



BROWN CAPITAL MANAGEMENT

# BROWN CAPITAL MANAGEMENT, LLC

## Part 2A of Form ADV

1201 N. Calvert Street  
Baltimore, Maryland 21202

(410) 837-3234

[www.BrownCapital.com](http://www.BrownCapital.com)

March 30, 2012

This Brochure provides information about the qualifications and business practices of BROWN CAPITAL MANAGEMENT, LLC. If you have any questions about the contents of this Brochure, please contact us at (410) 837-3234. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

BROWN CAPITAL MANAGEMENT, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training.

Additional information about BROWN CAPITAL MANAGEMENT, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

This Brochure, dated March 30, 2012, is our annual amendment update and replaces the July 28, 2011 version. Our last annual amendment was filed on March 31, 2011. The following update was made:

- None.

Going forward, we will provide you with a new Brochure, as needed, based on changes or new information, at no charge.

Our Brochure may be requested, at any time, by contacting Donna L. Courtney, Chief Compliance Officer at (443) 573-6401 or [dcourt@browncapital.com](mailto:dcourt@browncapital.com).

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## **Item 4 – Advisory Business**

### **4. A. Advisory Firm Description**

Brown Capital Management, LLC (“BCM”) was founded in 1983 by Eddie C. Brown. Under Mr. Brown’s leadership, BCM provides professional investment management services to institutions and individuals.

### **4.B. Types of Advisory Services**

Clients may employ Brown Capital Management for the following distinct separate account investment services: a U.S. Large Cap Service, a U.S. Mid Cap Service, a U.S. Small Company Service which includes a Medical/Healthcare All Cap Equity Sector product, a Concentrated Domestic All-Cap Equity Service, International Equity and Global Equity (domestic and international all cap securities). For each service, a portfolio of securities is constructed and continuously monitored and supervised to meet the agreed upon objectives. In addition, Brown Capital Management also provides three BCM Mutual Funds that correspond to our Small Company Service, Mid Cap Service and International Equity Service. BCM may also serve as a sub-adviser to other managers.

### **4.C. Client Investment Objectives/Restrictions**

BCM provides investment services to clients on an individual basis, taking into consideration each client's investment objectives, goals, circumstances, and investment needs. BCM assists clients in understanding their individual risk tolerances, and establishing written investment guidelines and objectives appropriate for each client.

When selecting securities and determining the total amount to be purchased or sold, BCM observes the investment policies, limitations and restrictions of the client accounts for which it advises.

### **4.D. Wrap-Fee Programs**

BCM does not currently participate in any wrap-fee programs.

### **4.E. Assets Under Management as of 02/29/2012:**

Discretionary basis: \$4,052,290,000

Non-Discretionary basis: \$0

## **Item 5 – Fees and Compensation**

### **5.A. Adviser Compensation**

For the Large Cap Equity Accounts the fee is based upon the following annual rate:

- 0.60% on first \$25 million
- 0.55% on assets between \$25 million and \$50 million
- 0.50% on assets between \$50 million and \$100 million
- 0.45% on assets in excess of \$100 million

For Balanced Accounts the fee is based upon the following annual rate:

- 1.00% on first \$5 million of assets
- 0.75% on assets between \$5 million and \$10 million
- 0.50% on assets in excess of \$10 million

For the U.S. Mid Cap Service the fee is based upon the following annual rate:

- 0.55% on first \$100 million of assets
- 0.45% on assets in excess of \$100 million

For the U.S. Small Company Service the fee is based upon the following annual rate:

- 1.00% of all assets under management

For the Medical/Healthcare All Cap Equity Sector Product (a product under the Small Company Service), the fee is based upon the following annual rate:

- 1.50% on all assets

For the International Equity Service, the fee is based upon the following annual rate:

- 0.80% on first \$50 million of assets
- 0.70% on assets between \$50 and \$100 million
- 0.65% on assets between \$100 and \$150 million
- 0.55% on assets in excess of \$150 million

For the Concentrated Domestic All-Cap Service the fee is based upon the following annual rate:

- 1.00% on all assets

For the Global Equity Service the fee is based upon the following annual rate:

0.70% on first \$100 million

0.60% on assets between \$100 million and \$300 million

0.50% on assets between \$300 million and \$500 million

0.40% on assets over \$500 million

For the Brown Capital Management Small Company Institutional Fund

1.00% management fee on all assets

For the Brown Capital Management Small Company Investor Fund

1.00% management fee on all assets

For the Brown Capital Management International Equity Fund

1.00% management fee on the first \$100 million

0.75% management fee on all assets over \$100 million

For the Brown Capital Management Mid-Cap Institutional Fund

0.75% management fee on all assets

For the Brown Capital Management Mid-Cap Investor Fund

0.75% management fee on all assets

These fees are negotiable.

Fees for sub-advisory relationships are negotiated on a case by case basis, but would always be lower than the standard fee schedule for the respective service.

## **5.B. Direct Billing of Advisory Fees**

Fees for separately managed accounts are billed quarterly. Based on contractual agreements, some clients are billed in advance and some in arrears. We request, with appropriate authorization, such fees be paid via our firm's invoicing of the custodian and the custodian debiting the client's accounts and remitting such fees to our firm; however, we do permit payments by check. BCM takes steps to ensure that statements sent by the custodian detail transactions in an account, including management fees paid.

Management fees for the Mutual Funds are paid monthly in arrears.

### **5.C. Other Non-Advisory Fees**

In addition to the fees paid to BCM, Clients may incur other fees. These fees may be assessed by custodians, brokers, and other third parties. They may include commissions, custodial fees, odd-lot differentials, taxes, wire transfer and electronic fund fees, as well as other miscellaneous fees. Mutual funds also charge internal management fees, which are disclosed in a fund's prospectus.

BCM may suggest clients utilize State Street Bank ("SSB") (formerly Investors Bank & Trust) or M&T Bank for custodial services. SSB and M&T Banks provide BCM with electronic access to client custodial statements and data. In addition, BCM clients receive a negotiated rate for custodial services from SSB or M&T Bank. BCM receives no fees, payments, or other remuneration in return for suggesting SSB's or M&T custodial services. Furthermore, utilization of SSB's or M&T custodial services is not a condition of utilizing BCM's investment advisory services.

For information on additional expenses you would incur for an investment in The Brown Capital Management Mutual Funds, please see the respective prospectus, which can be obtained by calling (877) 892-4226.

The factors that BCM considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g. commissions) is explained in this Brochure in the section entitled Brokerage Practices.

### **5.D. Required Advance Payment of Fees**

For accounts that are billed quarterly, in advance, the fee is determined by applying the quarterly rate to the market value of all accounts on the last day of the calendar quarter immediately preceding the billing date. Clients may authorize the deduction of fees directly from the appointed custodian. The custodian will remit the applicable fees to BCM.

The investment services may be terminated at any time by either party by giving the other 30 days prior written notice of such termination. Fees paid in advance will be pro-rated to the date of termination specified on the notice of termination, and any unearned portion will be refunded to the client.

### **5.E. No Compensation for Sale of Securities or Other Investment Products**

BCM's supervised persons do not accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

## **Item 6 – Performance-Based Fees and Side-By-Side Management**

In addition to offering a fee schedule based on a percentage of assets under management, for clients that desire it, we are willing to offer a performance based fee that may be negotiated.

Generally, the criteria are a "base fee" around a fulcrum, plus a certain number of basis points on a graduated scale depending on the outperformance in relation to a specified market index.

Although BCM manages accounts that have a performance based fee arrangement, as well as those that are not charged a performance fee, they are managed in a similar manner. BCM does not take any more risk with, nor does it show preferential treatment to, accounts under a performance based fee arrangement, than it would any other account managed with similar investment objectives.

## **Item 7 – Types of Clients**

BCM provides portfolio management services primarily to individuals, high net worth individuals, pension and profit-sharing plans, charitable institutions, foundations, endowments, municipalities, investment companies, trusts, and estates.

### Minimum Investment Levels

For the U.S. Small Company Service Brown Capital Management generally requires that new investment advisory clients have a minimum portfolio market value of \$20,000,000. For the U.S. Large Cap Service, U.S. Mid Cap Service, Medical/Healthcare All Cap Equity Product, Global Equity Service and the International Equity Service, Brown Capital Management generally requires that new investment advisory clients have a minimum portfolio market value of \$5,000,000. Concentrated Domestic All Cap Service, requires that new investment advisory clients have a minimum portfolio market value of \$250,000. Minimums may be waived at BCM's discretion and a minimum fee may apply.

## **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

### **8.A. Methods of Analysis and Investment Strategies**

Brown Capital Management evaluates the economic and investment environment to identify the most attractive companies for investment and desired market exposure. BCM's approach is primarily one of fundamental analysis in evaluating securities. Past and prospective earnings and dividends, cash flow, return on equity and invested capital, asset value, and debt/equity ratio are among the individual company factors considered in evaluating securities.



Industry factors are also considered as part of the fundamental analysis, including competitive position versus peer groups worldwide, product cycles, barriers to entry, and global supply & demand conditions. For international securities, country factors include macroeconomic conditions, along with government, regulatory and cultural influences. Various measures such as earning strength, and coverage and leverage ratios are used to evaluate the credit worthiness of debt securities. Valuation analysis is utilized for securities to make a judgment whether the security is a superior investment value in both an absolute sense and relative to alternative rates of return in the financial markets on a risk adjusted basis. BCM seeks to reduce the risks associated with investing in the economy of only one country through diversification. However, investment in securities is subject to investment risks, including the possible loss of the principal amount invested. Portfolios will also be subject to market risk. Market risk refers to the risk related to investments in securities in general and the daily fluctuations in the securities markets. Performance will change based on many factors, including fluctuation in interest rates, the quality of the instruments in each investment portfolio, national and international economic conditions, and general market conditions.

Brown Capital Management utilizes financial newspapers, magazines, and periodicals to keep abreast of information of a general nature. For specific security analysis, company prepared information (i.e., annual and quarterly reports, prospectuses, filings with the Commission, press releases, and proxy statements) and information from other sources, such as Factset and Bloomberg, are utilized. Research provided by brokerage firms and others, and corporate rating services are used in a supportive manner. Discussions are held with brokerage analysts, corporate officers, and customers. Several brokerage sponsored investment seminars are attended each year, where top management of a number of companies make formal presentations regarding their company, and are available for formal and informal questions and discussion. For U.S. small company and international investment services, Brown Capital Management conducts comprehensive company visits on a continuous basis.

The investment strategy employed by Brown Capital Management generally involves establishing long term positions. The principal drivers for BCM's sell discipline are: (1) when the fundamentals that spurred the original investment change adversely; (2) the security becomes overvalued, or; (3) it is determined that the security has been an investment mistake. Short sales, margin transactions and options (in all forms) are not utilized.

Investing in securities involves risk of loss that clients should be prepared to bear.

#### **8.B. Material Risks of Investment Strategies or Methods of Analysis**

There can be no guarantee of success of the strategies offered by BCM. Investment portfolios may be adversely affected by general economic and market conditions such as interest rates, availability of credit, inflation rates, changes in laws, and national and

international political circumstances. These factors may affect the level and volatility of security pricing and the liquidity of an investment. These strategies may not employ limitations on particular sectors, industries, countries, regions or securities. Trading in the portfolios may affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

***Management Risk*** – Our judgments about the attractiveness, value and potential appreciation of a particular asset class or individual security may be incorrect and there is no guarantee that individual securities will perform as anticipated. The value of an individual security can be more volatile than the market as a whole or our intrinsic value approach may fail to produce the intended results. Our estimate of intrinsic value may be wrong or even if our estimate of intrinsic value is correct, it may take a long period of time before the price and intrinsic value converge.

***Small Company and Mid Cap Risk*** – Investments in small and mid cap companies may be riskier than investments in larger, more established companies. The securities of these companies may trade less frequently and in smaller volumes than securities of larger companies. In addition, small and mid cap companies may be more vulnerable to economic, market and industry changes. Because smaller companies may have limited product lines, markets or financial resources, or may depend on a few key employees, they may be more susceptible to particular economic events or competitive factors than larger capitalization companies.

***Sector Focus Risk*** - The portfolios may be heavily invested in certain sectors, which may cause the value of its shares to be especially sensitive to factors and economic risks that specifically affect those sectors and may cause the value of the portfolio to fluctuate more widely than a more broadly diversified benchmark.

#### **8.C. Security Recommendation Risks**

The investment strategies discussed herein utilize both long-term and short-term purchases in equities, warrants, corporate debt, commercial paper, municipal securities and U.S. government securities. Investment in these types of securities involves risk and the loss of capital. Equity and fixed income securities have distinct risks, which must be considered when investing. It is also important to keep in mind that past performance of a security is not indicative of future results.

***Equity Market Risk*** – Overall stock market risks may affect the value of the investments in equity strategies. Factors such as U.S. economic growth and market conditions, interest rates, and political events affect the equity markets.

***Preferred Equity Market Risk*** – These securities generally increase or decrease in value based on changes in interest rates. If rates increase, the value of

preferred securities generally declines. On the other hand, if rates fall, the value of preferred securities generally increases.

***Foreign Securities Risk*** – Investments in foreign securities may be volatile and can decline significantly in response to foreign issuer political, regulatory, market or economic developments. Foreign securities are also subject to interest rate and currency exchange rate risks. These risks may be magnified in securities originating in emerging markets. Foreign securities may also be subject to additional or complex tax issues. Security values may fluctuate based on events such as technological developments, government regulation, competition and outbreaks of war or terrorist acts which are beyond BCM's control.

***Credit Risk*** – In preferred equities, there is a risk that issuers and counterparties will not make payments on the securities they issue. In addition, the credit quality of securities may be lowered if an issuer's financial condition changes. Lower credit quality may lead to greater volatility in the price of a security which may affect liquidity and our ability to sell the security.

For information on the risks associated with an investment in one of the Mutual Funds, please see the respective prospectus, which can be obtained by calling (877) 892-4226.

## **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of BCM or the integrity of BCM's management. BCM has no information applicable to this Item.

## **Item 10 – Other Financial Industry Activities and Affiliations**

### **10.A. Registration of Licensed Representatives**

BCM does not have management persons registered or with a pending registration as registered representative of a broker/dealer.

### **10.B. No Other Registrations**

BCM's management persons are not registered, nor do any management persons have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

### **10.C. Material Relationships or Arrangements**

**Investment Company.** As discussed in other sections, BCM does serve as investment adviser to the Brown Capital Management Mutual Funds. Keith A. Lee, a principal of BCM, serves as a Trustee and holds the offices of President and Principal Executive Officer of the Trust, Robert L. Young III, serves as Vice-President of the Trust, and Cecil E. Flamer serves as Treasurer and Principal Financial Officer of the Trust.

BCM may recommend the purchase of its Mutual Fund for certain potential clients based on the size of the account, cost efficiency, the need for daily valuation or other factors. BCM does not charge an additional management fee when recommending the funds, and its compensation is based on fees earned as investment adviser to the funds. BCM may have a potential conflict of interest to the extent that the fees it earns from managing the funds may be different than the fees for a similar separately managed account.

### **10.D. Recommendation of Other Investment Advisers**

BCM does not recommend or select other investment advisers for clients.

## **Item 11 – Code of Ethics**

### **11.A. Code of Ethics**

Brown Capital Management has adopted a Code of Ethics pursuant to SEC Rule 204-1. Its purpose is to ensure that employees maintain the highest standards of professional conduct and ethics. A basic tenet of the BCM's Code of Ethics is that the interests of clients are always placed first. The Code of Ethics covers Standards of Conduct for conflicts of interests, confidentiality, gifts, entertainment, personal securities trading and the handling of material non-public information. You may obtain a copy of our Code of Ethics upon request.

### **11. B. Recommendations of Securities and Material Financial Interests**

Brown Capital Management may recommend that clients purchase shares of mutual funds managed by BCM. As this could present a conflict of interest and promote duplication of advisory fees, BCM deducts the value of any BCM managed fund from the client's account balance prior to the calculation of advisory fees. Additionally, the fees earned as investment adviser to the fund may be different than if the assets were managed as a separate account. BCM would make the determination to invest in the funds based on what it feels would best suit the individual needs of the client.

### **11.C. Personal Trading**

BCM's employees may invest in the same securities that are recommended to clients. The firm has policies and procedures to ensure that personal securities trading does not harm clients. Employees are required to notify the CCO prior to buying or selling securities and approval is only granted if the CCO is able to determine that no conflicts appear to exist. Employees are also required to report quarterly transactions and annual holdings in order that these reports can be reviewed. This is typically done by providing copies of all brokerage statements.

### **11.D. Timing of Personal Trading**

Since BCM employees may invest in the same securities (or related securities, e.g., warrants, options or futures) that BCM or a related person recommends to clients, no employees shall buy or sell a reportable security within seven days after any trades in the security are made for Client accounts or if the security is subsequently bought or sold in the next seven days for Client accounts. The price paid or received by a Client account for any security should not be affected by a buying or selling interest on the part of an employee, or otherwise result in an inappropriate advantage to the Access Person. BCM monitors this through its requirement that employees obtain pre-approval from the CCO.

## **Item 12 – Brokerage Practices**

### **12.A. Selection of Broker/Dealers**

For Clients where BCM has discretion to place orders for security transactions, there are several factors that determine which broker/dealers are selected to effect such transactions. Consideration is given to such factors as the rate of commission, the price of the security, the size of the order, the execution and operations capability of the broker/dealer, the research services provided, and the reliability, integrity, and financial condition of the broker/dealer. BCM seeks best execution, i.e., the best combination of price and commission rate in effecting security transactions. Commission rate levels in the industry are continuously monitored.

#### **Research and Soft Dollars**

BCM may use soft dollars to pay for products or services that provide both research and non-research services. In such instances, BCM will utilize soft dollar credits to pay for the research portion and pay cash for the non-research portion of those products and services. BCM makes a good faith effort to determine the value of the research vs. non-research portion of these products and services. We are very diligent to insure that such services are consistent with our policy. We do not use soft dollars to pay for equipment, magazine and newspaper subscriptions, etc. The soft dollars received by BCM are used for research;

therefore, the benefits are of service to all Clients, even though certain Clients may be restricted from paying for soft dollars.

As long as BCM uses its best efforts to obtain the best combination of commission rate and price, BCM may consider the fact that a broker/dealer has provided research, statistical information, credit analysis, data, or other services that are of value to our clients. BCM may cause clients to pay commissions to brokers that may be higher than the commissions another broker would have charged for the same transaction provided that BCM makes a good faith determination that the commission is reasonable in relation to the value of brokerage and research services provided. Research services provided by broker/dealers that execute transactions for a particular account may not necessarily be used specifically for that account and may be used to benefit all BCM clients. The number of soft dollar arrangements that we have are limited. Currently BCM's soft dollar products are:

Bloomberg -- computer software that allows BCM to stay abreast of security prices, retrieve news stories and other valuable research.

Factset -- screening software that allows BCM to screen companies that meet the investment criteria and monitor performance related to the investment decision making process and access to Wall Street analysts, company and industry research reports.

MSCI, Standard & Poor's, Russell-Mellon -- all provide statistical research data on equity securities which feeds into Factset to assist in the investment decision making process.

ITG -- provides traders with information on trading to achieve best execution.

Trusted Sources - - provides global economic research for emerging markets.

#### Brokerage for Client Referrals

As a business practice, BCM does not receive client referrals from broker/dealers; however, should this occur, it would not use this as a basis to select a particular broker/dealer.

#### Directed Brokerage

Brown Capital Management's clients may elect to have a portion of their commissions directed through a specific broker. Directed brokerage requests should be made in writing, and are subject to acceptance and approval at BCM's discretion. Any directed brokerage transactions effected by BCM must adhere to BCM's objective of obtaining the best overall price and execution quality at competitive commission rates. Those clients who elect to have any portion of their commissions directed through a specific broker may incur higher transaction costs and may not be able to achieve best execution. BCM may be unable to aggregate trades with those of other clients. The inability to aggregate trades may result in

directed trades being executed after other BCM client trades and may be executed at a price less favorable than other BCM clients.

Brown Capital Management may also use step-outs to execute directed brokerage transactions. Step-outs allow BCM to aggregate directed trades with other client trades to receive the same price as other BCM clients while adhering to the clients request to direct trades to a specific broker. No client is disadvantaged by BCM's use of step-outs.

#### **12.B. Aggregation of Orders**

Where BCM is executing a purchase or sale in the same security for two or more clients, we may choose to aggregate orders. We will not aggregate transactions unless we believe that aggregation is consistent with (1) the client's investment objectives; and (2) our duty to seek best execution. BCM clients participating in an aggregated order will receive the average share price for all transactions executed within a given day. Aggregated orders not filled in their entirety will be allocated on a pro-rata basis. BCM may utilize other allocation methods provided that such methods provide for fair and equitable allocation for all BCM clients.

### **Item 13 – Review of Accounts**

#### **13.A. Periodic Review of Accounts**

The firm's Large Cap, Mid Cap and Concentrated Domestic All-Cap accounts are reviewed by Eddie Brown, Chairman, CEO & Founder/Sr. Portfolio Manager and/or Maurice Haywood, Managing Director/Sr. Portfolio Manager and/or Calvin Baker, Managing Director/Sr. Portfolio Manager, Walton Pearson, Managing Director/Sr. Portfolio Manager and Daman Blakeney, Director/Portfolio Manager on a weekly basis.

The firm's Small Company accounts and the Medical/Healthcare All Cap Equity Sector Product accounts are reviewed by Keith Lee, President and COO/Sr. Portfolio Manager, and/or Robert Hall, Managing Director/Sr. Portfolio Manager and/or Kempton Ingersol, Managing Director/Sr. Portfolio Manager, and/or Amy Zhang, Managing Director/Sr. Portfolio Manager on a weekly basis.

The firm's International Equity accounts are reviewed by Martin Steinik, Managing Director/Sr. Portfolio Manager, Maurice Haywood, Managing Director/Sr. Portfolio Manager, Stewart Gronek, Director/Portfolio Manager and Duncan Evered, Managing Director/Sr. Portfolio Manager on a weekly basis.

The firm's Global Equity accounts are reviewed by a combination of the Mid Cap, Small Company and International Portfolio Managers listed above.

All accounts are also reviewed on a weekly basis to compare investment performance and determine reasons for significant variation if any, for accounts with similar objectives. A number of factors can trigger a specific review, e.g., changes in investment objectives, or circumstances, developments in the investment environment that alter the desired market exposure, developments in specific portfolio holdings that necessitate investment action, cash flow that alters asset mix significantly from desired level. There is no set sequence for reviewing accounts. These accounts will also be reviewed on a weekly basis to compare investment performance and determine reasons for significant variation if any, for accounts with similar investment objectives.

### **13.B. Non-Periodic Review of Accounts**

In addition to regular reviews, the BCM portfolio teams may review accounts based upon triggering events, such as a client meeting, economic news, national or world events, or other similar factors.

### **13.C. Client Reports**

Brown Capital Management submits a report to clients each quarter which gives the following information for U.S. securities accounts: quantity, securities held, cost, market value, percentage of assets, yield on market, projected annual income and percentage of assets by industry. Reports for International Equity securities accounts include: quantity, securities held, cost, market value on local U.S. currency, percentage of assets, yield on market, percentage of assets by country and industry weightings. Performance is also given for the most recent quarter, year to date, and since inception. A quarterly letter is sent to clients that discusses our economic and market outlook, investment strategy, and other issues relevant to anticipated domestic and international investment action and direction. These reports are supplemented by telephone conversations and semi-annual or annual meetings.

Mutual Fund shareholders are provided with monthly statements, a semi-annual report and an annual report including a letter from BCM management.

## **Item 14 – Client Referrals and Other Compensation**

### **14.A. Compensation from Non-Clients**

BCM does not currently receive compensation from non-clients.



## **14.B. Referral Arrangements**

BCM may enter into a third party solicitor arrangement. BCM currently has a third party agreement with Prince Financial Consultants by written contract.

BCM employs two marketers to promote BCM's services. Such activity is conducted in accordance with Rule 206(4)-3 of the Investment Advisers Act. Compensation under such arrangements does not affect the fee that a client pays to BCM for investment advisory services.

## **Item 15 – Custody**

Clients receive, at least quarterly, statements from the broker/dealer or other qualified custodian that holds and maintains client's investment assets. BCM urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

## **Item 16 – Investment Discretion**

BCM usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, BCM observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, BCM's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to BCM in writing.

## **Item 17 – Voting Client Securities**

### **Proxy Voting Policies and Procedures**

Where contractually obligated, Brown Capital Management has detailed policies and procedures for voting client and fund proxies. Our policy is to vote proxies for portfolio

securities consistent with the best economic interests of our clients. Glass Lewis is a leading research and professional services firm assisting institutions globally that have investment, financial or reputational exposure to public companies. The firm provides research and analysis that specializes in providing a variety of fiduciary level proxy related services to institutional investment managers, plan sponsors, custodians, consultants, etc. BCM subscribes to the Glass Lewis Standard Voting Policy. Members of BCM staff individually determine how each proxy ballot will be voted. Glass Lewis's research, analysis and voting recommendations are used as a guideline only. BCM outsources the recordkeeping of the voting to Glass Lewis.

In the event BCM has discretion to vote proxies for a Client, and a Client requests that BCM vote a proxy matter in a particular way, BCM would attempt to honor the request with respect to shares held by that Client.

Clients with separately managed accounts may request a copy of this policy, or how the proxies related to their securities, were voted by contacting BCM directly (410-837-3234). Investors in the Brown Capital Management Family of funds may request a copy of this policy or the Funds proxy voting record upon request, without charge, by calling the Funds' administrator at (877) 892-4226.

## **Item 18 – Financial Information**

BCM has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

# **Form ADV Part 2B**

(Brochure Supplements)

## Item 1- Cover Page

# EDDIE C. BROWN

## Brown Capital Management, LLC

1201 N. Calvert Street  
Baltimore, Maryland 21202

(410) 837-3234

March 30, 2012

**This Brochure Supplement provides information about EDDIE C. BROWN, and is an addendum to the BROWN CAPITAL MANAGEMENT Brochure. You should have received a copy of that Brochure. Please contact our Compliance Department, at (410) 837-3234, if you did not receive BROWN CAPITAL MANAGEMENT's Brochure or if you have any questions about the contents of this supplement.**

## Item 2- Educational Background and Business Experience

### **Eddie C. Brown, CFA, CIC, Chairman, Chief Executive Officer & Founder Senior Portfolio Manager**

Year of Birth: 1940

#### Education:

Indiana University, M.B.A. 1970

New York University, M.S.E.E. 1968

Howard University, B.S.E.E. 1961

Mr. Brown has been awarded the use of the Chartered Financial Analyst® (CFA®) designation by the CFA Institute.

#### CFA Designation:

1) Candidate must meet one of the following requirements:

- Undergraduate degree and 4 years of professional experience involving investment decision-making, or;
- 4 years qualified work experience (full time, but not necessarily investment related);

- 2) Candidate must complete 250 hours of study for each of the 3 levels;
- 3) Pass (3) course exams.

Mr. Brown has also been awarded the use of the Chartered Investment Counselor ("CIC") designation by The Investment Counsel Association of America, Inc.

CIC Designation:

- 1) Candidate must meet all of the following requirements:
  - Employed by a member firm of the ICAA in an eligible occupational position for at least 1 year;
  - A minimum of 5 cumulative years' work experience in one or more eligible occupational positions;
  - Complete the CFA exams and hold the CFA.

Business Background:

Brown Capital Management, LLC Baltimore, MD  
CFA, CIC, Chairman, Chief Executive Officer, & Founder, Senior Portfolio Manager,  
07/1983 – Present

### **Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Mr. Brown.

### **Item 4- Other Business Activities**

No reportable outside business activities.

### **Item 5- Additional Compensation**

No reportable additional compensation.

### **Item 6 - Supervision**

Mr. Brown is a principal of Brown Capital Management. He can be reached at (410) 837-3234.

**Item 1- Cover Page**

**CALVIN H. BAKER**  
**Brown Capital Management, LLC**

1201 N. Calvert Street  
Baltimore, Maryland 21202

(410) 837-3234

March 30, 2012

**This Brochure Supplement provides information about CALVIN H. BAKER, and is an addendum to the BROWN CAPITAL MANAGEMENT Brochure. You should have received a copy of that Brochure. Please contact our Compliance Department, at (410) 837-3234, if you did not receive BROWN CAPITAL MANAGEMENT's Brochure or if you have any questions about the contents of this supplement.**

**Item 2- Educational Background and Business Experience**

**Calvin H. Baker, Managing Director, Senior Portfolio Manager**

Year of Birth: 1943

Education:

University of Chicago, M.B.A. 1969

Franklin & Marshall College, B.A. 1965

Business Background:

Brown Capital Management, LLC

Baltimore, MD

Managing Director, Senior Portfolio Manager  
08/2000 – Present

**Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Mr. Baker.

**Item 4- Other Business Activities**

No reportable outside business activities.

**Item 5- Additional Compensation**

No reportable additional compensation.

**Item 6 - Supervision**

Mr. Baker is supervised by Eddie C. Brown, a principal of the firm. Mr. Brown can be reached at (410) 837-3234.

## Item 1- Cover Page

# DAMAN BLAKENEY

## Brown Capital Management, LLC

1201 N. Calvert Street  
Baltimore, Maryland 21202

(410) 837-3234

March 30, 2012

**This Brochure Supplement provides information about DAMAN BLAKENEY, and is an addendum to the BROWN CAPITAL MANAGEMENT Brochure. You should have received a copy of that Brochure. Please contact our Compliance Department, at (410) 837-3234, if you did not receive BROWN CAPITAL MANAGEMENT's Brochure or if you have any questions about the contents of this supplement.**

## Item 2- Educational Background and Business Experience

### **Daman Blakeney, Director, Portfolio Manager**

Year of Birth: 1969

#### Education:

Fuqua School of Business at Duke University , M.B.A. 1998  
University of North Carolina, B.A. 1991

#### Business Background:

Brown Capital Management, LLC	Baltimore, MD
Director, Senior Research Analyst	
06/2008 – Present	
Voyageur Asset Management	Chicago, IL
Sr. Equity Research Analyst	
01/2006 – 05/2008	



Victory Capital Management  
Equity Research Analyst  
08/2004 – 08/2005

New York, NY

Victory Capital Management  
Equity Research Analyst  
8/1999 – 8/2004

Cleveland, OH

### **Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Mr. Blakeney.

### **Item 4- Other Business Activities**

No reportable outside business activities.

### **Item 5- Additional Compensation**

No reportable additional compensation.

### **Item 6 - Supervision**

Mr. Blakeney is supervised by Eddie C. Brown, a principal of the firm. Mr. Brown can be reached at (410) 837-3234.

**Item 1- Cover Page**

**DUNCAN J. EVERED**  
**Brown Capital Management, LLC**

1201 N. Calvert Street  
Baltimore, Maryland 21202

(410) 837-3234

March 30, 2012

**This Brochure Supplement provides information about DUNCAN J. EVERED, and is an addendum to the BROWN CAPITAL MANAGEMENT Brochure. You should have received a copy of that Brochure. Please contact our Compliance Department, at (410) 837-3234, if you did not receive BROWN CAPITAL MANAGEMENT's Brochure or if you have any questions about the contents of this supplement.**

**Item 2- Educational Background and Business Experience**

**Duncan J. Evered, Portfolio Manager**

Year of Birth: 1958

**Education:**

Stanford Graduate School of Business, MBA, 1982

Stanford University, BS, Mathematical-Sciences 1979

**Business Background:**

Brown Capital Management, LLC

Baltimore, MD

Portfolio Manager

01/2011 – Present

Self-Employed

San Diego, CA

11/2006 – 12/2010

American Express Financial Advisors, Inc.  
Analyst/Portfolio Manager  
09/1994 – 10/2006

Minneapolis, MN

Emerging Growth Partners  
General Partner  
05/1984 – 09/1993

Baltimore, MD

### **Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Mr. Evered.

### **Item 4- Other Business Activities**

No reportable outside business activities.

### **Item 5- Additional Compensation**

No reportable additional compensation.

### **Item 6 - Supervision**

Mr. Evered is supervised by Eddie C. Brown, a principal of the firm. Mr. Brown can be reached at (410) 837-3234.

## Item 1- Cover Page

# CECIL E. FLAMER

## Brown Capital Management, LLC

1201 N. Calvert Street  
Baltimore, Maryland 21202

(410) 837-3234

March 30, 2012

**This Brochure Supplement provides information about CECIL E. FLAMER, and is an addendum to the BROWN CAPITAL MANAGEMENT Brochure. You should have received a copy of that Brochure. Please contact our Compliance Department, at (410) 837-3234, if you did not receive BROWN CAPITAL MANAGEMENT's Brochure or if you have any questions about the contents of this supplement.**

## Item 2- Educational Background and Business Experience

### **Cecil E. Flamer, CPA, Managing Director, Chief Administrative Officer**

Year of Birth: 1947

Education:

Morgan State University, B.S. 1969

Business Background:

Brown Capital Management, LLC	Baltimore, MD
CPA, Managing Director, Chief Administrative Officer	
07/2004 - Present	

Ernst & Young	Baltimore, MD
Partner	
10/1981 – 5/2004	
Staff	
07/1969 – 09/1981	

**Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Mr. Flamer.

**Item 4- Other Business Activities**

No reportable outside business activities.

**Item 5- Additional Compensation**

No reportable additional compensation.

**Item 6 - Supervision**

Mr. Flamer is supervised by Eddie C. Brown, a principal of the firm. Mr. Brown can be reached at (410) 837-3234.

**Item 1- Cover Page**

**NUPUR P. FLYNN**

**Brown Capital Management, LLC**

1201 N. Calvert Street  
Baltimore, Maryland 21202

(410) 837-3234

March 30, 2012

**This Brochure Supplement provides information about NUPUR P. FLYNN, and is an addendum to the BROWN CAPITAL MANAGEMENT Brochure. You should have received a copy of that Brochure. Please contact our Compliance Department, at (410) 837-3234, if you did not receive BROWN CAPITAL MANAGEMENT's Brochure or if you have any questions about the contents of this supplement.**

**Item 2- Educational Background and Business Experience**

**Nupur P. Flynn, Managing Director, Co-Director of Marketing**

Year of Birth: 1973

**Education:**

Institut d'Etudes Europeennes de l'Universite Libre de Bruxelles, Belgium  
Master's Degree in European Studies and European Policy (Diplome d'Etudes  
Complementaires (DEC) and Diplome d'Etudes Specialises (DES)) 1997

McDaniel College, B.A. International Relations 1994

**Business Background:**

Brown Capital Management, LLC

Baltimore, MD

Managing Director/Co-Director of Marketing

11/2004 – Present

DLA Piper US LLP Business Development Manager 09/2000 – 11/2004	Baltimore, MD
U.S. Agency for International Development (USAID) Public Affairs Specialist for Population, Health, Nutrition and Women in Development Issues in the Office of Legislative and Public Affairs 12/1998 – 09/2000	Washington, DC

### **Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Ms. Flynn.

### **Item 4- Other Business Activities**

No reportable outside business activities.

### **Item 5- Additional Compensation**

No reportable additional compensation.

### **Item 6 - Supervision**

Ms. Flynn is supervised by Keith A. Lee, a principal of the firm. Mr. Lee can be reached at (410) 837-3234.

**Item 1- Cover Page**

**STEWART GRONEK**  
**Brown Capital Management, LLC**

1201 N. Calvert Street  
Baltimore, Maryland 21202

(410) 837-3234

March 30, 2012

**This Brochure Supplement provides information about STEWART GRONEK, and is an addendum to the BROWN CAPITAL MANAGEMENT Brochure. You should have received a copy of that Brochure. Please contact our Compliance Department, at (410) 837-3234, if you did not receive BROWN CAPITAL MANAGEMENT's Brochure or if you have any questions about the contents of this supplement.**

**Item 2- Educational Background and Business Experience**

**Stewart Gronek, Director, Portfolio Manager**

Year of Birth: 1975

**Education:**

Columbia Business School, M.B.A. 2004

Tulane University, B.S. 1998

**Business Background:**

Brown Capital Management, LLC

Baltimore, MD

Director, Portfolio Manager

11/2006 – Present

PetSmart

Phoenix, AZ

Financial Analyst

05/2006 – 11/2006



JP Morgan Securities, Inc.  
Associate Equity Analyst  
08/2004 – 05-2006

New York, NY

Columbia Business School  
Student  
08/2002 – 05/2004

New York, NY

### **Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Mr. Gronek.

### **Item 4- Other Business Activities**

No reportable outside business activities.

### **Item 5- Additional Compensation**

No reportable additional compensation.

### **Item 6 - Supervision**

Mr. Gronek is supervised by Eddie C. Brown, a principal of the firm. Mr. Brown can be reached at (410) 837-3234.

**Item 1- Cover Page**

**ROBERT E. HALL**  
**Brown Capital Management, LLC**

1201 N. Calvert Street  
Baltimore, Maryland 21202

(410) 837-3234

March 30, 2012

**This Brochure Supplement provides information about ROBERT E. HALL, and is an addendum to the BROWN CAPITAL MANAGEMENT Brochure. You should have received a copy of that Brochure. Please contact our Compliance Department, at (410) 837-3234, if you did not receive BROWN CAPITAL MANAGEMENT's Brochure or if you have any questions about the contents of this supplement.**

**Item 2- Educational Background and Business Experience**

**Robert E. Hall, Managing Director, Senior Portfolio Manager**

Year of Birth: 1933

Education:

Harvard Business School, M.B.A. 1962

Johns Hopkins University, B.S. 1955

Business Background:

Brown Capital Management, LLC

Baltimore, MD

Managing Director, Senior Portfolio Manager  
09/1993 – Present

**Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Mr. Hall.

**Item 4- Other Business Activities**

No reportable outside business activities.

**Item 5- Additional Compensation**

No reportable additional compensation.

**Item 6 - Supervision**

Mr. Hall is supervised by Keith A. Lee, a principal of the firm. Mr. Lee can be reached at (410) 837-3234.

## Item 1- Cover Page

# MAURICE LAMAR HAYWOOD

## Brown Capital Management, LLC

1201 N. Calvert Street  
Baltimore, Maryland 21202

(410) 837-3234

March 30, 2012

**This Brochure Supplement provides information about MAURICE L. HAYWOOD, and is an addendum to the BROWN CAPITAL MANAGEMENT Brochure. You should have received a copy of that Brochure. Please contact our Compliance Department, at (410) 837-3234, if you did not receive BROWN CAPITAL MANAGEMENT's Brochure or if you have any questions about the contents of this supplement.**

## Item 2- Educational Background and Business Experience

### **Maurice Lamar Haywood, CFA, Managing Director, Senior Portfolio Manager**

Year of Birth: 1965

Education:

J. L. Kellogg Graduate School of Management, Northwestern University,  
M.B.A. 1990

Morehouse College, B.A. 1987

Mr. Haywood has been awarded the use of the Chartered Financial Analyst® (CFA®) designation by the CFA Institute.

CFA Designation:

- 1) Candidate must meet one of the following requirements:
  - Undergraduate degree and 4 years of professional experience involving investment decision-making, or
  - 4 years qualified work experience (full time, but not necessarily investment related)

- 2) Candidate must complete 250 hours of study for each of the 3 levels
- 3) Pass (3) course exams

**Business Background:**

Brown Capital Management, LLC  
CFA, Managing Director, Senior Portfolio Manager  
02/2000 – Present

Baltimore, MD

**Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Mr. Haywood.

**Item 4- Other Business Activities**

No reportable outside business activities.

**Item 5- Additional Compensation**

No reportable additional compensation.

**Item 6 - Supervision**

Mr. Haywood is supervised by Eddie C. Brown, a principal of the firm. Mr. Brown can be reached at (410) 837-3234.

**Item 1- Cover Page**

**KEMPTON M. INGERSOL**  
**Brown Capital Management, LLC**

1201 N. Calvert Street  
Baltimore, Maryland 21202

(410) 837-3234

March 30, 2012

**This Brochure Supplement provides information about KEMPTON M. INGERSOL, and is an addendum to the BROWN CAPITAL MANAGEMENT Brochure. You should have received a copy of that Brochure. Please contact our Compliance Department, at (410) 837-3234, if you did not receive BROWN CAPITAL MANAGEMENT's Brochure or if you have any questions about the contents of this supplement.**

**Item 2- Educational Background and Business Experience**

**Kempton M. Ingersol, Managing Director, Senior Portfolio Manager**

Year of Birth: 1967

Education:

University of Michigan Business School, M.B.A. 1993  
Amherst College, B.A. 1989

Business Background:

Brown Capital Management, LLC	Baltimore, MD
Managing Director, Senior Portfolio Manager	
03/1999 - Present	

**Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Mr. Ingersol.

**Item 4- Other Business Activities**

No reportable outside business activities.

**Item 5- Additional Compensation**

No reportable additional compensation.

**Item 6 - Supervision**

Mr. Ingersol is supervised by Keith A. Lee, a principal of the firm. Mr. Lee can be reached at (410) 837-3234.

**Item 1- Cover Page**

**KEITH A. LEE**  
**Brown Capital Management, LLC**

1201 N. Calvert Street  
Baltimore, Maryland 21202

(410) 837-3234

March 30, 2012

**This Brochure Supplement provides information about KEITH A. LEE, and is an addendum to the BROWN CAPITAL MANAGEMENT Brochure. You should have received a copy of that Brochure. Please contact our Compliance Department, at (410) 837-3234, if you did not receive BROWN CAPITAL MANAGEMENT's Brochure or if you have any questions about the contents of this supplement.**

**Item 2- Educational Background and Business Experience**

**Keith A. Lee, President and COO, Senior Portfolio Manager**

Year of Birth: 1960

**Education:**

Darden School of Business at the University of Virginia, M.B.A. 1990

University of Virginia, B.S. 1982

**Business Background:**

Brown Capital Management, LLC

Baltimore, MD

President and COO, Senior Portfolio Manager

08/1991 - Present



**Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Mr. Lee.

**Item 4- Other Business Activities**

No reportable outside business activities.

**Item 5- Additional Compensation**

No reportable additional compensation.

**Item 6 - Supervision**

Mr. Lee is a principal of Brown Capital Management. He can be reached at (410) 837-3234.

**Item 1- Cover Page**

**WALTON D. PEARSON**  
**Brown Capital Management, LLC**

1201 N. Calvert Street  
Baltimore, Maryland 21202

(410) 837-3234

March 30, 2012

**This Brochure Supplement provides information about WALTON D. PEARSON, and is an addendum to the BROWN CAPITAL MANAGEMENT Brochure. You should have received a copy of that Brochure. Please contact our Compliance Department, at (410) 837-3234, if you did not receive BROWN CAPITAL MANAGEMENT's Brochure or if you have any questions about the contents of this supplement.**

**Item 2- Educational Background and Business Experience**

**Walton D. Pearson, Managing Director, Senior Portfolio Manager**

Year of Birth: 1961

Education:

Harvard Business School, M.B.A. 1989

St. Francis College, B.S. 1983

Business Background:

Brown Capital Management, LLC

Baltimore, MD

Managing Director, Senior Portfolio Manager  
02/2005 - Present

Putnam Investments

Boston, MA

Managing Director, Senior Portfolio Manager  
02/2003 – 12/2004

Alliance Capital Management

New York, NY

Sr. Vice President & Sr. Portfolio Manager/Analyst

04/1993 – 02/2003

**Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Mr. Pearson.

**Item 4- Other Business Activities**

No reportable outside business activities.

**Item 5- Additional Compensation**

No reportable additional compensation.

**Item 6 - Supervision**

Mr. Pearson is supervised by Eddie C. Brown, a principal of the firm. Mr. Brown can be reached at (410) 837-3234.

## Item 1- Cover Page

# MARTIN J. STEINIK

## Brown Capital Management, LLC

1201 N. Calvert Street  
Baltimore, Maryland 21202

(410) 837-3234

March 30, 2012

**This Brochure Supplement provides information about MARTIN J. STEINIK, and is an addendum to the BROWN CAPITAL MANAGEMENT Brochure. You should have received a copy of that Brochure. Please contact our Compliance Department, at (410) 837-3234, if you did not receive BROWN CAPITAL MANAGEMENT's Brochure or if you have any questions about the contents of this supplement.**

## Item 2- Educational Background and Business Experience

### **Martin J. Steinik, CFA, Managing Director, Senior Portfolio Manager**

Year of Birth: 1973

Education:

London Business School, M.B.A. 2001

University of Miami, B.S. 1994

Mr. Steinik has been awarded the use of the Chartered Financial Analyst® (CFA®) designation by the CFA Institute.

CFA Designation:

- 1) Candidate must meet one of the following requirements:
  - Undergraduate degree and 4 years of professional experience involving investment decision-making, or
  - 4 years qualified work experience (full time, but not necessarily investment related)
- 2) Candidate must complete 250 hours of study for each of the 3 levels

3) Pass (3) course exams

Business Background:

Brown Capital Management, LLC CFA, Managing Director, Senior Portfolio Manager 08/2005 - Present	Baltimore, MD
JP Morgan Securities, Inc. Vice President/Senior Analyst 04/2002 - 08/2005	New York, NY
Morgan Stanley Equity Analyst 07/2001 - 04/2002	London, England

**Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Mr. Steinik.

**Item 4- Other Business Activities**

No reportable outside business activities.

**Item 5- Additional Compensation**

No reportable additional compensation.

**Item 6 - Supervision**

Mr. Steinik is supervised by Eddie C. Brown, a principal of the firm. Mr. Brown can be reached at (410) 837-3234.

#### Item 1- Cover Page

**ROBERT L. YOUNG, III**  
**Brown Capital Management, LLC**

1201 N. Calvert Street  
Baltimore, Maryland 21202

(410) 837-3234

March 30, 2012

**This Brochure Supplement provides information about ROBERT L. YOUNG, III, and is an addendum to the BROWN CAPITAL MANAGEMENT Brochure. You should have received a copy of that Brochure. Please contact our Compliance Department, at (410) 837-3234, if you did not receive BROWN CAPITAL MANAGEMENT's Brochure or if you have any questions about the contents of this supplement.**

#### Item 2- Educational Background and Business Experience

**Robert L. Young, III, Managing Director, Co-Director of Marketing**

Year of Birth: 1968

Education:

Boston University, B.A. 1990

Business Background:

Brown Capital Management, LLC

Baltimore, MD

Managing Director, Co-Director of Marketing  
04/1999 - Present

#### Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Mr. Young.

**Item 4- Other Business Activities**

No reportable outside business activities.

**Item 5- Additional Compensation**

No reportable additional compensation.

**Item 6 - Supervision**

Mr. Young is supervised by Keith A. Lee, a principal of the firm. Mr. Lee can be reached at (410) 837-3234.

## Item 1- Cover Page

# AMY YUN ZHANG

## Brown Capital Management, LLC

1201 N. Calvert Street  
Baltimore, Maryland 21202

(410) 837-3234

March 30, 2012

**This Brochure Supplement provides information about AMY Y. ZHANG, and is an addendum to the BROWN CAPITAL MANAGEMENT Brochure. You should have received a copy of that Brochure. Please contact our Compliance Department, at (410) 837-3234, if you did not receive BROWN CAPITAL MANAGEMENT's Brochure or if you have any questions about the contents of this supplement.**

## Item 2- Educational Background and Business Experience

### **Amy Yun Zhang, CFA , Managing Director, Senior Portfolio Manager**

Year of Birth: 1970

Education:

Columbia Business School, M.B.A. 1997

Manhattanville College, B.A. 1993

Ms. Zhang has been awarded the use of the Chartered Financial Analyst® (CFA®) designation by the CFA Institute.

CFA Designation:

- 1) Candidate must meet one of the following requirements:
  - Undergraduate degree and 4 years of professional experience involving investment decision-making, or
  - 4 years qualified work experience (full time, but not necessarily investment related)
- 2) Candidate must complete 250 hours of study for each of the 3 levels
- 3) Pass (3) course exams



Business Background:

Brown Capital Management, LLC	Baltimore, MD
CFA, Managing Director, Senior Portfolio Manager	
12/2002 - Present	

**Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Ms. Zhang.

**Item 4- Other Business Activities**

No reportable outside business activities.

**Item 5- Additional Compensation**

No reportable additional compensation.

**Item 6 - Supervision**

Ms. Zhang is supervised by Keith A. Lee, a principal of the firm. Mr. Lee can be reached at (410) 837-3234.