

Item 1: Cover Page

Breed's Hill Capital LLC

Form ADV Part 2A

Investment Adviser Brochure

1 Thompson Square, Suite 301

Boston, Massachusetts 02129

Tel: (617) 580-3440

Fax: (617) 210-9759

www.breedshillcapital.com

February 2024

This Brochure provides information about the qualifications and business practices of Breed's Hill Capital, LLC ("we", "us", "our"). If you have any questions about the contents of this Brochure, please contact John J. Edwards, Managing Member, Chief Executive Officer and Chief Compliance Officer, at (617) 580-3440 or john@breedshillcapital.com.

Additional information about our Firm is also available on the SEC's website at www.adviserinfo.sec.gov. 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.

We are a registered investment adviser. Please note that use of the term "registered investment advisor" and a description of the Firm and/or our employees as "registered" does not imply a certain level of skill or training. For more information on the qualifications of the Firm and our employees who advise you, we encourage you to review this Brochure and the Brochure Supplement(s).

Item 2: Summary of Material Changes

Annual Update

In this Item of Breed's Hill Capital's (Breed's Hill, we, us, our or the Firm) Form ADV Part 2 we are required to discuss any material changes that have been made to Form ADV Part 2 since the last Annual Amendment.

Material Changes since the Last Update

Since the last Annual Amendment filing on February 22, 2023, the Firm has the following Material Changes to report:

- This Form was updated to clarify that we do not vote proxies on behalf of clients. Please see Item 17 (Voting Client Securities).

Full Brochure Available

Our Form ADV Part 2 may be requested at any time, without charge, by contacting John J. Edwards, Managing Member, Chief Executive Officer and Chief Compliance Officer at (617) 580-3440 or by email at john@breedshillcapital.com.

Additional information about our Firm is also available on the SEC's website at www.adviserinfo.sec.gov. 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.

Item 3: Table of Contents

Item 1: Cover Page	1
Item 2: Summary of Material Changes.....	2
Item 4: Advisory Business	4
Item 5: Fees and Compensation.....	7
Item 6: Performance-Based Fees and Side-by-Side Management.....	11
Item 7: Types of Clients.....	12
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss	13
Item 9: Disciplinary Information.....	16
Item 10: Other Financial Industry Activities and Affiliations	17
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading..	18
Item 12: Brokerage Practices	20
Item 13: Review of Accounts.....	22
Item 14: Client Referrals and Other Compensation	23
Item 15: Custody	24
Item 16: Investment Discretion.....	25
Item 17: Voting Client Securities	26
Item 18: Financial Information.....	27

Item 4: Advisory Business

Description of the Advisory Firm

Breed's Hill Capital LLC (Breed's Hill, we, us, our, or the Firm) was founded in 2013. John J. Edwards, is the Founder, Managing Member, Chief Executive Officer and Chief Compliance Officer and primary owner of Breed's Hill.

Types of Advisory Services

We offer the following services to advisory clients:

Wealth Management Services

We offer ongoing wealth management services, which includes investment advisory and financial planning services, based on the individual goals, objectives, time horizon, and risk tolerance of each client. We outline the client's current situation (income, tax levels, and risk tolerance levels) and provide wealth management services that include, but are not limited to, the following:

- Investment strategy
- Asset Allocation
- Asset Selection
- Risk Tolerance
- Regular Portfolio Monitoring
- Estate and Gift Planning
- Tax Planning
- Insurance and Asset Protections
- Cash Flow Planning

We strive to ensure that the services provided to clients constantly respect the fiduciary duties owed to our clients and without consideration of our economic, investment or other financial interests. To meet our fiduciary obligations, we attempt to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios. Accordingly, our policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time. It is our policy to allocate investment opportunities and transactions we identify as being appropriate and prudent, including initial public offerings (IPOs) and other investment opportunities that might have a limited supply, among our clients on a fair and equitable basis over time.

Selection of Other Advisers

We may also direct clients to third-party unaffiliated investment advisers. Before selecting other investment advisers for clients, we conduct due diligence on each investment adviser and ensure that each is properly licensed or registered.

Services Limited to Specific Types of Investments

We generally limit our investment advice to mutual funds, equities, fixed income securities, ETFs, real estate funds (including REITs), non-U.S. securities, commodities, private funds, insurance products including annuities and private placements. We may use other securities as well to help diversify a portfolio when applicable.

Client Tailored Services and Client Imposed Restrictions

We offer the same suite of services to all our clients. However, specific client investment strategies and their implementation are dependent upon each client's current situation (income, tax levels, and risk tolerance levels). Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent us from properly servicing the client account, or if the restrictions would require us to deviate from our standard suite of services, we reserve the right to end the relationship.

Fiduciary Statement

We are fiduciaries under the Investment Advisers Act of 1940 and when we provide investment advice to you regarding your retirement plan account or individual retirement account, we are also fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act, ("ERISA") and/or the Internal Revenue Code, ("IRC"), as applicable, which are laws governing retirement accounts.

We have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. We must take into consideration each client's objectives and act in the best interests of the client. We are prohibited from engaging in any activity that is in conflict with the interests of the client. We have the following responsibilities when working with a client:

- To render impartial advice;
- To make appropriate recommendations based on the client's needs, financial circumstances, and investment objectives;
- To exercise a high degree of care and diligence to ensure that information is presented in an accurate manner and not in a way to mislead;
- To have a reasonable basis, information, and understanding of the facts in order to provide appropriate recommendations and representations;
- Disclose any material conflict of interest in writing; and
- Treat clients fairly and equitably.

Regulations prohibit us from:

- Employing any device, scheme, or artifice to defraud a client;
- Making any untrue statement of a material fact to a client or omitting to state a material fact when communicating with a client;

- Engaging in any act, practice, or course of business which operates or would operate as fraud or deceit upon a client; or
- Engaging in any manipulative act or practice with a client.

We will act with competence, dignity, integrity, and in an ethical manner, when working with clients. We will use reasonable care and exercise independent professional judgement when conducting investment analysis, making investment recommendations, trading, promoting our services, and engaging in other professional activities.

Wrap Fee Programs

A wrap fee program is an investment program where the client pays one stated fee that includes management fees, transaction costs, fund expenses, and any other administrative fees. At the present time, we do not participate in any wrap fee programs.

Assets Under Management

As of December 31, 2023, we managed \$ 1,973,990,156 of assets under management; \$387,923,279 is managed on a discretionary basis, and \$1,586,066,876 is managed on a non-discretionary basis.

Item 5: Fees and Compensation

Wealth Management Services Fees

Our fees for wealth management services are based upon a percentage of a client's investable assets and are attached as Schedule A of each client's Investment Advisory Agreement. Clients may terminate the Investment Advisory Agreement generally with thirty days' notice to us.

Wealth management fees are as follows:

Assets Under Management	Annual Fee
First \$10,000,000	0.75%
Next \$10,000,000	0.55%
Next \$30,000,000	0.35%
Over \$50,000,000	0.25%

Wealth management fees are withdrawn directly from each client's account with written authorization. Fees are paid quarterly, in advance.

In limited circumstances, a fixed fee may be charged to clients. All fixed fees are negotiated with the client on a case-by-case basis. All fees are paid quarterly in advance.

Selection of Other Advisers Fees

We may direct clients to third-party unaffiliated investment advisers, who will charge the client a management fee. We do not receive compensation for these referrals.

The timing, frequency, and method of paying fees for the selection of third-party investment advisers will depend on the specific third-party adviser selected and will be disclosed to the client prior to entering into a relationship with the third-party adviser.

Cash Balances

Some of your assets may be held as cash and remain uninvested. Holding a portion of your assets in cash and cash alternatives, i.e., money market fund shares, may be based on your desire to have an allocation to cash as an asset class, to support a phased market entrance strategy, to facilitate transaction execution, to have available funds for withdrawal needs or to pay fees or to provide for asset protection during periods of volatile market conditions. Your cash and cash equivalents will be subject to our investment advisory fees unless otherwise agreed upon. You may experience negative performance on the cash portion of your portfolio if the investment advisory fees charged are higher than the returns you receive from your cash.

Retirement Plan Rollover Recommendations

As part of our investment advisory services to our clients, we may recommend that clients roll assets from their employer's retirement plan, such as a 401(k), 457, or ERISA 403(b) account (collectively, a "Plan Account"), to an individual retirement account, such as a SIMPLE IRA, SEP

IRA, Traditional IRA, or Roth IRA (collectively, an “IRA Account”) that we will advise on the client’s behalf. We may also recommend rollovers from IRA Accounts to Plan Accounts, from Plan Accounts to Plan Accounts, and from IRA Accounts to IRA Accounts.

If the client elects to roll the assets to an IRA that is subject to our advisement, we will charge the client an asset-based fee as set forth in the advisory agreement the client executed with our firm. This creates a conflict of interest because it creates a financial incentive for our firm to recommend the rollover to the client (i.e., receipt of additional fee-based compensation). Clients are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if clients do complete the rollover, clients are under no obligation to have the assets in an IRA advised on by our firm. Due to the foregoing conflict of interest, when we make rollover recommendations, we operate under a special rule that requires us to act in our clients’ best interests and not put our interests ahead of our clients’.

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 our clients’ 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 our clients’ best interests;
- charge no more than a reasonable fee for our services; and
- give clients basic information about conflicts of interest.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, clients should consider the costs and benefits of a rollover. Note that an employee will typically have four options in this situation:

1. leaving the funds in the employer’s (former employer’s) plan;
2. moving the funds to a new employer’s retirement plan;
3. cashing out and taking a taxable distribution from the plan; or
4. rolling the funds into an IRA rollover account.

Each of these options has positives and negatives. Because of that, along with the importance of understanding the differences between these types of accounts, we will provide clients with an explanation of the advantages and disadvantages of both account types and document the basis for our belief that the rollover transaction we recommend is in your best interests.

General Information on Compensation and Other Fees

In certain circumstances, fees, account minimums and payment terms are negotiable depending on client's unique situation – such as the size of the aggregate related party portfolio size, family holdings, low-cost basis securities, or certain passively advised investments and pre-existing relationships with clients. Certain clients may pay more or less than others depending on the amount of assets, type of portfolio, or the time involved, the degree of responsibility assumed, complexity of the engagement, special skills needed to solve problems, the application of experience and knowledge of the client's situation.

Our fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by 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 also charge internal management fees, which are disclosed in a fund's prospectus.

Such charges, fees and commissions are exclusive of and in addition to our fee, and we shall not receive any portion of these commissions, fees, and costs.

All fees paid to us for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and variable annuity sub-accounts to their shareholders. These fees and expenses are described in each fund's or sub account's prospectus. These fees will generally include a management fee, other expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge.

A client could invest in a mutual fund or sub-account directly, without our services. In that case, the client would not receive the services provided by us which are designed, among other things, to assist the client in determining which mutual funds or sub-accounts are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds/sub-accounts and the fees charged by us to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Clients should note that similar advisory services may (or may not) be available from other registered investment advisers for similar or lower fees.

Prepayment of Fees

We collect fees in advance. Refunds for fees paid in advance will be returned within fourteen days of termination of the agreement to the client via check or return deposit back into the client's account. For all asset-based fees paid in advance, the fee refunded will be the balance of the fees collected in advance minus the daily rate times the number of days in the billing period up to and including the day of termination. The daily rate is calculated by dividing the annual asset-based fee by 365.

Outside Compensation for the Sale of Securities to Clients

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

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

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

Item 7: Types of Clients

We generally provide advisory services on a non-discretionary basis to high-net-worth individuals and charitable organizations.

Minimum Account Size

We require a minimum account under certain circumstances of \$100,000 for investment advisory clients, although this may be negotiable. We may group certain related client accounts for the purposes of achieving the minimum account size.

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

Methods of Analysis and Investment Strategies

Methods of Analysis

Our methods of analysis include fundamental analysis, technical analysis, quantitative analysis and modern portfolio theory.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

Quantitative Model Risk; Investment strategies using quantitative models may perform differently than expected as a result of, among other things, the factors used in the models, the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models.

Modern Portfolio Theory assumes that investors are risk adverse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

Investment Strategies

We use long term trading and margin transactions.

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Margin transactions use leverage that is borrowed from a brokerage firm as collateral. When losses occur, the value of the margin account may fall below the brokerage firm's threshold thereby triggering a margin call. This may force the account holder to either allocate more funds to the account or sell assets on a shorter time frame than desired.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear.

All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends and other distributions), and the loss of future earnings. Although we manage assets in a manner consistent with your investment objectives and risk tolerance, there can be no guarantee that our efforts will be successful. You should be prepared to bear the following risk of loss:

- **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 next year will not buy as much as a dollar today, 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.
- **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 (i.e., Non-traded REITs and other alternative investments) 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.

- **Cybersecurity Risk:** A breach in cyber security refers to both intentional and unintentional events that may cause an account to lose proprietary information, suffer data corruption, or lose operational capacity. This in turn could cause an account to incur regulatory penalties, reputational damage, and additional compliance costs associated with corrective measures, and/or financial loss.
- **Pandemic Risk:** Large-scale outbreaks of infectious disease can greatly increase morbidity and mortality over a wide geographic area, crossing international boundaries, and causing significant economic, social, and political disruption.
- **Custodial Risk:** This risk is the probability that a party to a transaction will be unable or unwilling to fulfill its contractual obligations either due to technological errors, control failures, malfeasance, or potential regulatory liabilities.

Item 9: Disciplinary Information

Registered investment advisers are required to disclose all pertinent facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. There are no material, legal or disciplinary events to disclose under this item.

Item 10: Other Financial Industry Activities and Affiliations

Registration as a Broker/Dealer or Broker/Dealer Representative

Neither we nor our management persons are registered as, or have pending applications to register as, a broker-dealer or a registered representative of a broker-dealer.

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

Neither we nor our management persons are registered as or have pending applications to register as a futures commission merchant, commodity pool operator, or commodity trading advisor or an associated person of the foregoing entities.

Financial Industry Activities

John J. Edwards is the sole member of BHC Fiduciary LLC, an entity providing trusteeship and executorship services to our clients.

Selection of Other Advisers or Managers

We may direct clients to third-party unaffiliated investment advisers, who will charge the client a management fee. We do not receive compensation for these referrals. We will always act in the best interests of the client, including when determining which third-party investment adviser to recommend to clients. Before selecting other investment advisers for clients, we will conduct due diligence on such investment advisers and ensure such advisers are properly licensed or registered as investment advisers.

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

Code of Ethics

Our employees must comply with a Code of Ethics and Statement for Insider Trading. The Code describes our high standard of business conduct, and fiduciary duty to our clients. The Code's key provisions include:

- Statement of General Principles
- Policy on and reporting of Personal Securities Transactions
- A prohibition on Insider Trading
- Restrictions on the acceptance of significant gifts
- Procedures to detect and deter misconduct and violations
- Requirement to maintain confidentiality of client information

John J. Edwards, Managing Member, Chief Executive Officer, and Chief Compliance Officer reviews all employee trades each quarter. These reviews ensure that personal trading does not affect the markets, and that our clients receive preferential treatment.

Our employees must acknowledge the terms of the Code of Ethics at least annually. Any individual not in compliance with the Code of Ethics may be subject to termination. Clients and prospective clients can obtain a copy of our Code of Ethics by contacting John J. Edwards at (617) 580-3440.

Investing Personal Money in the Same Securities as Clients

From time to time, our employees may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for our employees to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. We will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

Recommendations Involving Material Financial Interests

While we serve as the Managing Member to our private fund, we are no longer accepting new investors for the fund. As this time, we do not recommend that clients buy or sell any security in which we or a related person have a material financial interest.

It is our policy that the Firm will not affect any principal or agency cross securities transactions for client accounts. We will also not cross trades between client accounts.

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

From time to time, our employees may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for our employees to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, as noted above we will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

Item 12: Brokerage Practices

Research and Other Soft-Dollar Benefits

We do not receive formal soft dollar benefits other than execution from broker/dealers in connection with client securities transactions. See disclosure below in “Directed Brokerage – Other Economic Benefits”.

Brokerage for Client Referrals

We may receive referrals from broker-dealers or third-party brokers. We do not receive compensation for these referrals.

Directed Brokerage

Custodians/broker-dealers will be recommended based on our duty to seek “best execution,” which is the obligation to seek to execute securities transactions for a client on terms that are the most favorable to the client under the circumstances. The client will not necessarily pay the lowest commission or commission equivalent. We may also consider the market expertise and research access provided by the payment of commissions, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers to aid in our research efforts. We will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer/custodian. We currently recommend Charles Schwab and Fidelity Investments to our clients but can certainly work with clients who maintain funds and securities at other broker-dealers/custodians.

While not routine, the client may direct us to use a particular broker-dealer to execute some or all transactions for the client. This brokerage direction must be requested by the client in writing. In that case, the client will negotiate terms and arrangements for the account with that broker-dealer. By directing brokerage, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Not all advisers require or allow their clients to direct brokerage. Subject to its duty of best execution, we may decline a client’s request to direct brokerage if, in our sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

If the client requests us to arrange for the execution of securities brokerage transactions for the client’s account, we shall direct such transactions through broker-dealers that we reasonably believe will provide best execution. We shall periodically and systematically review its policies and procedures regarding recommending broker-dealers to its client in light of its duty to obtain best execution.

Directed Brokerage – Other Economic Benefits

We may receive traditional “non-cash benefits” from our custodians. These custodians may make available to us other products and services that benefit us but may not directly benefit

our clients' accounts. Many of these products and services may be used to service all or a substantial number of our accounts.

Products and services offered by the custodians that assist us in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of our fees from our clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Other third-party service providers and/or insurance companies may also provide non-cash benefits to us and/or our Investment Adviser Representatives (IARs) from time to time, but not limited to waivers or reductions of conference registration fees; meals; entertainment; and promotional premium items that have nominal value. We believe these items have no material value and do not, either individually or collectively, impair our independence. Prior to the acceptance of or delivery of any consideration, IARs must obtain authorization and approval from John J. Edwards, Managing Member, Chief Executive officer and Chief Compliance Officer.

Breed's Hill has been provided with a one-time credit from Schwab to be used towards technology and/or other economic benefits. Breed's Hill has received this benefit without cost because Breed's Hill renders wealth management services to clients that maintain assets with Schwab. This economic benefit may benefit Breed's Hill but not its clients directly. In fulfilling its duties to its clients, Breed's Hill endeavors at all times to put the interests of its clients first. Clients should be aware, however, that Breed's Hill's receipt of economic benefits from Schwab creates a conflict of interest since these benefits may influence Breed's Hill's choice of broker-dealer over another broker-dealer that does not furnish similar technology or other economic benefits. Breed's Hill does not believe this benefit impairs its fiduciary duty to clients.

Schwab may also provide reimbursement to clients for termination fees charged by their former custodian, due to the transition of assets to Schwab. Any termination fees charged will be reimbursed directly to the client by Schwab and not to Breed's Hill.

Aggregating (Block) Trading Multiple Client Accounts

BHC does not aggregate or bunch the securities to be purchased or sold for multiple clients, which may result in less favorable prices, particularly for illiquid securities or during volatile market conditions.

Item 13: Review of Accounts

Reviews

All client accounts are reviewed at least quarterly by John J. Edwards, Managing Member, Chief Executive Officer and Chief Compliance Officer, with regard to clients' respective investment policies and risk tolerance levels. The client review includes comparing the portfolio and current security positions with the goals and objectives as outlined by the client, reviewing changes to the client's investment circumstances, evaluating the specific holdings, re-balancing the portfolio and communicating the current status of the portfolio and any recommended actions to the client.

Review Triggers

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

Reports Provided to Clients

Clients receive monthly and/or quarterly broker/custodian reports.

We will also provide each wealth management client with a written report, at least quarterly, that details the client's account including assets held and asset value.

Item 14: Client Referrals and Other Compensation

Other Compensation

We do not receive any economic benefits (other than normal compensation and benefits described in Item 12) from any firm or individual for providing investment advice.

Compensation – Client Referrals

We have been fortunate to receive many client referrals over the years. The referrals came from current clients, estate planning attorneys, accountants, employees, personal friends of employees, and other similar sources. We do not compensate referring parties for these referrals.

Item 15: Custody

Fee Debiting

Clients may authorize us (in the client agreement) to debit fees directly from the client's account at the broker dealer, bank or other qualified custodian (custodian). Client investment assets will be held with a custodian agreed upon by the client and us. The custodian is advised in writing of the limitation of our access to the account. The custodian sends a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of advisory fees paid directly to us.

Trusteeship/Executor

BHC Fiduciary, LLC or a related person (disclosed in Item 10) acts as trustee for client trusts. This form of custody is offered on a limited basis. In order to comply with the SEC's Custody Rule with regard to the custody of the trust assets; BHC Fiduciary, LLC is subject to an annual Surprise Examination by an independent accountant.

Custody – Third Party Money Transfers

Clients may provide us with a standing letter of authorization (or similar asset transfer authorization) which allows us to disburse funds on behalf of clients to third parties. We ensure the following conditions are in place when deemed to have custody via third party money movement:

1. The client provides a Written Authorization to the custodian that includes all appropriate information as to how the transfer should be directed;
2. The Written Authorization includes instruction to direct transfers to the third party either on a specified schedule or from time to time;
3. Appropriate verification is performed by the custodian, along with a transfer of funds notice to the client promptly after each transfer;
4. The client may terminate or change the instruction to the custodian;
5. We have no authority or ability to designate or change any information about the third party contained in the instruction;
6. We maintain records showing that the third party is not a related party of the Firm or located at the same address as us; and
7. The custodian sends the client a written initial notice confirming the instruction and an annual written confirmation thereafter.

Account Statements

As described above and in Item 13, clients receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Clients will receive all account statements that are required in each jurisdiction, and they should carefully review those statements for accuracy. We urge clients to carefully review such statements and compare the account statements that they receive from qualified custodian with those that we provide.

Item 16: Investment Discretion

We do not currently provide discretionary Wealth Management services to clients, except where the Firm or a related person acts as trustee or manager of a fund. Where we have not been given discretionary authority, we consult with the client prior to each trade.

For those accounts where a related person serves as trustee, we may accept limited power of attorney to act on a discretionary basis on behalf of clients. A limited power of attorney allows us to execute trades on behalf of clients.

When such limited powers exist between us and the client, we have the authority to determine, without obtaining specific client consent, both the amount and type of securities to be bought to satisfy client account objectives. Additionally, we may accept any reasonable limitation or restriction to such authority on the account placed by the client. All limitations and restrictions placed on accounts must be presented to us in writing.

Item 17: Voting Client Securities

Proxy Voting

We do not have any authority to and do not vote proxies on behalf of clients, nor do we make any express or implied recommendation with respect to voting proxies. Clients retain the sole responsibility for receiving and voting proxies that they receive directly from either their custodian or transfer agents. Clients may contact us for information about proxy voting.

Item 18: Financial Information

Financial Condition

We neither require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore do are not required to provide a balance sheet to clients.

We do not have any financial condition that is likely to reasonably impair our ability to meet contractual commitments to our clients.

We have not been the subject of a bankruptcy petition at any time during the past ten years.