

COMMERCE ASSET MANAGEMENT, LLC

Firm Brochure

(Part 2A of Form ADV)

COMMERCE ASSET MANAGEMENT, LLC

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This brochure provides information about the qualifications and business practices of Commerce Asset Management. If you have any questions about the contents of this Brochure, please contact us at 901-260-6070 and/or kurt.voldeng@camhedge.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.

Commerce Asset Management is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Commerce Asset Management also is available at the SEC's website at www.adviserinfo.sec.gov.

Item 1 - Material Changes

Since the filing of our last annual updating amendment, dated March 25, 2021 we made the following changes:

IRA Rollover Recommendations

Effective December 20, 2021 (or such later date as the US Department of Labor (“DOL”) Field Assistance Bulletin 2018-02 ceases to be in effect), for purposes of complying with the DOL’s Prohibited Transaction Exemption 2020-02 (“PTE 2020-02”) where applicable, we are providing the following acknowledgment to you. When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule’s provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

We benefit financially from the rollover of your assets from a retirement account to an account that we manage or provide investment advice, because the assets increase our assets under management and, in turn, our advisory fees. As a fiduciary, we only recommend a rollover when we believe it is in your best interest.

We will further promptly provide you with a new Brochure as necessary based on material changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Jennifer Brown at 901.260.6070. Additional information about Commerce Asset Management is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with CAM who are registered, or are required to be registered, as investment adviser representatives of CAM.

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Item 2 - Advisory Business

Firm Description and Principal Owners

Commerce Asset Management, LLC (“CAM”) is a Delaware limited liability company which began business in July, 2010. CAM is wholly owned by Commerce Holdings, LLC, which also owns a related investment adviser, Commerce Advisors, LLC. CAM’s business purpose is alternative investment asset management and other alternative investment advisory services more fully described below.

CAM specializes in alternative investment management and advisory services consisting of:

- Alternative investment management services offered through separate accounts.
- Alternative investment advisory services.

Types of Advisory Services

Alternative Separate Account Management

CAM provides alternative asset management services through separately managed accounts. CAM develops and designs alternative investment strategies, which are employed to provide services to high net worth families and institutional investors. Generally, these strategies consist of investments in readily available marketable securities that attempt to shadow the market factors present within the hedge fund industry. We believe this “factor shadowing” effort will result in returns that approximate various hedge fund strategies. CAM is the investment manager for these alternative investment strategies.

Alternative Investment Advisory Services

CAM also provides investment advisory services to certain clients on both a discretionary and a non-discretionary basis with respect to non-traditional investments. Terms of such advisory services are negotiated on a client by client basis, and these services are only provided to accredited investors. Typically, these services are customized to clients’ specific needs and may be part of an overall investment program or strategy employed by the client.

IRA Rollover Recommendations

Effective December 20, 2021 (or such later date as the US Department of Labor (“DOL”) Field Assistance Bulletin 2018-02 ceases to be in effect), for purposes of complying with the DOL’s Prohibited Transaction Exemption 2020-02 (“PTE 2020-02”) where applicable, we are providing the following acknowledgment to you. When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule’s provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);

- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

We benefit financially from the rollover of your assets from a retirement account to an account that we manage or provide investment advice, because the assets increase our assets under management and, in turn, our advisory fees. As a fiduciary, we only recommend a rollover when we believe it is in your best interest.

Item 3 - Fees and Compensation

Description

The specific manner in which fees are charged by CAM is established in a written agreement directly with CAM. CAM will generally bill its fees on a quarterly basis, in advance. Management or Advisement fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals). Accounts initiated or terminated during a calendar quarter will be charged a prorated management fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

CAM's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the Fund or the client. Clients may incur certain charges imposed by custodians, brokers, third party investment fees such as fees charged by sub-advisory managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds ("ETFs") and other pooled investment vehicles also charge internal management fees, which are disclosed in a fund's prospectus or offering memorandum. Every mutual fund and ETF has internal management fees, legal, accounting, brokerage, custodial and operating expenses that are borne by the fund investor. The total of such charges vary and are more fully set forth via the particular investment prospectus. These expenses are netted against gross returns and the net returns are reported to shareholders. Such charges, fees and commissions are exclusive of and in addition to CAM's fees. CAM shall not receive any portion of these commissions, fees, and costs with the exception of those cases when such a fund is advised by CAM.

Item 10 below further describes the factors that CAM considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

Discretionary fees are expressed as a percentage of assets. Asset based fees generally range from 0.25% to 1.00% depending upon the particular client's portfolio size and specific service needs.

On a selective basis CAM may enter into advisory services on a non-discretionary basis and fees may include fixed dollar amounts or may be expressed as a percentage of assets. CAM's standard fixed fees generally range from a minimum of \$25,000 per annum and up. Although CAM's, stated minimum annual

fee is \$25,000, exceptions may occur on a specific client basis and with approval of management. Both fixed fees and asset fees are based upon client expectations of service, portfolio asset size, and scope of service provided, complexity of service, risk factors and input costs. Fees are negotiable.

Performance-based fees are used only with clients who satisfy the requirements of Rule 205-3 of the Investment Advisers Act of 1940 see more fully detailed description below.

Item 4 - Performance-Based Fees

Description

In certain cases, CAM may enter into performance fee arrangements with qualified clients: such fees are subject to individualized negotiation with each such client. CAM will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisers Act of 1940 (The Advisers Act) in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, CAM shall include realized and unrealized capital gains and losses.

Performance based fee arrangements may create an incentive for CAM to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. CAM has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

Item 5 - Types of Clients

Description

CAM generally offers its alternative investment services to individuals, high net worth individuals, other investment advisers, charitable institutions, foundations, endowments, trusts, estates, corporations or business entities, and pensions.

Client relationships vary in scope and length of service.

Item 6 - Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Alternative investment managers are evaluated upon relative performance such as peer group and market comparisons. CAM compiles specific money manager information from third party sources or via direct interface with the money manager utilizing proprietary analysis techniques. CAM utilizes this information as a component of investing. In selecting and maintaining Sub-Funds and Managed Accounts for the Funds, CAM performs due diligence on the Sub-Managers and evaluates each based on performance record, investment strategy or trading style, organizational depth and longevity, and other factors.

CAM emphasizes diversification as well as risk analysis when evaluating alternative investment securities and money manager strategies for inclusion in an investment portfolio as part of CAM's alternative

investment advisory services. CAM relies on internally generated research when making investments or investment recommendations. CAM's principle sources of information include publicly available information as well as subscription and proprietary analysis regarding money managers, public filings of issuers and money managers with governmental authorities, annual reports, industry data, interactions with money managers via the telephone, web or face-to-face meetings. In addition, trade publications, charts and other statistical material are furnished by outside vendors.

CAM may also utilize research accumulated by affiliated companies under the Commerce Holdings organizational umbrella. This research may be part of a research services agreement with the affiliated entity.

Investing in securities directly or money manager strategies involves risk of loss that clients should be prepared to bear.

Investment Strategies

Investment strategies developed by CAM invest in a variety of liquid investments intended to approximate the performance of the investment returns of hedge funds as an asset class. These strategies will seek to factor shadow such returns by investing in a portfolio including, without limitation, cash and other securities and instruments, futures, swaps, structured notes, exchange-traded funds ("ETFs"), stocks, mutual funds and forward contracts, as well as U.S. Government securities and other high quality debt securities. These strategies do not directly invest in hedge funds. These strategies may be part of a client's overall investment strategy if the investment is appropriate for the client and the client is an "accredited" investor.

For selectively accepted non-discretionary account portfolios invested in alternative investments, CAM focuses on strategic asset allocation and the selection of active investment managers. Portfolios are diversified to control the risk associated with traditional markets. CAM may utilize both actively managed strategies and index-based investments in the implementation of client portfolio strategies. CAM employs a variety of vehicles to gain access to the desired investment manager or passive strategy (e.g. separate accounts, institutional no-load mutual funds, commingled trusts, limited partnerships, closed-end fund, and other pooled investment vehicles). The investment strategy for a specific client is based upon the objectives stated by the client and discussions held with CAM personnel during consultations. The client may change these objectives at any time. CAM professionals will review the client's stated investment objectives regarding alternative investments or help its clients develop an alternative investment strategic plan. Generally, alternative investments are part of a client's overall investment portfolio and CAM professionals will ensure that its services related to alternative asset management or alternative investment consulting are a reasonable component of the overall client's investment framework.

Underlying investment manager strategies may utilize long-term purchases, short-term purchases, trading, short sales, margin transactions, and option writing (including covered options, uncovered options or spreading strategies).

Risk of Loss

All investment programs have certain risks that are borne by the investor. CAM's investment strategies possess risk characteristics that CAM must constantly keep in mind as CAM evaluates whether it is appropriate for client investment portfolios. Investors should review underlying disclosure information provided by investment managers such as the prospectus, private placement memorandum, etc. Investors typically face the following investment risks, however, this list is not meant to be comprehensive or address all risks that may be present in an underlying investment manager's strategy:

- Interest-rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- Market Risk: The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- Inflation Risk: When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- Currency Risk: Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- Reinvestment Risk: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- Fraud Risk: This is the risk that a third party money manager or fund may potentially violate federal, state or other investment related statutes or rules to the detriment of the firm and/or client.
- Business Risk: These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- Financial Risk: Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- Custody Risk: The risk of loss of securities held in custody occasioned by the insolvency, negligence or fraudulent action of the custodian or sub-custodian. Even if an appropriate legal framework is in place, which eliminates the risk of loss of value of the securities held by the custodian in the event of its failure, the ability of participants to transfer the securities might be temporarily impaired.

Item 7 - Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of CAM or the integrity of CAM management.

CAM has had no disciplinary events.

Item 8 - Other Financial Industry Activities and Affiliations

Affiliations

CAM has arrangements that are material to its advisory business or its clients with related entities as described below.

CAM is a wholly owned subsidiary of Commerce Holdings, LLC, which owns an affiliated Registered Investment Adviser, Commerce Advisors, LLC.

Commerce Advisors is an affiliated entity which provides comprehensive wealth management services including financial planning, investment strategy asset class selection and reporting to high net worth individuals, family offices, trusts, estates, closely held businesses and, on a selective basis, small and medium sized pension and profit sharing plans and charitable organizations. Clients of Commerce Advisors may also be clients to CAM. Certain employees of CAM may provide consulting services to clients of Commerce Advisors.

Potential Conflicts of Interests

Because of CAM's affiliations noted above the potential for conflict of interests exists in providing services to its clients. A conflict of interest can result in the impairment of CAM's professional objectivity when servicing a client's account.

CAM's Compliance Manual provides a means for review of related party transactions and conflicts of interest at an operational level through a review of material transactions including the placement of client assets.

Item 9 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Description

CAM has adopted a Code of Ethics for all employees of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All employees at CAM must acknowledge the terms of the Code of Ethics annually, or as amended.

CAM's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Jennifer Brown at 901.260.6070 and/or kurt.voldeng@camhedge.com.

CAM anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which CAM has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of investments in which CAM, its affiliates and/or clients, directly or indirectly, have a position of interest. CAM's employees and persons associated with CAM are required to follow CAM's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of CAM and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for CAM's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of CAM 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. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between CAM and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with CAM's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price.

CAM will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

It is CAM's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. CAM will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Item 10 - Brokerage Practices

Selecting Brokerage Firms

Specific custodian/brokerage recommendations are made to clients based on the underlying services needed. CAM does not receive fees or commissions from client custodian relationships.

Item 11 - Review of Accounts

CAM generally reviews on a quarterly basis the asset management activities of CAM. This includes a review of the strategies managed by CAM. Market events, discovered investment intelligence or impending changes in capital may necessitate a review on a more frequent basis. Performance for each discretionary

asset management service is reviewed at least monthly. Non-discretionary advisory accounts are reviewed by the Chief Investment Officer and/or Chief Operating Officer at least on a quarterly basis.

For clients engaging CAM for alternative asset management services, CAM will provide or cause to provide client account statements that detail changes in the client's account.

For non-Fund advisory client accounts, CAM, through a qualified custodian or third- party administrator, provides monthly statements containing holdings, transactions and pricing for the period. Generally, client reviews entail a comparison of performance to market and peer group benchmarks as well as established goals and adherence to risk tolerance guidelines. Other factors subject to review may include investment manager allocation, securities overlap among investment managers, or investment style adherence. The nature and frequency of regular reports to non-Fund advisory clients is subject to negotiation with such clients as is generally addressed in the contractual agreement.

Item 12 – Client Referrals and Other Compensation

Referrals Out

CAM does not participate in referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Referrals In

CAM has the ability to have solicitation agreements in place to compensate solicitors for referring clients, prospects, or other revenue producing relationships to the company, which also includes referrals of qualified investors whereby CAM serves as Investment Manager for separate accounts.

Item 13 - Custody

Account Statements

CAM will generally be deemed to have custody of client assets under the applicable Advisers Act rules (despite the fact that CAM will never have actual physical custody of such assets). In addition, clients will receive at least quarterly, statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. CAM urges clients to carefully review such statements.

Item 14 - Investment Discretion

Discretionary Authority for Trading

CAM typically accepts discretionary authority to manage investment manager accounts and/or securities on behalf of clients. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client investment as governed by the private placement memorandum or the discretionary investment advisory agreement. Investment guidelines and restrictions as they relate to non-discretionary advisory services must be provided to CAM in writing.

Under discretionary arrangements, CAM has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold.

Item 15 - Voting Client Securities

Proxy Votes

Strategies developed by CAM are generally invested in ETF's and the underlying client is responsible for voting the proxies. To the extent that CAM is asked to vote proxies, it will do so in the best interest of the underlying Fund or investment strategy, pursuant to CAM's Proxy Policy. As a matter of firm policy and practice, CAM lacks any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. CAM may provide advice to clients regarding the clients' voting of proxies.

Item 16 - Financial Information

Financial Condition

CAM lacks any financial impairment that will preclude the firm from meeting contractual commitments to clients. CAM has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

CAM does not require prepayment of fees six months or more in advance.