

**Form CRS – Form ADV Part 3**  
**Wingspan Capital LLC - Relationship Summary**  
**March 2024**

Wingspan Capital LLC is registered with the Securities and Exchange Commission as an investment adviser. Registration does not imply a certain level of skill or training. Brokerage and investment advisory services and fees differ, and it is important for you to understand the difference. Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://www.investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers, and investing.

**RELATIONSHIPS AND SERVICES**

**• *What investment services and advice can you provide me?***

We offer investment advisory services to retail investors as individual separate accounts. This means that we invest your assets to help you achieve your investment goals. As part of our standard services, we monitor the investments in your account on an ongoing basis and communicate with you periodically (but no less than annually) through telephone, email, and in person meetings. We offer advisory accounts for which we do not have investment discretion, i.e. non-discretionary accounts. This means that you make the ultimate decision regarding the purchase or sale of investments. Our investments focus on niche investment strategies, such as inland marine, railcars, specialty real estate, farmland, specialty credit, and shipping containers. To open an account, we do not require a minimum account size. For additional information, please refer to our Form ADV Part 2A.

<b>Conversation Starters</b>
<p><u>Ask our financial professionals these key questions about our investment services and accounts.</u></p> <ul style="list-style-type: none"><li>• Given my financial situation, should I choose an investment advisory service? Why or why not?</li><li>• How will you choose investments to recommend to me?</li><li>• What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?</li></ul>

**FEES, COSTS, CONFLICTS, AND STANDARD OF CONDUCT**

**• *What fees will I pay?***

If you open an investment advisory account with us, you will be charged an asset-based fee based on the amount of capital you allocate to our underlying funds. Accordingly, the more assets you allocate, the more you will pay in fees. This may create an incentive for us to encourage you to increase the assets in your account. The fees are charged quarterly in arrears. Additionally, you will pay fees to the underlying fund in which you invest, which could be substantial. You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying. Additional detailed information of all fees you pay can also be found in your investment advisory agreement.

<b>Conversation Starters</b>
<p><u>Ask our financial professionals these key questions about the impact of fees and costs on investments.</u></p> <ul style="list-style-type: none"><li>• Help me understand how these fees and costs might affect my investments.</li><li>• If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?</li></ul>

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• ***What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?***

When we act as your investment adviser, 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 investment advice we provide you. Here is an example to help you understand what that means:

Other Client Accounts: We may invest in the same assets for other Client accounts that we do for your account. This creates a conflict of interest in allocating our time and activity among the different accounts, particularly for accounts that may have a greater financial interest. Further, this creates a conflict of interest in allocating investment opportunities across Client accounts. In order to mitigate these risks, we have implemented allocation policies to ensure that all Clients receive fair and equitable treatment over time. For additional information about any conflicts of interest, please refer to our Form ADV Part 2A.

<b>Conversation Starters</b>
<u>Ask our financial professionals these key questions about conflicts of interests.</u> <ul style="list-style-type: none"><li>• How might your conflicts of interest affect me, and how will you address them?</li></ul>

• ***How do your financial professionals make money?***

Our financial professionals are compensated in the following ways: Cash compensation in the form of an annual salary and asset-based fees based on the amount of capital you contribute to the underlying funds. Receipt of these types of compensation by our financial professionals may create a conflict as employees have an incentive to encourage you to increase the amount of assets in your account.

**DISCIPLINARY HISTORY**

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

No. Please visit [Investor.gov/CRS](http://Investor.gov/CRS) for a free and simple search tool to research us and our financial professionals.

<b>Conversation Starters</b>
<u>Ask our financial professionals these key questions about our disciplinary history.</u> <ul style="list-style-type: none"><li>• As a financial professional, do you have any disciplinary history? For what type of conduct?</li></ul>

**ADDITIONAL INFORMATION**

We encourage you to seek out additional information about our investment advisory services and to request a paper copy of this relationship summary by contacting Andrew Eberhart, our Chief Compliance Officer, at [\(917\) 722-3883](tel:9177223883) or by email at [aeberhart@wingspanfund.com](mailto:aeberhart@wingspanfund.com). Please also see our Form ADV Part 1A and Part 2A Brochure on [adviserinfo.sec.gov](http://adviserinfo.sec.gov) or [Investor.gov](http://Investor.gov) or any brochure supplement a financial professional provides.

<b>Conversation Starters</b>
<u>Ask our financial professionals these key questions about contacts and complaints.</u> <ul style="list-style-type: none"><li>• Who is my primary contact person? Is he or she a representative of an investment adviser or broker-dealer?</li><li>• Who can I talk to if I have concerns about how this person is treating me?</li></ul>