

Bascomb Madison & James Capital Management, LLC Firm Brochure

This brochure provides information about the qualifications and business practices of Bascomb Madison & James Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at (802) 879-3766 or by email at: dwvoigt@bascomb.com. 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.

Additional information about Bascomb Madison & James Capital Management, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. Bascomb Madison & James Capital Management, LLC's CRD number is: 154148

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Registration does not imply a certain level of skill or training.

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Item 2: Material Changes

Bascomb Madison & James Capital Management, LLC has transitioned from state to SEC registration since the previous annual amendment filed on March 7, 2012.

Item 3: Table of Contents

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Item 4: Advisory Business

A. Description of the Advisory Firm

This firm has been in business since August 10, 2010, and the principal owner is Dennis William Voigt.

B. Types of Advisory Services

Bascomb Madison & James Capital Management, LLC (hereinafter "BMJCM") offers the following services to advisory clients:

Investment Supervisory Services

BMJCM offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. BMJCM creates an Investment Policy Statement for each client, which outlines the client's current situation (income, tax levels, and risk tolerance levels) and then constructs a plan (the Investment Policy Statement) to aid in the selection of a portfolio that matches each client's specific situation. Investment Supervisory Services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

BMJCM evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. BMJCM will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

Management of Existing Investments

For some clients we will agree to manage their existing investment managers. Specifically we will:

- Assist the clients in preparing an investment policy statement;
- Balance and allocate the investment categories of the investment policy statement among the investment advisors;
- Monitor the investment advisors' performance and compare it against benchmarks for each investment category (at least quarterly and many cases monthly);

- Periodically review the performance analysis with the client (at least semi-annually and more frequently as appropriate);
- Flag substandard performance for review with the client and the advisor (at least annually and more frequently as appropriate);
- Rebalance the overall portfolio among the investment advisors periodically (at least annually and more frequently as appropriate) to meet the objectives of the investment policy statement; and
- Review the investment policy statement and investment categories periodically (at least annually) in light of changing economic conditions.

The custodian of the funds will be the custodian selected by the existing investment advisor and new investment advisors as they are added to the mix.

High Net-Worth Clients with Multiple Investment Managers

BMJCM will offer the following services to these clients:

- Help clients develop an overall Investment Policy Statement
- Help clients select their investment managers
- Monitor and manage the investment managers, including making recommendations for rebalancing asset allocations between and within investment manager portfolios.

All funds are held by the custodians of the other investment managers. BMJCM does not have discretion to trade any securities or to allocate assets among or within the investment managers without the authorization of the clients. The overall asset allocation is defined by the overall Investment Policy Statement developed by BMJCM and the client. Any change in asset allocation for any individual investment manager is authorized by the client in writing. BMJCM may be granted authority to trade a specific security in individual client accounts based on a written trade authorization. In the case of an individual written trade authorization, BMJCM may be granted discretion as to the timing of the entry, the size of the entry (up to some limit) and the timing of the exit.

Selection of Other Advisors

BMJCM may direct clients to third party money managers. BMJCM will be compensated via a fee share from the advisors to which it directs those clients. This relationship will be disclosed in each contract between BMJCM and each third party advisor. The fees shared will not exceed any limit imposed by any regulatory agency. Before selecting other advisors for clients, BMJCM will always ensure those other advisors are properly licensed or registered as investment advisor.

Services Limited to Specific Types of Investments

BMJCM limits its money management to mutual funds, options, equities, bonds, fixed income, debt securities, ETFs, third party money managers, REITs, and government securities. BMJCM may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

BMJCM offers the same suite of services to all of its clients. However, specific client financial plans and their implementation are dependent upon the client Investment Policy Statement which outlines each client's current situation (income, tax levels, and risk tolerance levels) and is used to construct a client specific plan to aid in the selection of a portfolio that matches restrictions, needs, and targets.

Clients may not impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs.

D. Wrap Fee Programs

BMJCM does not participate in any wrap fee programs.

E. Amounts Under Management

BMJCM has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$627,570.09	\$101,373,616.01	12/31/2011

Item 5: Fees and Compensation

A. Fee Schedule

Investment Supervisory Services Fees

Total Assets Under Management	Annual Fee
\$1 - \$500,000	2.00%
\$500,001 - \$1,000,000	1.50%
Above \$1,000,000	1.00%

These fees are negotiable and the final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Fees are paid quarterly in advance, and clients may terminate their contracts with thirty days' written notice. Refunds are given on a prorated basis, based on the number of days remaining in a quarter at the point of termination. Clients may terminate their contracts without penalty, for full refund, within 5 business days of signing the advisory contract. Advisory fees are withdrawn directly from the client's accounts with client written authorization.

Management of Existing Investments Fees

The fee for this service will be 0.50% of assets under management billed quarterly in advance. This will be billed to the client and will be paid to us by check or automatic transfer. But because in most cases they will not be using our custodian, we will not transfer it directly from their investment accounts to our master account.

High Net-Worth Clients with Multiple Investment Managers

BMJCM's compensation is based on the total assets under management for a negotiated fee up to 0.50% of total assets under management. BMJCM does not receive any fees from the other investment managers and BMJCM is only compensated by their clients. The fees are paid directly by the clients and are not withdrawn from any account of the clients. No assets in this category are held by the custodian. These fees will be billed quarterly in advance. This will be billed to the client and will be paid to us by check or automatic transfer.

Selection of Other Advisors Fees

BMJCM will direct clients to third party money managers. BMJCM will be compensated via a fee share from the advisors to which it directs those clients. This relationship will be disclosed in each contract between BMJCM and each third party advisor. The fees shared will not exceed any limit imposed by any regulatory agency.

B. Payment of Fees

Payment of Investment Supervisory Fees

Advisory fees are withdrawn directly from the client's accounts with client written authorization. Fees are paid quarterly in advance.

Payment of Management of Existing Investments Fees

Fees for this service will be billed to the client quarterly in advance.

High Net-Worth Clients with Multiple Investment Managers

Fees for this service will be billed to the client quarterly in advance

C. Clients Are Responsible For Third Party Fees

Clients are responsible for the payment of all third party fees (i.e. custodian fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by BMJCM. Please see Item 12 of this brochure regarding broker/custodian.

D. Prepayment of Fees

BMJCM collects fees in advance. Fees that are collected in advance will be refunded based on the prorated amount of work completed at the point of termination and the total days during the billing period. Fees will be returned within fourteen days to the client via check or return to credit card.

E. Outside Compensation For the Sale of Securities to Clients

Neither BMJCM nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or services fees from the sale of mutual funds.

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

BMJCM does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

BMJCM generally provides management supervisory services to the following Types of Clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Pension and Profit Sharing Plans
- ❖ Corporations or Business Entities

Minimum Account Size

There is an account minimum, \$200,000, which may be waived by the investment advisor, based on the needs of the client and the complexity of the situation.

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

A. Methods of Analysis and Investment Strategies

BMJCM's methods of analysis include charting analysis, fundamental analysis, technical analysis, and cyclical analysis.

Charting analysis involves the use of patterns in performance charts. BMJCM uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Technical analysis involves the analysis of past market data; primarily price and volume.

Cyclical analysis involved the analysis of business cycles to find favorable conditions for buying and/or selling a security.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

BMJCM uses Long Term Trading, Short Term Trading, Short Sales, Margin Transactions, and Options Writing (including covered options, uncovered options, or spreading strategies).

BMJCM utilizes investment strategies that are designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes. Short sales, margin transactions, and options writing generally hold greater risk and clients should be aware that there is a chance of material risk of loss using any of those strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

BMJCM generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of this advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Neither BMJCM nor its representatives are registered as a broker/dealer or as representatives of a broker/dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither BMJCM nor its representatives are registered as a FCM, CPO, or CTA.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Dennis William Voigt is the president and owner of the CPA firm D.W. Voigt CPA P.C. and an associate professor of Saint Michael's College. He is also the owner of Bascomb Madison & James Software, LLC. From time to time, he will offer clients advice or products from those activities. BMJCM will always act in the best interest of the client.

D. Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections

BMJCM will direct clients to third party money managers. BMJCM will be compensated via a fee share from the advisors to which it directs those clients. This relationship will be disclosed in each contract between BMJCM and each third party advisor. The fees shared will not exceed any limit imposed by any regulatory agency. This creates a conflict of interest in that BMJCM has an incentive to direct clients to the third party money managers that provide BMJCM with a larger fee split. BMJCM will always act in the best interests of the client, including when determining which third party manager to recommend to clients.

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

A. Code of Ethics

We have a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Clients may request a copy of our Code of Ethics from management.

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B. Recommendations Involving Material Financial Interests

BMJCM does not recommend that clients buy or sell any security in which a related person to BMJCM has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of BMJCM may buy or sell securities for themselves that they also recommend to clients. BMJCM will always document any transactions that could be construed as conflicts of interest and will always transact client business before their own when similar securities are being bought or sold.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of BMJCM may buy or sell securities for themselves at or around the same time as clients. BMJCM will not trade non-mutual fund or non-ETF securities 5 days prior to or 5 days after trading the same security for clients.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

The Custodian, Interactive Brokers LLC, was chosen based on their relatively low transaction fees and access to mutual funds and ETFs. BMJCM will never charge a premium or commission on transactions, beyond the actual cost imposed by Custodian.

1. Research and Other Soft-Dollar Benefits

BMJCM receives research, products, or services other from its broker-dealer or another third-party in connection with client securities transactions ("soft dollar benefits"). There is no minimum client number or dollar number that BMJCM must meet in order to receive free research from the custodian or broker/dealer. There is no incentive for BMJCM to direct clients to this particular broker-dealer over other broker-dealers who offer the same services. The first consideration when recommending broker/dealers to clients is best execution.

2. Brokerage for Client Referrals

BMJCM receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

BMJCM will not allow clients to direct BMJCM to use a specific broker-dealer to execute transactions. Clients must use BMJCM recommended custodian (broker-dealer). Not all investment advisers require their clients to direct brokerage. By requiring clients to use our specific custodian, BMJCM may be unable to achieve most favorable execution of client transactions and this may cost clients money over using a lower-cost custodian.

B. Aggregating (Block) Trading for Multiple Client Accounts

BMJCM maintains the ability to block trade purchases across accounts but will rarely do so. While block trading may benefit clients by purchasing larger blocks in groups, we do not feel that the clients are at a disadvantage due to the best execution practices of our custodian.

Item 13: Reviews of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Client accounts are reviewed at least quarterly only by Dennis William Voigt, Managing Member. Dennis William Voigt is the chief advisor and is instructed to review clients' accounts with regards to their investment policies and risk tolerance levels. All accounts at BMJCM are assigned to this reviewer.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

C. Content and Frequency of Regular Reports Provided to Clients

Each client will receive at least quarterly a written report detailing the clients account which may come from the custodian.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

BMJCM does not receive any economic benefit, directly or indirectly from any third party for advice rendered to BMJCM clients.

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B. Compensation to Non – Advisory Personnel for Client Referrals

BMJCM does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

BMJCM does not take custody of client accounts at any time. Custody of client's accounts is held primarily at Interactive Brokers LLC. Clients will receive account statements from the custodian and should carefully review those statements.

Item 16: Investment Discretion

For those client accounts where BMJCM provides ongoing supervision, BMJCM maintains limited power of authority over client accounts with respect to securities to be bought and sold and amount of securities to be bought and sold. All buying and selling of securities is explained to clients in detail before an advisory relationship has commenced.

Item 17: Voting Client Securities (Proxy Voting)

BMJCM will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

BMJCM does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither BMJCM nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

BMJCM has not been the subject of a bankruptcy petition in the last ten years.