or investments in historically successful alternative investment funds.

TECHNOLOGICAL INNOVATION

Our technological innovation in finance makes smaller and alternative investments more efficient. Our use of the latest financial regulations and platforms allows broad-based public advertising and general solicitation of investments to qualified investors.

PROFITABLE IMPACT INVESTING

Offering socially beneficial and economically profitable investments is part of our company culture. Sustainable projects, positive impact infrastructure, and job-creating corporate financing can all do social good while also being profitable for our investors.
US Capital Global Investment Management, LLC was founded by Jeffrey Sweeney as an alternative asset manager that leverages his 12-year track-record of successful fund management in debt and equity. We offer both private investors and institutional investors an opportunity to invest in a variety of funds designed for the different risk tolerances and investment objectives of accredited investors. These funds include business credit, equity, venture capital, and real estate.

US Capital Global Investment Management, LLC, in conjunction with our registered broker-dealer affiliate US Capital Global Securities, LLC, is always willing to consider new fund management and partnership opportunities in association with seasoned execution teams in alternative strategies. We are able to set up, manage, and advise private investment funds as the General Partner or investment advisor, to manage investor relationships, and to raise funds for new and mature, demonstrably profitable strategies.

### Investment Opportunity

**SMBs are the engine of the economy.** These businesses consistently demonstrate attractive performance metrics, with revenue growth for companies with $10 million to $100 million of revenue being higher and significantly more stable than that of the S&P 500. The lower and middle market has consistently delivered strong performance during both recessionary and growth periods of the overall economy.

The Issuer believes that there continues to be a thriving SMB segment seeking such alternative debt financing and looks for parties that have robust proprietary flow of lending opportunities to invest in qualified companies.
INVESTMENT OPPORTUNITY

US Capital Global Securities ("USCGS") is offering 80 Membership Units in USCIM Fund XXII Provia Labs, LLC ("Fund XXII"), a pooled investment vehicle on a "best efforts" basis. Fund XXII will be managed by San Francisco-based asset management firm US Capital Global Investment Management, LLC ("USCIM" or the "Manager"), investing in a senior secured convertible note of Provia Labs, Inc. ("Provia" or the "Company"). The Company will use the new financing to provide working capital, expand sales and marketing activities, debt retirement and meet other current and future business needs. The convertible note will carry an 11% annual accrued interest.

INVESTMENT OPPORTUNITY

NYCQ VC is a venture capital fund for the digital age. The NYCQ Fund will seek to make equity investments into blockchain infrastructure companies and foundational applications for blockchain technology. NYCQ VC’s investment partners are venture investors and blockchain thought leaders with past successful deal-flow and track records of identifying promising companies and generating returns. The NYCQ Tokens are additionally intended to capture value for investors by minimizing the liquidity discount of private securities investing through the issuance of a transferable security on the blockchain.

New Fund Management Opportunities: Both emerging and seasoned strategy management teams will typically look for ways to raise capital from friends and family investors. However, there are usually limits to the amount of capital that can be raised that way. Often the opportunities to grow the strategy are robust, but growth is constrained by either the distraction of fundraising, the need for third-party due diligence, or the limited investor resources available. High regulatory standards can also play a role in restricting successful teams from finding sufficient funds for growth.
We actively manage positions in risk-adjusted stock portfolios. As early adopters and innovators in the now popular quantitative analytics, we have had remarkable success with many long-term clients designing and managing diversified portfolios.

Our analysts also very closely follow many individual stocks and sectors. We look carefully for opportunity in undervalued companies or potential near-term growth in these liquid public securities.

We offer personal financial, retirement, and high-level tax planning. Our professionals are very experienced in these matters and welcome the opportunity to help clients with their long-term financial needs.

**Private Client Services**
Our private clients often have alternative investments in private debt, equity, real estate, or family businesses. If you are interested in expanding, refinancing, selling, or acquiring these assets, your wealth advisor can provide easy access to our investment bankers for advice or to facilitate those transactions.

We have extensive expertise in providing debt, equity, and M&A for small and lower middle market privately held businesses located in the US or abroad. Our Investment Banking team also has many carefully reviewed alternative investment opportunities for direct investment into private debt or equity, as well as professionally managed, diversified funds focused on these types of investments.

Please feel free to contact one of our licensed wealth managers to see if US Capital Global can be of service.

**Comprehensive Wealth Management**
- Collaborative planning
- Socially responsible investments and legacy planning
- Plan implementation – stocks, bonds, ETFs, mutual funds, real estate, alternatives
- Full-time account oversight and continual account review
- Tax minimization
- Wealth protection

**Alternative Investment Opportunities**
- High quality securitized credit investments
- High quality, proven tactical equity investments
- High quality institutional commercial real-estate investments
- Enhanced and steady portfolio returns
WEALTH MANAGEMENT

Focus on Your Returns with Lower Fees
• Institutional share class fund securities with low expense ratios
• Favorable custodial arrangements
• Highly competitive management fees
• Removal of industry “hidden” fees
• US Capital Global Wealth Management receives no compensation for brokerage trading activity. As an independent wealth manager, our interests are aligned.

Experienced Management Team
• Industry leaders in the middle market private commercial lending market
• Industry leaders in tactical equity investing and portfolio risk mitigation
• Top-tier institutional experience in equity, option, and debt investing

Broad and Unique Investment Capabilities
• Affiliate company US Capital Global Investment Management specializes in senior securitized lending and special situations equity financing
• Over $4 billion worth of deal flow reviewed each year
• Only the best-of-the-best of the investment opportunities are offered to Wealth Management clients

Jeffrey Sweeney
Chairman & CEO

Charles Towle
Managing Partner

Patrick Steele
Partner, Asset Management

All investing is subject to risk, including the possible loss of the money you invest. Diversification does not ensure a profit or protect against a loss.
US Capital Global Partners, LLC is a fully licensed commercial lender, and our team, with over 100 years of collective underwriting and lending experience, has funded and advised on several billion dollars in loans. Our debt financing amounts for small-cap and lower middle market companies range from $1,000,000 to over $250,000,000. US Capital Global makes both direct investments and co-investment from a family of private funds under our direct management.

Growth Capital and Asset-Based Lending
The US Capital Global team has the experience and resources to leverage business assets and cash flow to secure maximum funding amounts for working capital and growth capital. We can provide financing for almost any company with assets—including inventory, accounts receivable, purchase orders, machinery and equipment, commercial real estate, and intellectual property.

Custom Corporate Finance Solutions
**Cash Flow Loans:** Companies with above-average or exceptional positive cash flows can expect low commercial rates with affordable and flexible loan structures. We provide maximum availability with covenant-light structures and rapid funding.

**Asset Based Loans:** Companies with average or below-average cash flows or credit-worthiness can expect asset-based loans with a focus on collateral, rather than credit-worthiness, and therefore an attractive alternative to traditional bank financing. You can expect competitive pricing, expedited funding, and fewer financial covenants than bank loans. Often, US Capital Global is able to increase availability through the discovery of credit enhancers and ways to mitigate credit risks, ensuring you get optimal and custom financing for your business.

Unitranche structures
We favor a unitranche type structure with co-investment from our funds to maximize funding amounts and minimize cost. We often combine senior and subordinated debt into one loan for cost savings, convenience of underwriting, and speed to close.

Loan Types
- **Asset-Based Revolving Lines of Credit**
- **Accounts Receivable**
- **Inventory (Wholesale and Retail)**
- **Purchase Orders**
- **Asset-Based Term Loans**
- **Machinery and Equipment**
- **Intellectual Property**
- **Commercial Real Estate**
- **Subordinated Debt/Cash-Flow Term Loans**
- **Cash Flow**
- **Criticized Assets**
- **Debt Private Placements**
- **Debentures/Debt**
Typical Structures for Senior or Subordinated Loans
- **Senior Loan Size:** $1,000,000 to $250,000,000
- **Subordinate/Junior Loan Size:** $1,000,000 to $50,000,000
- **Company EBITDA:** $500,000 Minimum for Subordinate/Junior Loans
- **Company Type:** Private Companies or Publicly Traded
- **Location:** US and Worldwide

Financing Situations
- Growth/Hyper-Growth Capital
- Working Capital
- Refinancing
- Dividend Recapitalization
- M&A
- Bridge Loans
- Distressed/Turnaround

### Lending Process
Clients are frequently locked into an inappropriate financial structure. US Capital Global can efficiently examine every aspect of a business and offer management a choice of the best available pathways to optimal financing. Having both principal capital and detailed, specialized knowledge of the marketplace allows US Capital Global to create financing solutions tailored to the specific needs of its clients.

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US Capital Global has an extensive and broad network of private investors, institutional investors, and investment advisors who make equity investments from $5,000,000 upwards in early and growth-stage companies. We reach our investor community in a variety of ways through our targeted equity campaigns. Our personal approach to our close investor relationships is complemented by very well-attended “road show” events to showcase our investment opportunities. We utilize the latest in securities Reg-Tech to digitally showcase investments on our custom offering platform, and widely advertise those same offerings through conventional high-impact PR and marketing, as well as social media. All securities are offered by US Capital Global Securities, LLC, a member of FINRA and SIPC.

**Distribution of Private Placements**

**Personal Investor Outreach:** US Capital Global has strong relationships within its Wealth Management client base, with many clients interested in private placements. We screen investment opportunities and reach out to investors to present these opportunities to interested parties who are active. We regularly utilize CUSIP numbers for our investments, which makes them easily available to investment advisors nationwide on most of the clearing and custody platforms and the self-directed retirement custodian sites.

**General Advertising:** We utilize Reg-Tech for expanded distribution of our private placement offerings, allowing us to advertise offerings through social media and general press releases. There are tens of thousands of investors engaged through our weekly newsletter, which showcases our offerings.

**Digital Investment Platform:** US Capital Global meets the needs of businesses and projects seeking capital (issuers) by offering their securities to investors in the United States and globally on a proprietary FinTech investment platform, managed by affiliate US Capital Global Securities. Investor engagement is tracked and reported to our investment professionals for personal follow-up. Learn more at uscgs.com.

**Targeted Investor Campaigns:** In addition to our general advertising campaigns, we leverage knowledge discovery in databases using our own very large investor database as well as a number of third-party proprietary investor databases for institutional investors and family offices that have previously invested in similar offerings. Because we are able to generally solicit with our offerings, we reach out to potential investors through phone calls, social media, and email campaigns. We track interest and engagement using our marketing analytics.

**Investor Events and Road Shows:** US Capital Global offers traditional roadmap-type, one-on-one meetings and investor meet-up conferences, bringing together pools of potential investors across the United States, as well as in Europe and Asia. These events showcase a particular offering with lively exchanges between the issuer and investors, usually in an engaging setting and accompanied by entertainment. US Capital Global has tens of thousands of investors and investment advisors it communicates with weekly regarding its investment opportunities.

**Equity Situations**

- Growing a business to the next level
- Funding an add-on acquisition
- Achieving substantial liquidity
- Effecting a partial change of ownership
- Consolidating multiple ownership interests, such as inactive shareholders
- Early-stage private and commercial note-holder payoffs
- Other growth initiatives
- $5,000,000 to $50,000,000 and more
- Common, preferred, or convertible note offerings
- SPV structures for accommodating many smaller investors
### EQUITY PROCESS & TIMELINE

#### Offering Process & Timeline

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Securities offered through US Capital Global Securities, LLC, member FINRA, SIPC.

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**Private Capital Advisory Services**

In pursuing growth, small and medium-sized businesses must make important decisions relating to their capital structure. US Capital Global can help these enterprises at all stages from start-up to pre-IPO.

If a business decides to raise private equity capital, it will need to make sure the deal structure is appropriate for its specific needs, as well as those of its investors. In the early days of venture capital, entrepreneurs often gave up control of their company in exchange for their first investment funds. Now they have many more options, allowing them to create an optimal share structure for their enterprise.

US Capital Global provides its clients with strategic guidance and tactical advice on capital formation, structure, securities valuations, pricing, timing, and terms. The firm offers comprehensive financial advisory services for buy-side and sell-side engagements and for capital formation, including early-stage financings requiring debt or equity.

**Direct Equity and Bridge Investments**

US Capital Partners makes well-structured equity and bridge investments between $1 million and $50 million through its own family of private investment funds and vehicles. Managed by private investment and asset management firm US Capital Global Investment Management, LLC, these funds include a variety of private equity, venture capital, and business credit funds and customized strategies.

Equity investments can be used to meet a variety of objectives, including:

- Growing a business to the next level
- Funding an add-on acquisition
- Achieving substantial liquidity
- Effecting a partial change of ownership
- Consolidating multiple ownership interests, such as inactive shareholders
- Early-stage private and commercial note-holder payoffs
- Other growth initiatives

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www.uscapglobal.com
Tel +1 415 889 1010
US Capital Global provides buy-side, sell-side, and divestiture financing and advisory for mergers and acquisitions (M&A), specifically for the emerging growth and middle market arena ($5 million to $150 million in revenue or enterprise value). Business acquisition and business sale services with financing at the firm are provided by US Capital Global Securities, LLC, a registered broker-dealer and member of FINRA and SIPC.

US Capital Global's team of seasoned senior bankers have significant M&A experience in the middle market, having successfully completed numerous transactions in that market across a wide range of industries. The firm offers clients a personalized service, creative solutions, and the ability to close transactions quickly and on the best possible terms.

**Sell-Side M&A Representation**

US Capital Global utilizes its wide network of economic, strategic, and private equity buyers to bring clients the highest market valuation.

The firm has experience with a wide range of sellers, having represented:

- Family-owned and founder-owned companies in obtaining liquidity
- Owners implementing an exit strategy
- Companies obtaining growth capital
- Public companies going private
- Corporations divesting a division or product line
- Shareholders in facilitating management buyouts

**Buy-Side Services for Private Equity Groups & Corporate Development**

US Capital Global generates deal flow through an in-house team of experienced research professionals focused on meeting the client’s specific investment criteria.

US Capital Global buy-side services offer the firm’s private equity and corporate acquirers:

- Superior deal flow
- Proactive representation in the “search environment”
- Leverage of large proprietary database
- Financially qualified targets
- Analytical support for business valuation and deal structuring
- Completion on the best possible terms
Patrick Steele  
Partner, Asset Management

Mr. Steele is responsible for all aspects of US Capital Global’s wealth management services, investment advisory services, and client relationship management. Mr. Steele is a financial services professional with more than 30 years of experience. Before joining US Capital Global, Mr. Steele was a Managing Director at First Republic Bank’s investment management group. He also held positions as a Senior Vice President at Bernzott Capital Advisors and as a Regional Officer at The AYCO Company, a Goldman Sachs subsidiary.
Real estate and construction are increasingly offering growth opportunities, but they also require significantly higher levels of capital expenditure. Structuring and securing the right business financing is therefore essential.

US Capital Global's real estate finance team understands the industry and the challenges owners and CFOs face. The firm has deep experience in financing businesses across a wide range of real estate sectors, including residential, commercial, and industrial, and also in the hospitality industry.

**US Capital Global RE Financing Solutions**

- Commercial Real Estate
  - Hotels and Hospitality
  - Shopping Malls
  - Offices and Storage
  - Project Development Financing
    - Debt and Equity
    - Construction and Development
    - Bridge Loans
    - Refinancing
- Residential Real Estate
  - Residential Income
  - Residential Fix and Flip

**Typical Structures for Senior or Subordinated Loans:**

- **Senior Loan Size:** $1,000,000 to $250,000,000
- **Subordinate/Junior Loan Size:** $1,000,000 to $50,000,000
- **Company Type:** Private companies or publicly traded
- **Location:** US and select worldwide locations

US Capital Global has a reputation for being an innovator in the real estate and construction financing space. Over the past 24 months, the group has already provided well over $500 million in financing or advisory for small to lower middle market businesses that serve the North American real estate and construction industries.

The US Capital Global group has a history of successful closings in the commercial and residential real estate sectors. In most cases, we are able to structure and provide financing from our own balance sheet, through our [business credit fund](#) and our [real estate credit fund](#), offering flexibility and efficiency in all our transactions.
Example Transactions
Visit our ‘Transactions’ website page and click on the tombstones below for further details about these selected transactions.

- **Luxury Home Developer**
  - $17.8 Million Refinancing

- **Blue Tide Partners Hamilton, LLC**
  - $25.5 Million Financing

- **SAVA Holdings, Ltd.**
  - $55 Million Advisory

- **1313 Franklin, LLC**
  - $21 Million Advisory

- **La Quinta Inns & Suites**
  - $7 Million Advisory

- **Paul Ryan Associates, Inc.**
  - $10.6 Million Advisory

- **Tora Ventures**
  - Follow-On Financing

- **Steven Counts, Inc.**
  - $4 Million Refinancing

- **Capriati Construction Corp.**
  - $3.25 Million Advisory

- **Chellino Crane, Inc.**
  - $500,000 Financing

Experienced Management Team

- **Jeffrey Sweeney**
  - Chairman & CEO

- **Charles Towle**
  - Managing Partner

- **Ish Spencer**
  - Partner, Corporate Finance

- **Terresa Grobecker**
  - Senior Vice President
EXECUTIVE MANAGEMENT

JEFFREY SWEENY
CHAIRMAN & CEO
The founder of US Capital Global, Mr. Sweeney has a strong entrepreneurial approach, which he has applied in the investment banking and equipment leasing arena for over 20 years. In 1998, Mr. Sweeney purchased the assets of US Capital Corporation, a small equipment leasing company. Changing the focus of the company to asset-based lending and investment banking, Mr. Sweeney grew the business to over $4 billion in funding opportunities each year. Today, he oversees a growing network of affiliated companies under the US Capital Global flagship brand.

ISH SPENCER
PARTNER, CORPORATE FINANCE
Mr. Spencer is responsible for directing all aspects of US Capital Global’s nationwide Corporate Finance business origination program, business development, underwriting of commercial loans, and client relationships. Mr. Spencer brings extensive multi-disciplinary experience to US Capital Global, including special expertise in particular verticals, such as healthcare, technology, and manufacturing. He oversees US Capital Global’s deal teams at the group’s San Francisco headquarters, made up of banking professionals, business analysts, and underwriters.

CHARLES TOWLE
MANAGING PARTNER
Mr. Towle has helped grow US Capital Global into a leading private financial group for small and medium-sized businesses in the U.S. A structured funding and corporate finance specialist, Mr. Towle has over 15 years of business development, asset management, corporate finance, capital markets, and general business management experience. Prior to US Capital Global, Mr. Towle gained extensive entrepreneurial and investment experience, serving as a limited partner, financial officer, or board member of various investment and endowment funds and small and medium-sized businesses, both in the U.S. and abroad.

JAMES BATY, PH.D.
PARTNER
Dr. Baty is a specialist in the design, implementation, and management of large-scale distributed information technology. With 20 years in the industry, Dr. Baty has served as the lead architect for multiple national ISP systems and for a major internet stock brokerage system. He has also architected several global messaging networks for international banks, as well as the reliability design of a multi-continent international financial trading system for international financial institutions. He has provided performance and capacity consulting for some of the Internet’s highest volume transaction systems.

TERESA GROBECKER
PARTNER, REAL ESTATE
Teresa Grobecker is a Partner at US Capital Global. Coming to the firm with a wealth of financial and real estate expertise, Ms. Grobecker has brokered hundreds of transactions for her clients and agents, which have included traditional, probate, bankruptcy, short sales, and foreclosure situations. Deeply interested in real estate, FinTech, investments, and leadership in every form, Ms. Grobecker skillfully navigates the challenges of the industry to support both her clients and her team in achieving successful transactions and the fulfillment of personal goals.

PATRICK STEELE
PARTNER, ASSET MANAGEMENT
Mr. Steele is responsible for all aspects of US Capital Global’s wealth management services, investment advisory services, and client relationship management. Mr. Steele is a financial services professional with more than 30 years of experience. Before joining US Capital Global, Mr. Steele was a Managing Director at First Republic Bank’s investment management group. He also held positions as a Senior Vice President at Bernzott Capital Advisors and as a Regional Officer at The AYCO Company, a Goldman Sachs subsidiary.
US CAPITAL GLOBAL
IN THE MEDIA

US Capital has been quoted and featured in leading publications including:

[Images of logos]

If you would like to know more about how your business can secure the funding it needs, visit www.uscapglobal.com or call +1 415 889 1010

Follow us /uscapglobal