

Item 1 - Cover Page



McBrearty Capital Management, Inc.
CRD# 108972

8901 Sony Lane
Knoxville, Tennessee 37923

(865) 693-5300

February 20, 2012 Brochure

This brochure provides information about the qualifications and business practices of McBrearty Capital Management, Inc. ("MCM"). If you have any questions about the contents of this brochure, please contact us at (865) 693-5300 or office@mcbreartycapital.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Additional information about MCM also is available on the SEC's website at
www.AdviserInfo.sec.gov.

Item 2 - Summary of Material Changes

As you may be aware, the format that registered investment advisers are required to use in order to inform clients of the nature of advisory services provided, types of clients served, fee charged, potential conflicts of interest and other information has changed.

In the past, we were only required to offer you our updated brochure on an annual basis. Under the new rules, we are required to annually provide each client with these amended disclosures, rather than merely making the offer. If there had been changes to our brochure since our last regulatory filing, we would be required to inform you of these changes. However, there have been no material changes to the Firm's brochure since its last required filing, dated March 29, 2011.

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Item 4 - Advisory Business

General Information

McBrearty Capital Management, Inc. was formed in 2000 and provides portfolio management and general consulting services to its clients. At the outset of each client relationship, MCM spends time with the client, asking questions, discussing the client's investment experience and financial circumstances, and reviewing options for the client. Based on its reviews, MCM generally develops with each client:

- a financial outline for the client based on the client's financial circumstances and goals, and the client's risk tolerance level (the "Financial Profile"); and
- the client's investment objectives and guidelines (the "Investment Plan").

The Financial Profile is a reflection of the client's current financial picture and a look to the future goals of the client. The Investment Plan outlines the types of investments MCM will make on behalf of the client in order to meet those goals. The Profile and the Plan are discussed regularly with each client, but are not necessarily written documents.

Where MCM provides general consulting services, MCM will work with the client to prepare an appropriate summary of the specific project(s) to the extent necessary or advisable under the circumstances.

Portfolio Management

As described above, at the beginning of a client relationship, MCM meets with the client, gathers information and performs research and analysis as necessary to develop the client's Investment Plan. The Investment Plan will be updated from time to time when requested by the client, or when determined to be necessary or advisable by MCM based on updates to the client's financial or other circumstances.

To implement the client's Investment Plan, MCM will manage the client's investment portfolio on a non-discretionary basis. In such situations, clients must be contacted prior to the execution of any trade in the account(s) under management. This may result in a delay in executing recommended trades, which could adversely affect the performance of the portfolio. This delay also normally means the affected account(s) will not be able to participate in block trades, a practice designed to enhance the execution quality, timing and/or cost for all accounts included in the block. In a non-discretionary arrangement, the client retains the responsibility for the final decision on all actions taken with respect to the portfolio.

Notwithstanding the foregoing, clients may impose certain written restrictions on MCM in the management of their investment portfolios, such as prohibiting the inclusion of certain types of investments (e.g., "sin stocks") in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. Each client should note, however, that restrictions imposed by a client may adversely affect the composition and performance of the client's investment portfolios. Each client should also note that his or her investment portfolio is treated individually by giving consideration to each purchase or sale for the client's account. For these and other reasons, performance of client investment portfolios within

the same investment objectives, goals and/or risk tolerance may differ and clients should not expect that the composition or performance of their investment portfolios would necessarily be consistent with similar clients of MCM.

Separate Account Managers

When appropriate and in accordance with the Investment Plan for a client, MCM may utilize one or more Separate Account Managers, each a “Manager”. Having access to various Managers offers a wide variety of manager styles, and offers clients the opportunity to utilize more than one Manager if necessary to meet the needs and investment objectives of the client. MCM will recommend the Manager(s) it deems most appropriate for the client. Factors that MCM considers in recommending Managers generally includes the client’s stated investment objective(s), management style, performance, risk level, reputation, financial strength, reporting, pricing, and research.

The Manager(s) will generally be granted discretionary trading authority to provide investment supervisory services for the portfolio. MCM will not terminate the Manager’s relationship or to add new Managers without specific client consent. With respect to assets managed by a Manager, MCM’s role will be to monitor the overall financial situation of the client, to monitor the investment approach and performance of the Manager(s), and to assist the client in understanding the investments of the portfolio.

In instances where the services of one or more Managers are utilized, the fee will be charged in addition to MCM’s fee.

Additionally, certain Managers may impose more restrictive account requirements than MCM, billing practices may vary. In such instances, MCM may be required to alter its corresponding account requirements and/or billing practices to accommodate those of the Manager(s).

General Consulting

In addition to the foregoing services, MCM may provide general consulting services to clients. These services are generally provided on a project basis, and may include, without limitation, minimal cash flow planning for certain events such as education expenses or retirement, estate planning analysis, income tax planning analysis and review of a client’s insurance portfolio, as well as other matters specific to the client as and when requested by the client and agreed to by MCM. The scope and fees for consulting services will be negotiated with each client at the time of engagement for the applicable project.

Principal Owners

Martin T. McBrearty and Rachel J. Hacker are the principal owners of MCM. Please see **Brochure Supplements**, Appendix A, for more information on these principal owners and other individuals who formulate investment advice and have direct contact with clients, or have discretionary authority over client accounts.

Type and Value of Assets Currently Managed

As of December 31, 2011, MCM managed no assets on a discretionary basis, and \$96,412,163 of assets on a non-discretionary basis.

Item 5 - Fees and Compensation

General Fee Information

Fees paid to MCM are exclusive of all custodial and transaction costs paid to the client's custodian, brokers or other third party consultants. Fees paid to MCM are also separate and distinct from the fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). The client should review all fees charged by funds, brokers, MCM and others to fully understand the total amount of fees paid by the client for investment and financial-related services.

Portfolio Management Fees

The annual fee schedule, based on a percentage of assets under management, is 1.00%.

The minimum portfolio value is generally set at \$500,000. Minimum annual fees may apply. MCM may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where MCM deems it appropriate under the circumstances.

Portfolio management fees are generally payable quarterly, in advance. If management begins after the start of a quarter, fees will be prorated accordingly. Fees are normally debited directly from client account(s), unless other arrangements are made.

MCM does not utilize a written agreement with its clients. All arrangements are agreed to verbally, and may be terminated by either party at any time, subject to any written notice requirements to which both parties have agreed. In the event of termination, any paid but unearned fees will be promptly refunded to the client, and any fees due to MCM from the client will be invoiced or deducted from the client's account prior to termination.

Separate Account Manager Fees

The fee will vary somewhat depending on the Manager(s). Manager fees may be collected on a schedule that is different from MCM's standard arrangement of billing quarterly in advance. In any case, the Manager's fees are separate from and in addition to MCM's fees.

General Consulting Fees

When MCM provides general consulting services to clients, these services are generally separate from MCM's portfolio management services. Fees for general consulting are negotiated at the time of the engagement for such services, and are normally based on an hourly rate of \$150.

Item 6 - Performance-Based Fees and Side-By-Side Management

MCM does not have any performance-based fee arrangements. "Side by Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because MCM has no performance-based fee accounts, it has no side-by-side management.

Item 7 - Types of Clients

MCM serves individuals, pension and profit-sharing plans, corporations, trusts, estates and charitable organizations. With some exceptions, the minimum portfolio value eligible for conventional investment advisory services is \$500,000. Minimum annual fees may apply. Under certain circumstances and in its sole discretion, MCM may negotiate such minimums.

Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

In accordance with the Investment Plan, MCM generally selects mutual funds, common stocks, individual bonds, separate account managers, CD's and ETF's for client accounts.

MCM utilizes a screening process for selecting mutual funds using Schwab's research site and Morningstar in which MCM screens for expense ratios, historical performance, manager experience, Morningstar ratings, transactions fees and other research.

In making selections of individual stocks for client portfolios, MCM generally uses Schwab's research site and Morningstar along with fundamental analysis. This type of analysis involves review of the business and financial information about an issuer. Without limitation, the following factors generally will be considered:

- Financial strength ratios;
- Price-to-earnings ratios;
- Dividend yields; and
- Growth rate-to-price earnings ratios

Fixed income investments may be used as a strategic investment, as an instrument to fulfill liquidity or income needs in a portfolio, or to add a component of capital preservation. MCM may evaluate and select individual bonds or bond funds based on a number of factors including, without limitation, rating, yield and duration.

ETFs are generally evaluated and selected based on a variety of factors, including, without limitation, past performance, fee structure, overall ratings for safety and returns, and other factors.

Investment Strategies

MCM's strategic approach is to invest each portfolio in accordance with the Plan that has been developed specifically for each client. This means that the following strategies may be used in varying combinations over time for a given client, depending upon the client's individual circumstances.

Long Term Purchases – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Short Term Purchases – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations.

Margin Transactions – a securities transaction in which an investor borrows money to purchase a security, in which case the security serves as collateral on the loan.

Risk of Loss

While MCM seeks to diversify clients' investment portfolios across various asset classes consistent with their Investment Plans in an effort to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no assurance that client investment portfolios will be able to fully meet their investment objectives and goals, or that investments will not lose money.

Below is a description of several of the principal risks that client investment portfolios face.

Management Risks. While MCM manages client investment portfolios based on MCM's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that MCM allocates assets to asset classes that are adversely affected by unanticipated market movements, and the risk that MCM's specific investment choices could underperform their relevant indexes.

Risks of Investments in Mutual Funds, ETFs and Other Investment Pools. As described above, MCM will usually invest client portfolios in mutual funds, ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are generally less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

Equity Market Risks. MCM may invest portions of client assets directly into equity investments, primarily stocks, or into pooled investment funds that invest in the stock market. As noted above, while pooled investments have diversified portfolios that may make them less risky than investments in individual securities, funds that invest in stocks and other equity securities are nevertheless subject to the risks of the stock market. These risks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security's prospects.

Fixed Income Risks. MCM may invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, is generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

Foreign Securities Risks. MCM may invest portions of client assets into pooled investment funds that invest internationally. While foreign investments are important to the diversification of client investment portfolios, they carry risks that may be different from U.S. investments. For example, foreign investments may not be subject to uniform audit, financial reporting or disclosure standards, practices or requirements comparable to those found in the U.S. Foreign investments are also subject to foreign withholding taxes and the risk of adverse changes in investment or exchange control regulations. Finally, foreign investments may involve currency risk, which is the risk that the value of the foreign security will decrease due to changes in the relative value of the U.S. dollar and the security's underlying foreign currency.

Item 9 - Disciplinary Information

MCM has no disciplinary events to report.

Item 10 - Other Financial Industry Activities and Affiliations

Neither MCM nor its Management Persons have any other financial industry activities or affiliations to report.

Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics and Personal Trading

MCM has adopted a Code of Ethics ("the Code"), the full text of which is available to you upon request. MCM's Code has several goals. First, the Code is designed to assist MCM in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, MCM owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires MCM associated persons to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for MCM's associated persons (managers, officers and employees). Under the Code's Professional Standards, MCM expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, MCM associated persons are not to take inappropriate advantage of their positions in relation to MCM clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time MCM's associated persons may invest in the same securities recommended to clients. Under its Code, MCM has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

Because associated persons may invest in the same securities as those purchased in client accounts, MCM has established a policy requiring its associated persons to pre-clear transactions in these securities with the Chief Compliance Officer. The goal of this policy is to avoid any conflict of interest that may present itself in these situations. Certain securities, such as CD's, treasury obligations and open-end mutual funds are exempt from this pre-clearance requirement. However, in the event of other identified potential trading conflicts of interest, MCM's goal is to place client interests first.

Consistent with the foregoing, MCM maintains policies regarding participation in initial public offerings (IPOs) and private placements in order to comply with applicable laws and avoid conflicts with client transactions. If a MCM associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of the Chief Compliance Officer. If associated persons trade with client accounts (e.g., in a bundled or aggregated trade), and the trade is not filled in its entirety, the associated person's shares will be removed from the block, and the balance of shares will be allocated among client accounts in accordance with MCM's written policy.

Item 12 - Brokerage Practices

Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, MCM seeks “best execution” for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, MCM may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third party research (or any combination), and may be used in servicing any or all of MCM’s clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

MCM may recommend that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients’ assets. MCM may also effect trades for client accounts at Schwab, or may in some instances, consistent with MCM’s duty of best execution and specific agreement with each client, elect to execute trades elsewhere. Although MCM may recommend that clients establish accounts at Schwab, it is ultimately the client’s decision to custody assets with Schwab. MCM is independently owned and operated and is not affiliated with Schwab.

Schwab provides MCM with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as MCM maintains a pre-established minimum amount of client assets in accounts at Schwab Advisor Services. Schwab’s brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For MCM client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts. Schwab Advisor Services also makes available to MCM other products and services that benefit MCM but may not directly benefit its clients’ accounts. Many of these products and services may be used to service all or some substantial number of MCM accounts, including accounts not maintained at Schwab.

Schwab’s products and services that assist MCM in managing and administering clients’ accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of MCM’s fees from its clients’ accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Advisor Services also offers other services intended to help MCM manage and further develop its business enterprise. These services may include: (i) compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to MCM. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to

MCM. Schwab Advisor Services may also provide other benefits such as educational events or occasional business entertainment of MCM personnel. In evaluating whether to recommend that clients custody their assets at Schwab, MCM may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Aggregated Trade Policy

MCM typically directs trading in individual client accounts as and when trades are appropriate based on the client's Investment Plan, without regard to activity in other client accounts. However, from time to time, MCM may aggregate trades together for multiple client accounts, most often when these accounts are being directed to sell the same securities at the same time. If such an aggregated trade is not completely filled, MCM will allocate shares received (in an aggregated purchase) or sold (in an aggregated sale) across participating accounts on a pro rata or other fair basis; provided, however, that any participating accounts that are owned by MCM or its officers, directors, or employees will be excluded first.

Item 13 - Review of Accounts

Managed portfolios are reviewed at least quarterly, but may be reviewed more often if requested by the client, upon receipt of information material to the management of the portfolio, or at any time such review is deemed necessary or advisable by MCM. These factors may include but are not limited to, the following: change in general client circumstances (marriage, divorce, retirement); or economic, political or market conditions. James McBrearty, Martin McBrearty and Rachel Hacker, Principals of MCM, all review accounts.

For those accounts utilizing the services of outside Managers, Mr. James McBrearty will conduct a portfolio review on at least a semi-annual basis. The performance results for each account will be reviewed each quarter, however.

Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. In addition, MCM provides at least an annual report for each managed portfolio. This written report normally includes a summary of portfolio holdings and performance results. Additional reports are available at the request of the client.

Item 14 - Client Referrals and Other Compensation

As noted above, MCM may receive some benefits from Schwab based on the amount of client assets held at Schwab. Please see ***Brokerage Practices*** for more information. However, neither Schwab nor any other party is paid to refer clients to MCM.

Item 15 - Custody

Schwab is the custodian of nearly all client accounts at MCM. From time to time however, clients may select an alternate broker to hold accounts in custody. In any case, it is the custodian's responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify

MCM of any questions or concerns. Clients are also asked to promptly notify MCM if the custodian fails to provide statements on each account held.

From time to time and in accordance with MCM's arrangement with clients, MCM will provide additional reports. The account balances reflected on these reports should be compared to the balances shown on the brokerage statements to ensure accuracy. There may at times be small differences due to the timing of dividend reporting and pending trades.

Item 16 - Investment Discretion

As described above under **Advisory Business**, MCM manages portfolios on a non-discretionary basis. The client generally executes a Limited Power of Attorney ("LPOA"), which allows MCM to carry out trade recommendations and approved actions in the portfolio. However, in accordance with the investment advisory agreement between MCM and the client, MCM does not implement trading recommendations or other actions in the account unless and until the client has approved the recommendation or action. In addition, clients may limit the terms of the LPOA, subject to MCM's agreement with the client and the requirements of the client's custodian.

Item 17 - Voting Client Securities

With respect to securities selected on behalf of the client in a managed account or recommended to a client, MCM may vote proxies where required under client agreements. MCM seeks to vote proxies in the best interest of the client(s) holding the applicable securities. In voting proxies, MCM considers factors that MCM believes relate to the client's investment(s) and factors, if any, that are set forth in written instructions from the client.

In general, MCM believes that voting proxies in accordance with the following guidelines, with respect to such routine items, is in the best interests of our clients. Accordingly, MCM generally votes **for**:

- The election of directors (where no corporate governance issues are implicated);
- Proposals that strengthen the shared interests of shareholders and management;
- The selection of independent auditors based on management or director recommendation, unless a conflict of interest is perceived;
- Proposals that MCM believes may lead to an increase in shareholder value;
- Management recommendations adding or amending indemnification provisions in charter or by-laws; and
- Proposals that maintain or increase the rights of shareholders.

MCM will generally vote **against** any proposals that MCM believes will have a negative impact on shareholder value or rights. If MCM perceives a conflict of interest, MCM's policy is to notify affected clients so that they may choose the course of action they deem most appropriate.

A copy of our complete policy, as well as records of proxies voted; are available to clients upon request. As required under the Advisers Act, such records are maintained for a period of five (5) years.

Item 18 - Financial Information

MCM does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore has no disclosure required for this item.

Brochure Supplement for

James W. McBrearty

CRD# 1987532

of

McBrearty Capital Management, Inc.

8901 Sony Lane
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March 26, 2011

This brochure supplement provides information about Jim McBrearty, and supplements the McBrearty Capital Management, Inc. ("MCM") brochure. You should have received a copy of that brochure. Please contact MCM at (865) 693-5300 if you did not receive MCM's brochure, or if you have any questions about the contents of this supplement.

Additional information about Jim McBrearty is available on the SEC's website at
www.AdviserInfo.sec.gov.

Educational Background and Business Experience

James W. McBrearty (year of birth 1945) is the Founder of McBrearty Capital Management, Inc.

College began with a year at Hillsdale College before beginning assembly line work at Pontiac Motors in Pontiac, Michigan. While working, Jim began college at Oakland University, and earned a Bachelor of Administration degree in Business with a Minor in Math in 1967. Prior to graduate school, Jim worked for Chrysler in their marketing research department. He attended graduate school at Southern Illinois University where he received a Masters degree in Econometrics in 1974. Graduate school had been interrupted by beginning a work opportunity with TVA and then a three year obligation with the US Army in Vietnam. Military training was in military intelligence and one year Vietnamese language study. A Bronze Star was awarded.

After returning to TVA and Tennessee, Jim completed his Masters Degree thesis and began attendance at the University of Tennessee in the Economics doctoral program. While working as an Economist for TVA, he made a proposal to begin a business loan program and equity participation program which then led to bank loan training. Ultimately, Jim served on three bank loan committees and still serves on the SBA Board of Directors today via the Areawide Development Council. In 1987, Jim left TVA and began work with Financial Concepts as a Financial Planner. Most

of the financial planning work was with businesses and executives with whom Jim already had an association. In January of 2000 Jim, with Rachel Hacker and Martin McBrearty, formed MCM.

Outside activities include a four year study in Education for the Ministry. Jim remains involved in a number of charities and nonprofits. His hobbies include golf, bicycling, and hiking.

Disciplinary Information

There is no disciplinary information to report regarding Jim.

Other Business Activities

Jim is not engaged in any other business activities.

Additional Compensation

Jim has no other income or compensation to disclose.

Supervision

Rachel Hacker and Martin McBrearty are Shareholders in MCM, and Martin also serves as Chief Compliance Officer. Both are Portfolio Managers and serve on the investment committee.

Overall investment decisions are made as a team by the investment committee, and portfolio activity based on these decisions will be carried by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Martin is responsible for providing supervisory oversight to the staff; he also participates as a team member in the investment and trading processes. Martin may be reached at (865)693-5300.

Brochure Supplement for

Martin T. McBrearty

CRD# 3214442

of

McBrearty Capital Management, Inc.

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March 26, 2011

This brochure supplement provides information about Martin McBrearty, and supplements the McBrearty Capital Management, Inc. ("MCM") brochure. You should have received a copy of that brochure. Please contact MCM at (865) 693-5300 if you did not receive MCM's brochure, or if you have any questions about the contents of this supplement.

Additional information about Martin McBrearty is available on the SEC's website at www.AdviserInfo.sec.gov.

Educational Background and Business Experience

Martin T. McBrearty (year of birth 1972) is a Shareholder and Staff Associate with McBrearty Capital Management, Inc. Martin earned a Bachelor of Arts degree in Classical Studies from Furman University in 1995. Martin then volunteered with the Peace Corps and the ministry of agriculture in Cameroon, Africa from 1995-1997. He then became the co-coordinator of the agriculture and forestry program from 1997-1998.

Upon return to the U.S., Martin began work as an intern at Financial Concepts from 1999-2000. From 1999-2002, Martin attended evening investment courses at the University of Tennessee. He also attended the Dale Carnegie Leadership Training Course. In January of 2000, Martin formed MCM with partners Rachel Hacker and his father, Jim McBrearty.

Martin is a member of the Old North Knoxville Neighbor Hood Association and the Kiwanis Club of Knoxville. His hobbies include landscaping and playing old-time bluegrass music.

Disciplinary Information

There is no disciplinary information to report regarding Martin.

Other Business Activities

Martin is not engaged in any other business activities.

Additional Compensation

Martin has no other income or compensation to disclose.

Supervision

Rachel Hacker and Martin McBrearty are Shareholders in MCM, and Martin also serves as Chief Compliance Officer. Both are Portfolio Managers and serve on the investment committee.

Overall investment decisions are made as a team by the investment committee, and portfolio activity based on these decisions will be carried by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Martin is responsible for providing supervisory oversight to the staff; he also participates as a team member in the investment and trading processes. Martin may be reached at (865)693-5300.

Brochure Supplement for
Rachel J. Hacker
CRD# 3192143
of
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March 26, 2011

This brochure supplement provides information about Rachel Hacker, and supplements the McBrearty Capital Management, Inc. ("MCM") brochure. You should have received a copy of that brochure. Please contact MCM at (865) 693-5300 if you did not receive MCM's brochure, or if you have any questions about the contents of this supplement.

Additional information about Rachel Hacker is available on the SEC's website at
www.AdviserInfo.sec.gov.

Educational Background and Business Experience

Rachel J. Hacker (year of birth 1977) is a Shareholder and Staff Associate with McBrearty Capital Management, Inc.

At age 16, Rachel began attending classes at Jackson Community College in Jackson, Michigan. She later transferred to Taylor University in Upland, Indiana before graduating from Belmont University in Nashville, Tennessee with a Bachelor of Business Administration and a Major in Finance. In Nashville, Rachel worked from 1996-1998, as an Intern at Merrill Lynch in Brentwood. Upon graduation, Rachel moved to Knoxville, Tennessee where she worked for Financial Concepts as an analyst.

In January of 2000, Rachel formed MCM with her partners Jim and Martin McBrearty. In 2003, she completed training and became a Certified Divorce Financial Analyst.

Rachel's most rewarding role is as a mother to two daughters, ages 5 and 2 months. In her rare free time she enjoys reading and cooking with her husband.

Disciplinary Information

There is no disciplinary information to report regarding Rachel.

Other Business Activities

Rachel is not engaged in any other business activities.

Additional Compensation

Rachel has no other income or compensation to disclose.

Supervision

Rachel Hacker and Martin McBrearty are Shareholders in MCM, and Martin also serves as Chief Compliance Officer. Both are Portfolio Managers and serve on the investment committee.

Overall investment decisions are made as a team by the investment committee, and portfolio activity based on these decisions will be carried by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Martin is responsible for providing supervisory oversight to the staff; he also participates as a team member in the investment and trading processes. Martin may be reached at (865)693-5300.