

California Capital Management Wrap Program

Sponsored By:



4729 Lankershim Blvd.
North Hollywood, CA 91602

Firm Contact: Scott G. Hemmann
Chief Compliance Officer

www.calcapmgt.com

This brochure provides information about the qualifications and business practices of California Capital Management. If you have any questions about the contents of this brochure, please contact Scott Hemmann by telephone at (818) 766-0660 or email at shemmann@calcapmgt.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. You are encouraged to review this Brochure and Brochure Supplements for our firm's associates who advise you for more information on the qualifications of our firm and our employees. Please note that the use of the term "registered investment advisor" or being "registered" does not imply a certain level of skill or training.

Additional information about California Capital Management also is available on the SEC's website at www.advisorinfo.sec.gov by searching CRD# 130734.

Item 2: Material Changes

California Capital Management is required to advise you of any material changes to our Wrap Fee Program Brochure ("Brochure") from our last annual update. We must state clearly that we are only discussing material changes since the last annual update of our Brochure, and we must also provide the date of the last annual update.

Last annual updating amendment: ~~January 30, 2015~~ March 31, 2014

Material Changes:

- ~~i. Custody of Clients' Assets — We have terminated our relationship with LPL Financial, LLC ("LPL"). Accordingly clients' assets will now be under the custody of Charles Schwab & Co., Inc. ("Schwab"). Information about the firm's brokerage practices can be found within Item 12 of the Firm Brochure.~~
- ~~ii. Commissionable Securities Sales — Due to the termination of our relationship with LPL Financial, LLC, in order to continue to sell securities for a commission, our supervised persons are now registered representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS"). Further information can be found within Item 5 of the Firm Brochure.~~
- ~~iii. Fees and Compensation —~~
 - ~~a. As a result of our newly established custodial relationship with Schwab, while the amount of advisory fees charged to clients will not increase all clients will be managed on a wrap fee program basis. Accordingly, the wrap fees charged to Clients will be comprised of an asset-based fee for our firm's investment advisory and related services to our clients and Schwab's brokerage services to our clients' accounts. Schwab's platform pricing arrangement with our firm is comprised, in part, of asset-based fees in lieu of commissions and certain other transaction fees. Further information regarding the platform pricing arrangement and any conflicts of interest can be found within Item 12 of our Firm Brochure and within this Wrap Fee Program Brochure.~~
 - ~~b. Your initial advisory fee at Schwab will be billed in advance based on the value of the account on the day the account settles with Schwab as the new primary custodian. Additionally, because we are making the transition from LPL to Schwab through the end of the month of October and early November, your initial advisory fee will include a pro-rated amount for services rendered from November 1st through the account settlement date at Schwab.~~

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Item 4: Services, Fees & Compensation

A wrap fee program allows our clients to pay one fee for investment advisory services and the execution of transactions. The advisory services include portfolio management; the fee is not based upon transactions in your account. Your fee is bundled with our costs for executing transactions in your account(s). We do not charge our clients higher advisory fees based on their trading activity. By participating in a wrap fee program, you may end up paying more or less than you would through a non-wrap fee program where trade execution costs are passed directly through to you by the executing broker.

Our Wrap Advisory Services

Our Wrap Comprehensive Portfolio Management service encompasses asset management as well as providing financial planning/financial consulting to clients. It is designed to assist clients in meeting their financial goals through the use of financial investments. We conduct at least one, but sometimes more than one meeting (in person if possible, otherwise via telephone conference) with clients in order to understand their current financial situation, existing resources, financial goals, and tolerance for risk. Based on what we learn, we propose an investment approach to the client. We may propose an investment portfolio, consisting of exchange traded funds ("ETFs"), mutual funds, individual stocks or bonds, or other securities. Upon the client's agreement to the proposed investment plan, we work with the client to establish or transfer investment accounts so that we can manage the client's portfolio. Once the relevant accounts are under our management, we review such accounts on a regular basis and at least quarterly. We may periodically rebalance or adjust client accounts under our management. If the client experiences any significant changes to his/her financial or personal circumstances, the client must notify us so that we can consider such information in managing the client's investments.

Fee Schedule

Assets Under Management	Annual Percentage of Assets Charge:
\$0 to \$249,999.99	2.95%
\$250,000 to \$499,999.99	2.50%
Over \$500,000	2.00%

Our firm's fees are billed on a pro-rata annualized basis quarterly in advance based on the value of your account on the last day of the previous quarter. In rare cases, we will agree to directly bill clients. Fees will be automatically deducted from your managed account. As part of the fee deduction process, you understand and acknowledge the following:

- Your independent custodian sends statements at least quarterly to you showing the market values for each security included in the Assets and all disbursements in your account including the amount of the advisory fees paid to us;
- You provide authorization permitting us to be directly paid by these terms; and
- If we send a copy of our invoice to you, it will include a legend urging you to compare information provided in our statement with those from the qualified custodian.

Please note the first advisory fee charged to new client accounts includes the fee charged on the regular billing date in advance for the first full quarter as well as a one-time pro-rata advisory fee in arrears for services rendered between the date of receipt of assets and the end of the previous quarter.

Other Types of Fees & Expenses:

You may pay custodial fees, charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses), mark-ups and mark-downs, spreads paid to market makers, wire transfer fees and other fees and taxes on brokerage accounts and securities transactions. These fees are not included within the wrap-fee you are charged by our firm. Please note, we do not recommend or offer the wrap program services of other providers.

Item 5: Account Requirements & Types of Clients

We have the following types of clients:

- Individuals and High Net Worth Individuals;
- Trusts, Estates or Charitable Organizations;
- Pension and Profit Sharing Plans;
- Corporations, limited liability companies and/or other business types.

We generally require a minimum account balance of \$500,000 for the Wrap Comprehensive Portfolio Management service. This minimum is negotiable and generally required throughout the course of the client's relationship with our firm.

Item 6: Portfolio Manager Selection & Evaluation

Our firm does not utilize outside portfolio managers. All accounts are managed by our in-house professionals.

Advisory Business:

See Item 4 for information about our wrap fee advisory program. We offer individualized investment advice to clients utilizing our Wrap Comprehensive Portfolio Management service.

Each client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. Restrictions on investments in certain securities or types of securities may not be possible due to the level of difficulty this would entail in managing the account. Restrictions would be limited to our Wrap Comprehensive Portfolio Management service. We do not manage assets through our other services.

Participation in Wrap Fee Programs:

We only offer wrap fee accounts to our clients, which are managed on an individualized basis according to the client's investment objectives, financial goals, risk tolerance, etc. We do not manage non-wrap fee accounts.

Performance-Based Fees & Side-By-Side Management:

We do not charge performance fees to our clients.

Methods of Analysis, Investment Strategies & Risk of Loss:

We custom tailor portfolios based on the individual client timeframe, risk tolerance and financial goals. We do not primarily recommend any particular method of analysis or strategy or any particular type of security.

Methods of Analysis:

- Charting
- Fundamental
- Technical
- Cyclical

Investment Strategies we use:

- Long term purchases (securities held at least a year)
- Short term purchases (securities sold within a year)
- Trading (securities sold within 30 days)
- Margin Transactions
- Option writing, including covered options, uncovered options or spreading strategies

When providing Wrap Comprehensive Portfolio Management Services, it is not CCM's typical investment strategy to attempt to time the market (which we define as moving from a fully invested position to a 100% cash position) but we may increase cash holdings modestly as deemed appropriate, based on your risk tolerance and our expectations of market behavior.

Risk of Loss:

Clients must understand that past performance is not indicative of future results. Therefore, current and prospective clients should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities (including stocks, mutual funds, and bonds) involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. Clients and prospective clients should be prepared to bear investment loss including loss of original principal.

Because of the inherent risk of loss associated with investing, CCM is unable to represent, guarantee, or even imply that its services and methods of analysis or other unaffiliated, third-party investment advisors can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines. There are certain additional risks associated when investing in securities through CCM's investment management programs or other unaffiliated third-party investment advisors.

Market Risk: Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of client investments. This is also referred to as systemic risk.

Equity (Stock) Market Risk: Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.

Company Risk: When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.

ETF and Mutual Fund Risk: When the client is invested in a an ETF or mutual fund, it will bear additional expenses based on its pro rata share of the ETFs or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds.

Management Risk: Your investment with our firm varies with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our investment strategies do not produced the expected returns, the value of the investment will decrease.

Foreign Investment Risk: Foreign investing involves risks not typically associated with U.S. investments, including adverse fluctuations in foreign currency values, adverse political, social and economic developments, less liquidity, greater volatility, less developed or less efficient trading markets, political instability and differing auditing and legal standards. Investing in emerging markets imposes risks different from, or greater than, risks of investing in foreign developed countries.

Foreign Currency Risk: Currency market risk results from the price movement of foreign currency values in response to shifting market supply and demand. Interest rate risk arises whenever a country changes its stated interest rate target associated with its currency. Country risk arises because virtually every country has interfered with international transactions in its currency. Interference has taken the form of regulation of the local exchange market, restrictions on foreign investment by residents or limits on inflows of investment funds from abroad. Restrictions on the exchange market or on international transactions are intended to affect the level or movement of the exchange rate. This risk could include the country issuing a new currency, effectively making the "old" currency worthless.

Interest Rate Risk: Debt securities have varying levels of sensitivity to changes in interest rates. In general, the price of a debt security may fall when interest rates rise. Securities with longer maturities may be more sensitive to interest rate changes. Certain corporate bonds and mortgage-backed securities may be significantly affected by changes in interest rates. Some mortgage-backed securities may have a structure that makes their reaction to interest rates and other factors difficult to predict, making their value highly volatile. Because zero coupon securities do not make interest payments, they are considered more volatile than bonds making periodic payments. When interest rates rise, zero coupon securities fall more sharply than interest paying bonds. However, zero coupon securities rise more rapidly in value when interest rates drop.

Options (Derivatives Risk): Even a small investment in options may give rise to leverage risk, and can have a significant impact on the accounts' performance. Derivatives are subject to credit risk and liquidity risk.

Voting Client Securities:

We do not accept the proxy authority to vote client securities. Clients will receive proxies or other solicitations directly from their custodian or a transfer agent. In the event that proxies are sent to our firm, we will forward them on to you and ask the party who sent them to mail them directly to you in the future. Clients may call, write or email us to discuss questions they may have about particular proxy votes or other solicitations.

Item 7: Client Information Provided to Portfolio Manager(s)

We are required to describe the information about you that we communicate to your portfolio manager(s), and how often or under what circumstances we provide updated information. Because we do not utilize outside portfolio managers and all accounts are managed by our in-house professionals we do not share any of your personal information with outside portfolio managers.

Item 8: Client Contact with Portfolio Manager(s)

Clients are always free to directly contact their portfolio manager(s) with any questions or concerns they have about their portfolios or other matters.

Item 9: Additional Information

Disciplinary Information

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

Financial Industry Activities & Affiliations

Bradley J. Salo and Gregory J. Zedlar are Registered Representatives with Purshe Kaplan Sterling Investments, Inc. In such capacity, they may offer securities and receive normal and customary commissions as a result of securities transactions. They spend 5% of their time on these activities. This presents a conflict of interest to the extent that they recommend that a client invest in a security which results in a commission being paid to them.

Bradley J. Salo and Gregory J. Zedlar are licensed insurance agents through numerous insurance companies. In such a capacity, they may offer insurance products and receive normal and customary commissions as a result of such a purchase. This presents a conflict of interest to the extent that they recommend the purchase of an insurance product which results in a commission being paid to them as an insurance agent. They spend 10% of their time on these activities.

Code of Ethics, Participation or Interest in Client Transactions & Personal Trading

We recognize that the personal investment transactions of members and employees of our firm demand the application of a high Code of Ethics and require that all such transactions be carried out in a way that does not endanger the interest of any client. At the same time, we believe that if investment goals are similar for clients and for members and employees of our firm, it is logical and even desirable that there be common ownership of some securities. Therefore, in order to prevent

conflicts of interest, we have in place a set of procedures (including a pre-clearing procedure) with respect to transactions effected by our members, officers and employees for their personal accounts¹. In order to monitor compliance with our personal trading policy, we have a quarterly securities transaction reporting system for all of our associates. Furthermore, our firm has established a Code of Ethics which applies to all of our associated persons. An investment advisor is considered a fiduciary. As a fiduciary, it is an investment advisor's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. We have a fiduciary duty to all clients. Our fiduciary duty is considered the core underlying principle for our Code of Ethics which also includes Insider Trading and Personal Securities Transactions Policies and Procedures. We require all of our supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and at least annually thereafter, all supervised persons will sign an acknowledgement that they have read, understand, and agree to comply with our Code of Ethics. Our firm and supervised persons must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. However, if a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided promptly upon request.

Review of Accounts

We review accounts on at least a quarterly basis for our clients subscribing to our Wrap Comprehensive Portfolio Management service. The nature of these reviews is to learn whether clients' accounts are in line with their investment objectives, appropriately positioned based on market conditions, and investment policies, if applicable. Only our Financial Advisors or Portfolio Managers will conduct reviews.

We may review client accounts more frequently than described above. Among the factors which may trigger an off-cycle review are major market or economic events, the client's life events, requests by the client, etc.

We do not provide written reports to clients, unless asked to do so. Verbal reports to clients take place on at least an annual basis when we meet with clients who subscribe to our Wrap Comprehensive Portfolio Management service.

Client Referrals & Other Compensation

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors that have their clients maintain accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described within Item 12 – Brokerage Practices of the Form ADV Part 2A – Firm Brochure. The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

We may pay referral fees (non-commission based) to independent solicitors (non-registered representatives) for the referral of their clients to our firm in accordance with Rule 206 (4)-3 of

¹ For purposes of the policy, our associate's personal account generally includes any account (a) in the name of our associate, his/her spouse, his/her minor children or other dependents residing in the same household, (b) for which our associate is a trustee or executor, or (c) which our associate controls, including our client accounts which our associate controls and/or a member of his/her household has a direct or indirect beneficial interest in.

the Investment Advisors Act of 1940. Such referral fee represents a share of our investment advisory fee charged to our clients. This arrangement will not result in higher costs to you. In this regard, we maintain Solicitors Agreements in compliance with Rule 206 (4)-3 of the Investment Advisors Act of 1940 and applicable state and federal laws. All clients referred by Solicitors to our firm will be given full written disclosure describing the terms and fee arrangements between our firm and Solicitor(s). In cases where state law requires licensure of solicitors, we ensure that no solicitation fees are paid unless the solicitor is registered as an investment advisor representative of our firm. If we are paying solicitation fees to another registered investment advisor, the licensure of individuals is the other firm's responsibility.

Financial Information

We are not required to provide financial information in this Brochure because:

- We do not require the prepayment of more than \$1,200 in fees and six or more months in advance.
- We do not take custody of client funds or securities.
- We do not have a financial condition or commitment that impairs our ability to meet contractual and fiduciary obligations to clients.
- We have never been the subject of a bankruptcy proceeding.