



6116 Harrison Avenue • Cincinnati, Ohio 45247

**Part 2A of Form ADV
Firm Brochure**

January 1, 2014

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Part 2A of Form ADV: Firm Brochure

This Brochure provides information about the qualifications and business practices of Hengehold Capital Management LLC. If you have any questions about the contents of this Brochure, please contact us at 513.598.5120 or info@hengeholdcapital.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 Hengehold Capital Management LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Material Changes

There are no material changes as of January 1, 2013.

In the future, if there are material changes that are made to this Brochure, we will provide clients with a summary of such changes in Item 2.

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NOTE: We are required by the SEC to list and discuss each of these topics in this Brochure. If we do not engage in a specific activity or provide that service, we will state that the Item is Not Applicable.

Item 4 Advisory Business

Hengehold Capital Management LLC (HCM LLC) is a Registered Investment Adviser with the SEC with its principal place of business located in Ohio. The Firm's owner is Michael Hengehold.

Registration as an Investment Advisor with the SEC does not imply a specific level of skill or training.

Individual Portfolio Management: HCM LLC provides continuous management to our clients regarding the investment of their funds. Working with the client, we establish an investment policy (stated in the client's management agreement as a neutral asset allocation target) and create and manage a portfolio based on that policy. During our data-gathering process, we review the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history.

We manage these advisory accounts on a discretionary basis. Discretion grants Advisor the authority to implement asset allocation changes that may be substantially different than the clients' neutral allocation target, based on Advisor's opinion of investment risk and/or opportunity.

Clients retain ownership of all securities.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer and may include, but are not limited to advice regarding the following securities:

- Certificates of deposit
- Commercial paper
- Corporate debt securities
- Exchange-listed securities (Stocks and ETFs)
- Foreign issuers
- Municipal securities
- Mutual fund shares
- Options contracts on securities
- United States government securities
- Variable annuities
- Warrants

Because some types of investments involve certain additional degrees of risk, they will only be utilized when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability. Advisor will, with certain limited exceptions, determine the portfolio holdings to be utilized. HCM LLC's investment style is long-term and should be evaluated over full market cycles.

Our Firm provides portfolio management services to clients using model based asset allocation portfolios. Each model portfolio is based on risk and return assumptions developed by reference to long term historical observations that may or may not repeat in the future. Portfolio results should not be considered a predictor of future results.

Through discussions with the client, we establish portfolio goals and objectives. We help the client decide which model portfolio is suitable based on the client's circumstances and what customization may be appropriate. Once the suitability of the portfolio has been determined, the portfolio is managed based on the model's goal, with client specific modifications based on unique cash flow needs. Clients may decline to implement any advice rendered.

To confirm that the initial determination of an appropriate portfolio remains suitable and that the account continues to be managed in a manner consistent with the client's financial circumstances, we will:

1. Periodically contact each client to ask if there have been any changes in the client's financial situation or investment objectives,
2. Ask if the client wishes to impose investment restrictions or modify existing restrictions;
3. Be available to meet with the client at their convenience.

HCM LLC publishes a periodic newsletter at no charge, providing general information on various topics. No specific investment recommendations are provided and the information is not intended to meet the objectives or needs of any individual.

Amount Of Managed Assets As of 12/31/2013 we were actively managing \$ 452,000,000 of clients' assets on a discretionary basis.

Item 5 Fees and Compensation

The fee for the Advisory Service is based on the following schedule:

	SIZE OF ACCOUNT	ANNUAL FEE
LAYER I	\$0 to \$1,000,000	1.00 %
LAYER II	\$1,000,001 to \$5,000,000	.75 %
LAYER III	OVER \$5,000,000	.50 %

Existing clients may have a different fee schedule. The fees described above may be for multiple account management services and are based on the total market value of assets under management. Fees are deducted directly from the client's brokerage account at the beginning of each quarter. A pro rata formula based on a ninety- two day quarter is used when establishing a new account in the middle of a quarter. Clients are billed only for the time their assets are under management.

We retain the option to negotiate fees and compensation on a client-by-client basis. Factors to consider may include: the complexity of the client's situation, assets to be placed under management, anticipated future additional assets and related accounts, among other factors. The specific annual fee schedule will be identified in the contract between HCM LLC and each client.

Discounts that are not generally available to our advisory clients may be offered to family members and HCM LLC employees.

General Information Regarding Fees

Termination of the Advisory Relationship: A client agreement may be canceled at any time, by either party, for any reason upon receipt of thirty days written notice. As disclosed above, certain fees are paid in advance of services provided. Upon termination of any account, any prepaid unearned fees will be promptly refunded. We will pro rate the reimbursement according to the number of days remaining in the billing period.

Mutual Fund Fees: All fees paid to HCM LLC for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. A client could invest in a mutual fund or ETF directly, without our services. In that case, the client would not receive the services provided by our Firm which are designed to assist the client with tactical asset allocation, cash flow planning, financial independence studies, retirement planning services and determining which securities are most appropriate to each client's financial condition and objectives. Clients should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Separately Managed Account Fees: Clients participating in separately managed account programs will be charged fees in addition to the advisory fee charged by our Firm.

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses, if any, charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer, responsible for processing transactions for the client's accounts. Please refer to Item 12 Brokerage Practices Section of this Form ADV for additional

information.

ERISA Accounts: HCM LLC is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"). As such, our Firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, HCM LLC only charges fees for investment advice and does not accept any commission on revenue or 12b-1 fees.

Advisory Fees in General: Clients should note that similar advisory services may or may not be available from other registered investment advisers for similar or higher or lower fees.

Limited Prepayment of Fees: Under no circumstances do we require or solicit payment more than three months in advance of services rendered.

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

HCM LLC does not charge performance-based fees and does not engage in side-by-side management.

Item 7 Types of Clients

HCM LLC provides advisory services to the following types of clients:

- High net worth individuals
- Individuals (other than high net worth individuals)
- Trusts
- Pension and profit sharing plans
- Charitable organizations
- Corporations or other businesses not listed above

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

Methods of Analysis: We use the following methods of analysis in formulating our investment advice and in managing client assets:

Fundamental Analysis: We attempt to measure the intrinsic value of a security by looking at economic and financial factors, including the overall economy, industry conditions, and the financial condition and management of the company. These factors help us form an opinion as to whether the security is underpriced, indicating it may be a good time to buy, or overpriced indicating it may be time to sell.

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the security.

Asset Allocation: Rather than focusing only on security selection, we attempt to identify an appropriate ratio of equity securities, fixed income, alternatives, and cash suitable to the client's investment goals and risk tolerance.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of equity securities, fixed income, alternatives, and cash will change over time due to movements in the markets and if not corrected, will no longer be appropriate for the client's stated goals and objectives. We periodically rebalance asset allocations to help reduce the risk that these ratios will drift over time.

Technical Analysis: We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior. This analysis is used to help us better understand possible future price movements.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company may underperform regardless of market movement.

Quantitative Analysis: We use mathematical models in an attempt to obtain measurements of a

company's quantifiable data, such as the value of a share price or earnings per share, to better understand the potential for changes to that data.

A risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect.

Qualitative Analysis: We subjectively evaluate non-quantifiable factors such as quality of management, labor relations, and strength of research and development factors not readily subject to measurement, to better understand the potential for changes to share price based on that data.

A risk in using qualitative analysis is that our subjective judgment may prove incorrect.

Mutual Fund and/or ETF Analysis: We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager, in our opinion, has demonstrated an above average ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding less suitable for the client's portfolio.

Risks Relating to All Forms of Analysis: Our securities analysis methods rely on the assumption that the securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we attempt to be alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Investment Strategies: We use the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

Long-Term Core Portfolio Holdings: We purchase core securities with the idea of holding them in the client's account for a year or longer. Typically we employ this strategy when:

- we believe the securities to be currently fairly valued, and/or
- we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantages of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Short-Term Tactical Holdings: We may purchase securities because we believe the current cycle or market trend favors the asset class or security. Holding periods for tactical positions may be either short or long term, depending on strength of the underlying trends.

Option Writing: We may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security which may lose value. An option is also a derivative, because it derives its value from an underlying asset.

The two types of options are calls and puts:

- A call gives us the right to buy an asset at a certain price within a specific period of time. We may buy a call if we believe the stock will increase in value before the option expires.
- A put gives us the right to sell an asset at a certain price within a specific period of time. We may buy a put if we believe that the price of the stock will fall before the option expires.

We may use options or funds with similar objectives to speculate on the possibility of a price swing. We may also use options to "hedge" a purchase of the underlying security; in other words, we may use an

option purchase to limit the potential upside and downside of a security we have purchased for a client portfolio.

We more commonly use "covered calls", in which we sell an option on a security a client owns. In this strategy, the client receives a premium for making the option available, and the person purchasing the option has the right to buy the security at an agreed-upon price and date.

Risk of Loss: Securities investments are not guaranteed and you may lose money on your investments. We ask that you work with us to help us understand your tolerance for risk.

Item 9 Disciplinary Information

Our Firm and our employees have no disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Neither our Firm nor our employees are engaged in other financial industry activities. Our Firm and our employees have no other industry affiliations.

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

Our Firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

HCM LLC and our employees owe a duty of loyalty, fairness and good faith toward our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the quarterly review of security transaction reports as well as initial and annual security holdings reports that must be submitted by all of the Firm's employees. Our code also provides for oversight, enforcement and recordkeeping provisions.

Our Code of Ethics includes the Firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to info@hengeholdcapital.com, or by calling us at 513.598.5120.

HCM LLC and individuals associated with our Firm are prohibited from engaging in principal transactions.

Our Code of Ethics is designed to assure that the personal security transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our Firm and the individuals associated with our Firm may buy or sell securities for their personal accounts identical to or different from those recommended to our clients. In addition, any related person may have an interest or position in a certain security which may also be recommended to a client.

HCM LLC maintains an account that is owned by Michael Hengehold which represents the Model Portfolio for the Firm's Dividend Growth Strategy. So that the results of this model may be accurately monitored, it is traded with (at the same time) as client accounts. It is the intent that this account obtains the same results as clients who are invested in the same strategy.

We may aggregate our employee trades with client transactions where possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients will receive an average share price and transaction costs will be shared equally and on a pro-rata basis. In the instances where there is a partial fill of a particular batched order, we will allocate all purchases pro-rata basis, with each account paying the average price. Our employee accounts will be included in the pro-rata allocation.

As these situations may represent potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our Firm's Code of Ethics, to ensure our Firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our Firm may put his or her own interest above the interest of an advisory client.

2. No principal or employee of our Firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
3. It is the expressed general policy of our Firm that no person employed by us may purchase or sell any security on our restricted list prior to a transaction being implemented for a Firm wide trade. This prevents such employee from benefiting from the potential for market moving transaction volume placed on behalf of advisory accounts. There are some situations where exceptions are granted. The exceptions to this policy are fully described in the HCM Code Ethics, which is available upon request.
4. We maintain a list of all reportable securities holdings for our Firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our Firm's Chief Compliance Officer or his designee.
5. We have established procedures for the maintenance of all required books and records.
6. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
7. We require delivery and acknowledgement of the Code of Ethics by each supervised person of our Firm. We have established policies requiring the reporting of Code of Ethics violations to our Principal.
8. Any individual who violates any of the above restrictions may be subject to termination.

Item 12 Brokerage Practices

For discretionary relationships, HCM LLC requires clients to provide written authority to determine the custodian to use.

HCM LLC generally recommends but does not require that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab"), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Although we recommend that clients establish accounts at Schwab, the selection of a custodian is the client's decision. HCM LLC is independently owned and operated and not affiliated with Schwab.

Schwab provides HCM LLC 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 advisers who custody assets at Schwab Institutional, on an unsolicited basis, at no charge. 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 investment.

For our 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 Institutional also makes available to our Firm other products and services that benefit HCM LLC but may not directly benefit our clients' accounts. Many of these products and services may be used to service all or some substantial number of our client accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist us in managing and administering our clients' accounts include software and other technology that

1. provide access to client account data (such as trade confirmations and account statements);
2. facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
3. provide research, pricing and other market data;
4. facilitate payment of our fees from clients' accounts; and
5. assist with back-office functions, recordkeeping and client reporting.

Schwab Institutional also offers other services intended to help manage our business. These services

may include:

1. compliance, legal and business consulting;
2. publications and conferences on practice management;
3. 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 HCM LLC. Schwab Institutional 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 our Firm. Schwab Institutional may also provide other benefits such as educational events or occasional business entertainment of our personnel. In evaluating whether to recommend that clients custody their assets at Schwab, we 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 we consider and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab. This may create a potential conflict of interest.

HCM LLC will block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block.

HCM LLC's block trading policy and procedures are as follows:

- 1) Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with HCM LLC, or our Firm's order allocation policy.
- 2) The trading desk in concert with the portfolio manager must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
- 3) The portfolio manager must reasonably believe that the order aggregation will benefit, and will enable HCM LLC to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution, considering net price, as well as other factors.
- 4) If the order cannot be executed in full on the same day, the securities actually purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this pro rata allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation. Furthermore, adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts.
- 5) Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order, and must share in the commissions on a pro rata basis in proportion to the client's participation. Under the client's agreement with the custodian/broker, transaction costs may be based on the number of shares traded for each client.
- 6) HCM LLC's client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for that account.
- 7) Funds and securities for aggregated orders are clearly identified on HCM LLC's records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.
- 8) No client or account will be favored over another.

Item 13 Review of Accounts

Underlying securities within Client accounts are monitored continuously; client accounts also are reviewed regularly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

These accounts are reviewed by the Investment Advisors: Michael Hengehold, Casey Boland, Angelo DiMarzio, Greg Middendorf and Jake Butcher. As the Director of Research, Jeff Creek is also involved in the account reviews.

In addition to the monthly statements and confirmations of transactions that clients receive from their Custodian, we provide quarterly reports and/or electronic access to account summaries for those clients who request these reports.

Item 14 Client Referrals and Other Compensation

Although Hengehold Capital Management (HCM LLC) no longer accepts client referrals from Charles Schwab & Co. Inc. ("Schwab") through participation in the Schwab Advisor Network ("the Service"), we continue to participate in the program with clients who were previously referred. The Service is designated to help investors find an independent investment advisor. Schwab is a broker-dealer independent of and unaffiliated with HCM LLC. Schwab does not supervise the Advisor and has no responsibility for HCM LLC's management of clients' portfolios or Advisor's other advice or services.

HCM LLC pays Schwab a Participation Fee on the previously referred clients' accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on all accounts that are maintained at, or transferred to, another custodian.

Clients referred by Schwab who signed contracts prior to January 1, 2007: The Participation Fee paid by HCM LLC is a percentage of the fees the client owes to the Advisor. Clients referred by Schwab who signed contracts after January 1, 2007: The Participation Fee paid by HCM LLC is a percentage of the value of the assets in the client's accounts. The Participation Fee is paid by HCM LLC and not by the client.

HCM LLC generally pays Schwab a Non-Schwab Custody Fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from Schwab. This Fee does not apply if the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees Advisor generally would pay in a single year. Thus, HCM LLC will have an incentive to recommend that client accounts be held in custody at Schwab, unless the client is solely responsible for the decision not to maintain custody at Schwab.

The Participation and Non-Schwab Custody Fees will be based on assets in accounts of HCM LLC's clients who were referred by Schwab and those referred clients' family members living in the same household. Thus, HCM LLC will have incentives to encourage household members of clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab and to instruct Schwab to debit HCM LLC's fees directly from the accounts.

For accounts of HCM LLC's clients maintained in custody at Schwab, Schwab will not charge the client separately for custody but will receive compensation from HCM LLC's clients in the form of commissions or other transaction-related compensation on securities trades executed through Schwab. Schwab also will receive a fee (generally lower than the applicable commission on trades it executes) for clearance and settlement of trades executed through broker-dealers other than Schwab. Schwab's fees for trades executed at other broker-dealers are in addition to the other broker-dealer's fees. Thus, HCM LLC may have an incentive to cause trades to be executed through Schwab rather than another broker-dealer. HCM LLC nevertheless, acknowledges its duty to seek best execution of trades for client accounts.

Trades for accounts custodied at Schwab may be executed at different times and different prices than trades for accounts that are executed at other broker-dealers, if the client chooses a different broker-dealer.

It is HCM LLC's policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

Item 15 Custody

We previously disclosed in Item 5, the Fees and Compensation Section of this Brochure, that our Firm directly debits advisory fees from client accounts.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

Our clients' assets are held in custody at Charles Schwab & Company or at the custodian they choose.

Item 16 Investment Discretion

Clients hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- Determine the security to buy or sell; and/or
- Determine the amount of the security to buy or sell

Clients give us discretionary authority when they sign a Portfolio Management Agreement with our Firm.

Item 17 Voting Client Securities

We may vote proxies for some client accounts at the request of the client. Clients have the right to vote proxies. Clients may exercise this right by instructing us in writing to not vote proxies in their account.

We will vote proxies in a manner that is, in our opinion the best interests of our clients and in accordance with our established policies and procedures. Our Firm will retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies. If our Firm has a conflict of interest in voting a particular action, we will notify the client of the conflict and retain an independent third-party to cast a vote.

Clients may obtain a copy of our complete proxy voting policies and procedures by contacting HCM LLC by telephone, email, or in writing. Clients may request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of our complete proxy policies and procedures or how we voted proxies for his/her account(s), we will promptly provide such information to the client.

Item 18 Financial Information

HCM LLC has no financial circumstances to report and has never been the subject of a bankruptcy petition at any time.

ADV Part 2B

Items 1 and 2

Michael T. Hengehold - Year of Birth: 1956

Education: BS Degree in Accounting, Thomas More College; MS Degree in Taxation, DePaul University; Certified Public Accountant (CPA) Ohio Board of Accountancy; Personal Financial Specialist Designation CPA*PFS American Institute of CPAs.

Business Background: 08/79 - 11/83 Ernst & Young (formerly Ernst & Ernst, Ernst & Whinney); 11/83 - 10/90 Vice President and Manager of Tax and Financial Planning for Hengehold Group, LLC; 10/90 to Present: Owner and Chief Investment Officer Hengehold Capital Management LLC.

Angelo DiMarzio – Year of Birth: 1948

Education: BBA Degree in Economics, University of Cincinnati; MBA Degree in Finance & Quantitative Analysis, University of Cincinnati; MA Degree in Economics, University of Cincinnati; Certified Financial Planner (CFP®) Certified Financial Planner Board of Standards; Chartered Financial Analyst (CFA) Association for Investment Management and Research (AIMR); Certified Public Accountant (CPA) Ohio Board of Accountancy.

Business Background: 1974 - 1976 Greater Cincinnati Chamber of Commerce; 1976 - 1988 Federal Home Loan Bank of Cincinnati; 1988 - 2001 Brecek & Young / Donahue Securities; 2001 - 2003 Guardian Life Insurance; 3/2003 - Present Hengehold Capital Management LLC.

Casey Boland - Year of Birth: 1969

Education: Liberal Arts Program, University of Cincinnati; Executive Certificate in Financial Planning, Xavier University.

Business Background: 10/91 - 10/93 Paine Webber; 10/93 - 10/94 Fidelity Investments; 10/94 - 9/96 The Forethought Group; 9/96 - 6/97 Paine Webber; 7/97 - 2/98 G & K Services; 3/98 - 7/99 Nations Banc Investments, Inc.; 8/99 - 8/00 Gradison McDonald Investments; 8/00 - Present Hengehold Capital Management LLC.

Jeff Creek - Year of Birth: 1964

Education: BBA Degree in Finance, University of Cincinnati; MBA Degree in Finance, University of Cincinnati; Chartered Financial Analyst (CFA) Association for Investment Management and Research (AIMR).

Business Background: 1987 - 1989 Rose & Company; 1989 - 1996 Charles Schwab & Company; 1996 - 2000 Fidelity Brokerage Services; 2000 - Present Hengehold Capital Management LLC.

Greg Middendorf - Year of Birth: 1981

Education: BA Degree in Finance Xavier University; Certified Financial Planner (CFP®) Certified Financial Planner Board of Standards.

Business Background: 1999 - 2003 American Money Management; 2003 - 2009 Johnson Investment Counsel; 2009 - Present Hengehold Capital Management LLC.

Jake Butcher – Year of Birth: 1988

Education: BBA Degree in Finance, University of Cincinnati; Executive Certificate in Financial Planning, Xavier University; Certified Financial Planner (CFP®) Certified Financial Planner Board of Standards.

Business Background: 2005-2007 Wagoner, Wagoner & Associates; 2008 Ultimus Fund Solutions; 2010 – Present Hengehold Capital Management LLC.

Item 3 There have been no disciplinary actions taken against anyone on our staff.

Item 4 Our advisors are not involved in any other investment related business activity.

Item 5 Our advisors do not receive compensation from any other business outside our Firm.

Item 6 Michael T. Hengehold, is the Owner and supervises the advisory activities for the Firm. He can be contacted at 513.598.5120.

Explanation of Minimum Requirements for Various Credentials

Chartered Financial Analyst (CFA®) - This designation is offered by the CFA Institute (formerly the Association for Investment Management and Research [AIMR]). To obtain the CFA charter, candidates must successfully complete three difficult exams and gain at least 4 years of qualifying work experience, among other requirements. In passing these exams, candidates demonstrate their competence, integrity and extensive knowledge in accounting, ethical and professional standards, economics, portfolio management and security analysis.

Certified Financial Planner® (CFP®) - The program is administered by the Certified Financial Planner Board of Standards Inc. Those with the CFP® designation have demonstrated competency in all areas of finance related to financial planning. Candidates complete studies on over 100 topics, including stocks, bonds, taxes, insurance, employee benefits, retirement planning and estate planning. In addition to passing the CFP certification exam, candidates must also complete 3 years of qualifying work experience and agree to adhere to the CFP Board's code of ethics and professional responsibility and financial planning standards.

CFP® professionals are required to complete 30 hours of CE each reporting period: 2 hours from a CFP Board-approved program on CFP Board's *Standards of Professional Conduct* and 28 hours from one or more of the accepted subject topics. The reporting period is 2 years long.

Certified Public Accountant (CPA) – CPAs are licensed and regulated by their state boards of accountancy. While state laws and regulations vary, the education, experience and testing requirements for licensure as a CPA generally include minimum college education (typically 150 credit hours with at least a baccalaureate degree and a concentration in accounting), minimum experience levels (most states require at least one year of experience providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA), and successful passage of the Uniform CPA Examination.

In order to maintain a CPA license, states generally require the completion of 40 hours of continuing professional education (CPE) each year (or 80 hours over a two year period or 120 hours over a three year period). Additionally, all American Institute of Certified Public Accountants (AICPA) members are required to follow a rigorous Code of Professional Conduct which requires that they act with integrity, objectivity, due care, competence, fully disclose any conflicts of interest (and obtain client consent if a conflict exists), maintain client confidentiality, disclose to the client any commission or referral fees, and serve the public interest when providing financial services.

Personal Financial Specialist (PFS) – The PFS credential demonstrates that an individual has met the minimum education, experience and testing required of a CPA in addition to a minimum level of expertise in personal financial planning. To attain the PFS credential, a candidate must hold an unrevoked CPA license, fulfill 3,000 hours of personal financial planning business experience, complete 80 hours of personal financial planning CPE credits, pass a comprehensive financial planning exam and be an active member of the AICPA. A PFS credential holder is required to adhere to AICPA's Code of Professional Conduct, and is encouraged to follow AICPA's Statement on Responsibilities in Financial Planning Practice.

To maintain their PFS credential, the recipient must complete 60 hours of financial planning CPE credits every three years. The PFS credential is administered through the AICPA.

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