

Foundation Capital Management, LLC

Client Relationship Summary

Effective: November 14, 2023

ITEM 1. INTRODUCTION

Foundation Capital Management, LLC. (the “Firm”, “we”) is registered with the Securities and Exchange Commission as an investment adviser. The Firm’s registered investment advisor representatives (IARs) Michael Natale and Charles Minnich are affiliated with a broker-dealer, Securities America, Inc. (SAI). The selection of an appropriate type of Firm to work with is vital as brokerage and investment advisory services and fees differ. It is important for you to understand the differences. Free and simple tools are available to research firms and financial professionals at investor.gov/CRS, which also provides educational materials about broker-dealers, investment advisers, and investing.

ITEM 2. RELATIONSHIPS AND SERVICES “WHAT INVESTMENT SERVICES AND ADVICE CAN YOU PROVIDE ME?”

Foundation Capital Management, Inc. (the “Firm”, “we”) and its registered Investment Adviser Representatives (“IARs” or “advisors”) provide financial analysis and asset management services to our clients, based upon their individual needs. Our advisors create a client profile or investment policy through personal discussions with each client and design each portfolio to meet a particular investment goal. The investment strategy will focus primarily on a long-term buy and hold approach, with an emphasis on asset allocation, however, when market conditions warrant adjustments, short-term trading might be used as a defensive strategy. Once we determine the appropriate portfolio, we will monitor the portfolio in an attempt to meet the client’s desired objectives. Our advisors review clients’ portfolios four to six times per year and rebalance, if necessary. We provide advisory services on a discretionary and non-discretionary basis. When clients agree to discretionary trading by the advisor, it means the advisor can trade the account in the best interests of the client without checking with the client prior to making the transactions. When clients engage non-discretionary management, that means the advisor needs to consult the client prior to trading and ultimately the decision to trade is made by the client, not the advisor. Based on our clients’ needs, we may also provide a variety of advisory services including: financial analysis focused on asset allocation, retirement income planning services, insurance needs analysis, and investment-related general tax planning. Our clients may be invested in equity and bond mutual funds, exchange-traded stocks (ETFs), U.S. government securities, U.S. stocks, U.S. corporate debt, fixed annuity products, money market funds, municipal securities, certificates of deposit, stocks issued by foreign corporations, equity-indexed annuities, variable life and annuity products and REITs. Since IARs are affiliated with a broker-dealer and licensed as agents/brokers of various insurance companies, recommendations made are limited to only those products and services offered or approved by these companies.

Conversation Starters: Not sure what to ask next? The questions below can be a jumping off point to start a conversation about relationships and services: “Given my financial situation, should I choose an investment advisory service? Why or why not?” “How will you choose investments to recommend to me?” “What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?”

ITEM 3. FEES, COSTS, CONFLICTS, AND STANDARD OF CONDUCT “WHAT FEES WILL I PAY?”

Clients pay advisory fees. Financial analysis projects can be charged hourly or be negotiated at a fixed fee rate. Clients who engage asset management services are charged fees based on a percentage of assets under management (AUM). Fees for asset management are billed quarterly, in arrears, at a percentage agreed upon with the clients in writing as listed in the Investment Advisory Agreement. We provide each advisory client a copy of the Investment Advisory Agreement that describes in detail the services and fees charged. The advisory fees are negotiable and the maximum annual advisory fee is 2.75%. The Firm does not impose closing fees, or annual maintenance fees, although the broker-dealer and custodian of the accounts may impose such fees. Examples of such custodian-imposed fees include, but are not limited to the following: \$50/year custodial account fee, \$50/year inactivity fee and \$50/year for each alternative investment holding. The broker-dealer charges a platform fee that is incorporated to the advisory fee, and as such takes a portion of the advisory fee charged by the Firm. We have a small number of clients that pay a flat advisory fee and those clients may also incur transaction fees charged by the custodian and broker-dealer for clearance and execution. Additional details about fees related to the products used in the allocation of accounts can be found in mutual fund and annuity prospectuses. Additional Information: You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

Client Relationship Summary

Effective: January 13, 2023

Conversation Starter: Not sure what to ask next? The question below can be a jumping off point to start a conversation about the impact of fees and costs on investments: “Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?” “What are your legal obligations to me when acting as my investment adviser? How else does your Firm make money and what conflicts of interest do you have?”

Standard of Conduct:

When we act as your investment adviser, 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. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means. IARs are affiliated with a broker-dealer and licensed as agents/brokers of various insurance companies, recommendations by the Firm are limited to only those products and services offered or approved by these companies. This limitation could narrow the potential product solutions that could otherwise be recommended, if the product offerings were broader in scope. Differences in compensation levels can provide an incentive to recommend one product or service over another. The Firm must mitigate those incentives through level fee programs that separate fees from the potential to make commissions. The Firm does not accept commission payments of any kind, however, the Investment Advisor Representatives (IARs), who are also Registered Representatives (RRs) of a broker-dealer do have potential to earn commissions when clients purchase products held in a brokerage accounts or insurance carrier that pay a commission. The RR/IAR has a duty to keep the client’s best interest ahead of their own. Recommendations must be based solely on the client’s best interest. To be clear, when a client opens advisory type account(s), neither the firm nor the IAR receive any commission compensation from those accounts.

“HOW DO YOUR FINANCIAL PROFESSIONALS MAKE MONEY?”

The Firm compensates its Financial Professionals through annual salary and fees derived from client accounts. Michael Natale and Charles Minnich are joint owners of Foundation Capital Management, Inc., and therefore receive all net profits generated by the Firm. Both Michael Natale and Charles Minnich are Registered Representatives of a broker-dealer and as such have the potential to make commissions when brokerage accounts or insurance related products are purchased by clients. Michael Natale and Charles Minnich do not receive any commission compensation on advisory type accounts.

Conversation Starter: Not sure what to ask next? The question below can be a jumping off point to start a conversation about conflicts of interest: “How might your conflicts of interest affect me, and how will you address them?”

ITEM 4. DO YOU OR YOUR FINANCIAL PROFESSIONALS HAVE LEGAL OR DISCIPLINARY HISTORY?

No. The Firm does not have any legal or disciplinary history to disclose.

Yes. An Investment Advisor Representative affiliated with the firm does have current disclosures. The specifics are available for review for review through **FINRA BrokerCheck** <https://brokercheck.finra.org/> or more information can be found by visiting investor.gov/CRS, a free and simple search tool to research the Firm and our financial professionals.

Conversation Starter: Not sure what to ask next? The question below can be a jumping off point to start a conversation about the financial professional’s disciplinary history: “As a financial professional, do you have any disciplinary history? For what type of conduct?”

ITEM 5. ADDITIONAL INFORMATION

For more information on our Firm and services, please visit investor.gov/CRS, the SEC’s Investment Adviser Public Disclosure website at <https://adviserinfo.sec.gov/> and our website at www.myfcm.com. You may also contact Michael Natale or Charles Minnich at 610-278-9974 with specific questions, concerns, or complaints, to request up-to-date information, or to request a copy of the Firm’s current Customer Relationship Summary.

Conversation Starter: Not sure what to ask next? The question below can be a jumping off point to start a conversation about the contacts and complaints: “Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?”