

BIRMINGHAM CAPITAL

M A N A G E M E N T



**2 Perimeter Park South, Suite 235-East
Birmingham, AL 35243-3253
(205) 967-7062 FAX: (205) 967-7013**

William H. Couchman, C.F.A. H. Thomas Smith, C.F.A.

2018

Birmingham Capital Management

- **Independent Registered Investment Advisor**

- Independent: Accountable only to our clients
- Registered with Federal Securities & Exchange Commission (SEC) and with State of Alabama SEC
- Investment Advisor: Operates under the Rules of Investment Advisors Act of 1940

- **Research Oriented**

- Fundamental research on our equity universe
- Computer used only as a tool

- **Quality & Value Driven**

- Leading companies
- Purchased at reasonable prices

- **Client Focused**

- Decision-makers are available to meet with clients to establish goals and risk parameters
- Decision-makers are available for periodic follow-up with clients



Company Background

Birmingham Capital Management (BCM) is an independent investment management firm specializing in portfolio management of taxable and tax-exempt assets for pension and profit sharing plans, endowments and foundations, corporate funds, and high net worth individuals. The firm was founded in 1983 by Bill Couchman and Tommy Smith. Prior to that, Bill and Tommy had been the senior portfolio managers in the Trust Department at AmSouth Bank, where they managed approximately \$2 billion of the total \$3 billion in trust assets. Bill and Tommy have worked together since 1976 in asset management.

Birmingham Capital is an independent company with no conflicts of interest. The company's singular goal is to manage portfolios to best meet the needs of its clients. The principals are equity owners of the company. BCM is a Registered Investment Advisor with the United States Securities and Exchange Commission under the Investment Advisors Act of 1940, and with the State of Alabama Securities Commission. Our offices are located in Birmingham, Alabama, and we have clients throughout the United States.



Investment Professionals

At Birmingham Capital, funds are managed by a team approach. Bill Couchman and Tommy Smith work together as a portfolio management team for your account.

Bill has 42 years' experience in asset management and research. He worked for eight years in the Trust Department at AmSouth Bank, where he served for three years as Director of Research, and then for an additional three years as Head of Investment Strategy. He managed AmSouth's flagship Commingled Equity Fund from 1978 through most of 1983, until he left to found BCM. Bill has Bachelors and Masters degrees in Finance and Economics from the University of Alabama. He is a Chartered Financial Analyst and a member of the Association of Investment Management and Research, as well as the Alabama Society of Financial Analysts.

Tommy has 49 years' experience in asset management and research. He served as a securities analyst for Integon Corporation (an insurance company in North Carolina) for four years. He worked in the AmSouth Trust Department for 11 years, where he served at various times as both Research Director and Head of Investment Strategy. Tommy managed many of the Bank's most sensitive accounts during his tenure. Tommy has a Bachelors degree from Wake Forest University and an MBA from the University of North Carolina. Tommy is also a Chartered Financial Analyst and a member of both the Association of Investment and Research and the Alabama Society of Financial Analysts.

Bill and Tommy have worked together as a team since 1976.



Investment Approach

We believe that long-term investment success comes from the consistent application of a sound, reasoned approach. We have practiced such an approach since 1976, through a variety of economic and investment climates.

Birmingham Capital utilizes a *large capitalization value* style of investing that focuses on leading companies in good businesses. We believe that investing in good businesses is a key component to our long term success. The goal is to buy leading companies in good businesses at a value price, and allow the dynamics of the business to do the work of creating and protecting wealth over time. BCM's equity portfolios generally hold 30-to-40 positions representing five-to-seven major industry or sector themes (the good businesses mentioned earlier). Turnover is low, as holding periods for companies that continue to do well can be several years.

BCM also utilizes a sell discipline in its value style. To protect gains in appreciated securities, we may sell when the share price falls through a predetermined target while underperforming the S&P 500. We attempt to minimize losses by selling if the price of a recently acquired security declines by a predetermined amount from our average cost while underperforming the S&P 500.



What We Offer You

- **Experience** Our professionals have 90 years of collective experience in investment management, and have managed funds of all types in a variety of economic and investment climates.
- **Continuity** We have worked together as an investment team since 1976. Such continuity is rare in the investment management business.
- **Flexibility** Our size and structure allow us to work effectively with your financial consultant to customize your portfolio to meet current and future needs.
- **Confidentiality** We recognize that investment management is a very confidential matter. Our services are discreet and private.
- **Accessibility** We are accessible to you. At BCM, your contact is with the actual decision-makers. Our goal is to provide outstanding service through our availability to you and our knowledge of your needs.
- **Investment Discipline** We employ a sound, low risk investment approach that focuses on large capitalization, leading companies in good businesses. At BCM, we have consistently applied this approach to asset management for 35 years.



**Birmingham Capital Management
Equity Performance Annualized
(Equities Only)**

**5-Year Period Ending
December 31, 2017**

| | |
|------------------------------|-----------------|
| Birmingham Capital | + 14.2 % |
| S&P 500 | + 15.0 % |
| BARRA Large Cap Value | + 14.2% |

**15-Year Period Ending
December 31, 2017**

| | |
|------------------------------|-----------------|
| Birmingham Capital | + 11.7 % |
| S&P 500 | + 9.8 % |
| BARRA Large Cap Value | + 9.3% |

Returns are a composite of all Birmingham Capital portfolios that meet the following criteria:

Returns are gross of fees; composite is equally weighted for portfolios included; portfolios are fully discretionary and are managed for one full quarter before inclusion; portfolios have similar investment objectives; results are equity-only returns and do not reflect the effects of any cash reserves held in accounts.

Past results and standard deviation should not be construed to be indicative of future returns and standard deviation. Investing in securities markets entails risk, and can result in losses.

Birmingham Capital Performance Presentation Standards

The following comments are intended to provide the reader with a fuller insight into the calculation and presentation of investment returns for portfolios managed by Birmingham Capital (BCM).

Returns are a composite of all BCM portfolios that meet the following criteria: Composite is equally weighted for portfolios included. Portfolios are fully discretionary and managed one full quarter before inclusion. Portfolios have similar investment objectives. Results are equity-only returns, and do not reflect the effects of cash reserves held in accounts. Results are gross of advisory and custodial fees, but do reflect commissions and other expenses incurred for securities trading. Based on BCM's advisory fee structure, such fees may generally be expected to reduce performance results by one-half to three-quarters of one percentage point per year. Custodial fees charged by certain custodians such as bank trust departments may be expected to reduce results by one-tenth to two-tenths of one percentage point per year. For example, a gross-of-fees return of 5% could be reduced to 4.05% for one year or for annualized results for longer periods, under conditions wherein the client is paying a .75% management fee and a .20% custodial fee. BCM does not participate in the negotiation of custodial fees that a client may pay a custodian. The reader is advised to refer to BCM's Form ADV, Part II for a full description of BCM's investment advisory fees.

Results generally reflect reinvestment of dividends and interest earned on investments. Accounts included in the equity composite are generally managed in a fashion designed to achieve capital appreciation through investment in securities of large capitalization, leading domestic companies using a value style of investing. There may be periodic exceptions to this approach. Results are generally comparable to the returns of the BARRA Large Cap Value Index. This index measures returns for the equity securities of large capitalization companies regarded by statistical analysis to be consistent with value-style investing. In our opinion, it is reasonable to compare our results to the BARRA Index, which should generally reflect similar characteristics of volatility to that of our investment style.

BCM's equity composite is calculated by giving equal weighting to the returns of each portfolio in the composite. We believe this to be a fair and equitable method for computing composite results, as it treats all portfolios the same, regardless of their size. Another popular approach to computing composite results is the use of a dollar-weighted calculation. In this approach, returns are calculated based on the increase (decrease) in value of the total dollars included in the composite of portfolios. Such an approach gives greater weighting to the returns of larger accounts. Each approach has advantages and limitations, and can produce differing returns when applied to the same composite of portfolios. The greater the variance in account size within the composite, the greater the differences in results between the two approaches could be. We periodically review our equal-weighting composite returns versus the returns generated by dollar-weighting to insure that significant variations over time do not result. Returns calculated by dollar-weighting are available upon request.

Standard deviation is a widely accepted statistical measurement of the degree of variability in a pattern of returns, and is an investment industry standard for risk calculation. The standard deviation of a pattern of returns measures how widely varied the pattern of returns may be expected to be. A higher number reflects a higher level of variability of returns, a lower level of predictability of return patterns, and a relatively higher level of risk that has been accepted to produce that pattern of returns. A lower standard deviation reflects a more predictable pattern of returns, and thus a relatively lower level of risk.

Past results and standard deviation should not be construed to be indicative of future returns and standard deviation. Investing in securities markets entails risk, and can result in losses.

Frequently Asked Questions

Q: Tell me exactly what Birmingham Capital does for its clients.

A: Our job as an investment manager is to invest our clients' funds in stocks and bonds that are appropriate to their goals and risk tolerances. We create a separate portfolio of securities for each client that is tailored to the needs of that client.

Q: What is the difference between a financial planner and an investment manager?

A: Typically, a financial planner provides an overview of all of the assets of a client, and may offer advice on such matters as insurance, real estate, financial investments, and many other areas pertaining to the client's total asset picture. A financial planner will usually recommend mutual funds for the direct investment management of financial assets. An investment manager, by contrast, is an investment specialist, and undertakes the investment role that would usually be filled by a mutual fund under the financial planner's approach.

Q: Some financial planners also sell insurance or are accountants. Do you have any other businesses or interests?

A: Investment management is our sole function, and our complete and only focus is to provide that service in a way that is most advantageous to each individual client.

Q: What types of accounts or clients do you have?

A: We manage money for individuals, corporations, endowments and foundations, and for pension and profit-sharing plans. Our accounts range in size from approximately \$400,000 to over \$25 million.

Q: Where would my assets or my company's assets be held?

A: Your assets would be held either by a bank or a brokerage firm of your choosing.

Q: Could I work with you and continue my relationship with my bank or brokerage firm?

A: Yes. Working with Birmingham Capital allows you the option of maintaining existing relationships with banks, brokers, accountants and attorneys. Our sole function is investment management, and we work in coordination with your other financial and legal providers.

Q: If I do not use any particular brokerage firm, could you set up a custodian account for me?

A: We will be happy to assist in establishing the necessary relationships with other service providers.

Q: What kinds of assets would you invest my money in? Are these "high risk" investments?

A: We invest our clients' funds in the securities of companies that are national and world leaders in their industries. You would probably recognize 95% of the companies in your portfolio and would be familiar with their products. Of course, investing in the securities markets even with traditional stocks and bonds of good companies involves some risks. Our goal is to effectively manage those inherent risks and to build wealth for our clients, not by "rolling the dice," but through the patience and discipline of investing in good businesses.

Q: Is it possible to specify what percentage of stocks, bonds or other assets I would like in my account?

A: Yes. You would play a major role in setting the parameters of your investment portfolio. Through consultation with you, we would establish a mutually agreed-upon set of objectives for your assets, and would maintain on-going communication with you to insure that the objectives we pursue for you remain consistent with your goals.

Q: Would you take taxes into consideration when making trades in my personal account?

A: Yes. Because we would create a distinct portfolio of assets designed specifically for you, we can also manage the tax aspects of that portfolio to meet your specific circumstances.

Q: In one of my accounts I had to pay a capital gains tax to the IRS even though I had a loss in my account. Could that happen with you?

A: Absolutely not. That situation can happen when a person buys into a *pool* (probably a mutual fund) which has *unrealized gains*. If the fund manager sells shares in the fund that have appreciated substantially, the capital gain on that sale is passed along to current fund participants even if they did not necessarily enjoy the benefits of that appreciation. However, that situation could never occur with us because each account has individually owned securities and is not part of a pool.

Q: Would you take my financial goals into consideration when choosing assets and making trades in my account?

A: Yes. One of the strengths of our company is our ability to customize your portfolio to meet your specific financial goals and needs.

More Frequently Asked Questions

Q: How do you get paid for your services?

A: We are a fee-based manager. We are compensated by a quarterly fee based on assets managed. This insures that our goal is the same as yours—to enhance the value of your assets.

Q: Are your fees competitive?

A: Yes. Our fees are very competitive and are one-half of what most mutual funds charge.

Q: Some mutual funds have a variety of fees: loads, 12b-1 fees, exit fees, and so forth. Some are easily identified by shareholders, others are not. Do you charge any of these types of fees?

A: We have only one fee and it is based on the quarterly value of your assets.

Q: If I dealt with a large mutual fund family, wouldn't I be getting the benefit of more experienced portfolio managers?

A: The answer to this might surprise you. According to a study conducted by *The Wall Street Journal*, several years ago, the average mutual fund manager was 28 years old and had 3 ½ years' experience. With BCM, the average age of your portfolio manager is 66 years old with 40 years' experience in research and money management in a variety of investment climates.

Q: Confidentiality is a concern for me. Do you have any way of keeping my business and transactions confidential?

A: We also recognize the importance of confidentiality, and our services are discreet and private. Your account will be encoded in such a fashion that confidentiality is strictly observed.

Q: Who would I talk to about my investments if I use Birmingham Capital? Would I be able to talk directly with my portfolio manager, or would I have to go through a marketing representative?

A: Your communication with Birmingham Capital would be with the actual decision-makers. Our principals average over 40 years' experience in investment management and customer contact, and have managed all types of accounts through many different types of market climates. We talk directly with our clients.

Q: I have been thinking about having my company's employee benefit funds managed by a professional investment manager. Do you manage the investments of such plans for companies?

A: Yes. This is an area in which we have decades of experience. Many companies, particularly

smaller ones, have been giving greater thought to the need for using a "fiduciary," or professional asset manager, to handle the investments of their company's plans. The Employee Retirement Income Security Act of 1974 (ERISA) holds company management to high standards in their decisions about investment management.

Q: I have always handled the financial aspects of my family's affairs, but I am concerned about what my family may need if, in the future, I am no longer able to do this. Can you help in this area?

A: Yes. We work with families in helping not only to manage assets, but also in assisting family members who may have had little experience in this field. This transition can be difficult, which is why it may make sense to plan now to make this transition as seamless as possible.

Q: Is your company subject to any regulation?

A: Yes. We are regulated by federal law and by two oversight commissions. We are registered with the U. S. Securities and Exchange Commission as a Registered Investment Advisor under the terms of the Investment Advisors Act of 1940. We are also registered with the State of Alabama Securities Commission. We serve our retirement fund clients under the terms of the Employees' Retirement Income Security Act of 1974 (ERISA).

Q: Have any of these regulators ever audited your company?

A: Yes. The Securities and Exchange Commission regularly audits Registered Investment Advisors. We are proud of our exemplary record with all oversight agencies.

We hope that this answers many of your questions, but we realize there may be other questions that you would like for us to address. Please call us at the number listed below, and we will be happy to respond to any questions you may have.

**BIRMINGHAM CAPITAL
MANAGEMENT**

**2 Perimeter Park South
Suite 235-East
Birmingham, AL 35243-3253**

Phone: 205-967-7062

Fax: 205-967-7013

**e-Mail: htsmith100@aol.com
couchmanbcm@bellsouth.net**

Fee Schedule

**BALANCED AND
EQUITY ACCOUNTS**

**.75 of 1% First \$5 Million
.50 of 1% Thereafter**



CONTACT:

**H. Thomas Smith
William H. Couchman**

**Birmingham Capital Management
2 Perimeter Park South
Suite 235 – East
Birmingham, AL 35243-3253
(205) 967-7062
(205) 967-7013 (Fax)**



BIRMINGHAM CAPITAL
M A N A G E M E N T

2 PERIMETER PARK SOUTH,
SUITE 235-EAST
BIRMINGHAM, AL 35243-3253
(205) 967-7062

Privacy Policy

We are committed to handling client information responsibly. We recognize and value your expectation that all personal and/or corporate data will be kept private. It is our belief that one of our fundamental obligations is to treat each account with the utmost confidentiality and safekeeping.

We collect and retain information only when it is allowed by law and when we reasonably believe it would be useful to better serve you and/or your organization. We collect nonpublic information from contracts, written and/or electronic correspondence, telephone calls and other forms that you may submit to us. We may also collect information from banks, brokerage firms or other third parties.

We do not disclose information to anyone except regulatory agencies, companies that are authorized service providers and/or tax authorities as required by law.

We restrict access of your records to those employees and service providers who are involved in administering your account. Our Company upholds policies and procedures designed to assure only authorized entrance to and use of client information. We consistently maintain physical, electronic and procedural safeguards that comply with federal standards to protect the information that you have given to us. Also, we require our service providers to maintain policies, procedures and safeguards designed to secure our client information as described above.

Please contact us if you have any questions.

Form ADV, Part II

BIRMINGHAM CAPITAL

M A N A G E M E N T

2 Perimeter Park South • Suite 235-East • Birmingham, AL 35243-3253
Phone: 205/967-7062 • Fax: 205/967-7013

Birmingham Capital Management

Form ADV Part II

**2 Perimeter Park South, Ste. 235 East
Birmingham, Alabama 35243
(205)-976-7062**

Contacts:

**H. Thomas Smith
William H. Couchman**

Under SEC Rule IA-3060, advisers must provide new and prospective clients with narrative brochures that are organized in a consistent, uniform manner and that include plain English disclosures of the adviser's business practices, fees, conflicts of interest, and disciplinary information. Advisory firms also must provide information about the qualifications of those employees who will provide the advisory services to that client. This brochure provides such information. If you have any questions about the contents of this brochure, please contact us at the address or telephone number listed above. The information contained in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about Birmingham Capital Management is also available on the SEC's website at www.advisorinfo.sec.gov. The information contained herein is accurate as of **February 1, 2018**

Birmingham Capital Management

Form ADV II

Table of Contents

| | |
|----------------------|---|
| Page 3. | Birmingham Capital's Advisory Business |
| Page 4. | Fee Structure and Compensation |
| Page 5. | Types of Clients |
| Pages 6. -7. | Investment Methodology and Risks |
| Page 8. | Disciplinary Actions |
| Page 9. | Other Activities and Affiliations |
| Page 10. | Code of Ethics and Conflicts of Interest |
| Pages 11.-13. | Brokerage Practices |
| Page 14. | Review of Accounts |
| Page 15. | Custody of Assets |
| Page 16. | Investment Discretion |
| Page 17. | Voting Proxies |
| Page 18. | Investment Professionals |

Advisory Business & Services

Birmingham Capital Management was founded in 1983. The sole business of Birmingham Capital is to provide investment management or supervisory services for clients who want to have their assets invested in stocks and bonds. We manage portfolios of assets for our clients by making the decisions about what securities should be bought or sold for our clients based on their goals and risk tolerances, and then implementing those decisions. We are neither a financial planner nor a broker-dealer, and we do not offer investment advice on the basis of a subscription service or publication. The only fee we receive for our services is based on a percentage of the market value of the assets we manage for each client. As of December 31, 2017, we managed \$302 million on a fully discretionary basis.

Birmingham Capital is managed by the two principals, H. Thomas Smith and William H. Couchman. The two principals are also responsible for the investment decision-making and portfolio management for all client accounts. We also are the contacts for clients and client prospects.

Our goal is to provide investment management that is tailored to the needs of each client. We do this by maintaining a high level of communication with our clients and an on-going understanding of the needs and risk tolerances of each client. Clients may, at their discretion, communicate to us any restrictions they would like to place on specific investments or industries that they prefer not to own; and we will, to the best of our ability, incorporate those restrictions into our management of their assets.

Fee Structure and Compensation

As we noted on the previous page, the only fee we receive for our services is based on a percentage of the market value of the assets we manage for each client. At the client's discretion and instructions that fee may be deducted directly from the assets we manage, or billed directly to the client at the end of each quarter.

For our investment management services, we charge the following annual fees:

For accounts with a market value of up to \$5 million, the annual fee is $\frac{3}{4}$ of 1% of the client's net assets under management. The fee is payable quarterly in arrears (payable at the close of the quarter for management for that just-completed quarter) and is billed on the net market value of the assets under management at the close of each calendar or fiscal quarter.

For amounts greater than \$5 million, an annual fee of $\frac{3}{4}$ of 1% will be charged on the first \$5 million, and an annual fee of $\frac{1}{2}$ of 1% will be charged on the remainder of the assets above \$5 million. Again, the fee will be payable quarterly. Birmingham Capital's fees may be negotiable depending on the circumstances of each individual case.

An exception may be made to the practice of collecting fees in arrears when a client or a broker/dealer who may be acting as a financial advisor to the client requests that our fees be charged quarterly in advance. In such cases, if an account is terminated in the middle of a quarter, since the fee would already have been collected for that quarter, we will refund that unearned fee pro rata for the portion of the quarter for which we did not manage the assets. Our standard contract does require a 30-day advance notification if the client wishes to terminate the contract.

Since we cannot act as a custodian for client funds, and since we are not a broker-dealer, clients may also pay other fees to other service providers such as custodians, brokers, or mutual funds. Client accounts will incur the cost of trades (such as brokerage commissions) in the course of our management of those accounts. More information is available on this subject in the sections of this brochure subtitled **Investment Methodology (p. 6)** and **Brokerage Practices (p. 11)**.

Birmingham Capital does not accept performance-based fees.

Types of Clients

We provide our services for a variety of clients, including pension and profit sharing plans, corporations who wish to invest a portion of their corporate assets, endowments and foundations, trusts of various types, and high net worth individuals. Birmingham Capital generally imposes a new account minimum asset value of \$750,000. This figure is subject to negotiation.

Investment Methodology and Risks

Birmingham Capital employs an investment style that can best be characterized as a large capitalization value approach. What this means is that the majority of the stocks that would be purchased or held in our clients' portfolios would be the stocks of very large, generally well-known companies who are leaders in their field or industry. Furthermore, we seek to purchase our portfolio holdings at what we believe is a "value" price, meaning that we try to be attentive to how much we pay for a holding. Our belief is that overpaying for securities that have high market expectations is counterproductive to the long term enhancement of asset values. This is where the "value" part of our description is derived. Our research method can best be described as "fundamental." What this means is that we evaluate the attractiveness of a security based most significantly on the fundamentals of the underlying company, and not on the basis of market trends or charts. Our information for these evaluations comes from a variety of sources, including but not limited to financial periodicals, inspection of documents issued by companies (annual reports, 10Q's, SEC filings), research materials provided by others (brokerage firms or other such providers), corporate rating services (such as Moody's), and company press releases or other information that we may lawfully obtain from company sources.

When we purchase a security for a client's portfolio, and in particular an equity security, our intention is usually to hold it for an extended period of time (over a year, and usually well beyond that). On occasion the holding period may be less than a year, but such instances are rare. Generally speaking, we have a low turnover rate in our portfolios because of this focus on longer term holdings.

In our equity, or common stock investing, we generally purchase individual securities for our clients' portfolios, and we focus our attention on exchange-listed securities, most of which will be U.S. corporations. We do use the securities of foreign corporations on occasion (and they will trade on U.S. exchanges as ADR's, just like U.S. stocks do), but for the most part, our equity investments will be in U.S. companies. We may on rare occasions use a mutual fund when it is advantageous to the client to do so, primarily to achieve diversification within a particular sector. It should be noted, however, that when a mutual fund is used, the client may be paying a "double fee" in that the mutual fund will likely be charging an unseen fee which is deducted from the fund value, and the client will also be paying our fee for asset management.

In our fixed income investing, for the most part we use corporate, government, or municipal debt securities issued by U.S. companies, the U.S. government, or states and municipalities within the U.S. We may on rare occasions use the debt securities of a foreign company as we would occasionally buy the common stock of a foreign company.

For the temporary investment of cash within portfolios, we generally use a short term investment vehicle managed by the custodian of the client's assets. These investment vehicles will in turn employ certificates of deposit issued by U.S. banks, the commercial

paper of U.S. corporations, or treasury bills issued by the U.S. government, all with maturities of less than one year and generally less than 90 days.

As a general rule, we do not use options, futures, or derivatives in managing our clients' funds. We do not sell "short" (selling a stock one does not own, and attempting to buy it back later at a lower price) or trade on "margin" (borrowed money). We may on rare occasions invest our clients' funds in a partnership security or an REIT if it is in our clients' interest to achieve their goals, but these will be limited to securities that are listed and traded on U. S. exchanges.

Investing in securities, whether stocks or bonds, entails the risk of loss. Investing in stocks entails the risk of material loss. Clients and prospective clients must be financially able to bear the possibility of such losses.

Disciplinary Actions

As a part of the information included in this brochure, we are required to disclose any disciplinary action taken on the part of any regulatory or law enforcement agency against either our firm or any employee of our firm. Neither Birmingham Capital nor any employee of Birmingham Capital has ever been subject to any disciplinary action or any criminal or civil action by any overseeing agency.

Other Activities and Affiliations

No employee of Birmingham Capital Management, nor any related person, is engaged in any business, activity, or relationship that would be material to our advisory business or to our clients. None of our employees or related persons receives any compensation from any other source that is in any way related to our business or our clients.

Code of Ethics and Conflicts of Interest

SEC rule 204A-1 requires that all investment management organizations that are registered with the SEC adopt and maintain a Code of Ethics that outlines the core values and objectives of the firm in relation to both the standard and the spirit of the laws that govern our business. Our Code also explains the priorities that we incorporate into our business practices in order to protect the interests of our clients and maintain the integrity of our organization. Our Code of Ethics statement is available to clients and/or prospects upon request.

Some of the practices of our firm, as well as just about any other firm in the same business, carry the potential for creating conflicts of interest between those practices and the interests of the clients. Our objective, as outlined in the Code of Ethics referenced above, is to avoid the appearance of such conflicts of interest, and to place the interests of our clients ahead of our own. Below, we will describe some areas where the potential for conflicts exists, and what we do to try to avoid those conflicts.

Birmingham Capital may, from time to time, purchase or sell securities for its employee savings plan that it is also purchasing or selling for its clients. Also, our employees or related persons may, from time to time, purchase or sell securities for their own interest that are also being purchased or sold in client accounts. In such cases, our policy is to always give priority to activities for client accounts. In other words, our employees will not knowingly execute trades for their own accounts immediately prior to executing trades for client accounts in the same security (a practice known as “front-running”). This will be particularly important in cases where we are planning to purchase one or more securities for a large number of clients, and in some meaningful size (thousands or tens of thousands of shares). In cases where only a small number of shares are potentially involved, as might happen if we were purchasing a security for only one or two accounts, it is unlikely that any material advantage or disadvantage might be created because of the size of the companies we invest in and the liquidity of the trading in those shares. Nonetheless, it is our policy to avoid any appearance of conflicts of interest in the purchase or sale of securities. Also to that end, no Birmingham Capital employee or related person is a general partner or owner in any business in which our clients may be solicited to invest, nor any business from whom we might purchase goods or services.

Birmingham Capital does not act as a broker/dealer. In other words, we do not have an arm of our company that can execute trades and charge a commission. We generally have no conflict of interest in the selection of brokers chosen to execute trades for our clients’ accounts. However, more specific information is available on this topic in the section of this brochure subtitled **Brokerage Practices**, including a discussion of how the selection of certain brokers may involve higher commissions and how this benefits our clients. Birmingham Capital is not compensated by any third party, broker, or custodian for recommending or using the services of that third party.

Brokerage Practices

As was mentioned in the section above, Birmingham Capital does not act as a broker/dealer, so when we decide to execute a purchase or sale in a client's account, we must choose the appropriate broker to execute the transaction. Discretion in the selection of the executing broker and the commission rate to be paid on a particular trade may vary depending on whether the client is a non-sponsored client or a sponsored client, and on the basis of what additional services a particular broker may offer that are of benefit to all of our clients.

A non-sponsored client is one who comes to Birmingham Capital directly, without the aid or recommendation of a third party securities broker acting as a middleman or advisor. In the case of non-sponsored clients, the selection of brokers and/or custodians, and the negotiation of commission rates will primarily be our responsibility, although the client may wish to provide input. If the client wants us to, we may suggest a choice of several brokers and/or custodians that we have a relationship with, and that have demonstrated that they provide a cost-effective and reliable service. The client may choose to select one of those brokers and /or custodians that we suggest, or they may choose their own independent of our suggestions.

There are several factors that weigh in the selection of brokers and negotiation of commission rates. We will consider the execution capabilities of the broker relative to the anticipated size of the transactions in the client account. Most security transactions, particularly those that involve purchases and sales of stocks, and that involve trades of only a few hundred or even thousands of shares (as a general rule, less than 10,000 shares) are executed by securities exchange computers that simply match orders and do not require the working attention of a broker. In such cases, there is very little difference in the execution capabilities between brokerage firms. If we anticipate that a client's account might involve transactions of a greater size, broker selection will be more important, and the selection of a brokerage firm with more advanced capabilities in "working an order" will be a consideration.

We will also consider the commission rates that will be charged relative to the anticipated size and frequency of the transactions. Additionally we will consider the record-keeping and transaction accounting capabilities of the broker, as that can have a significant impact on the client's overall satisfaction with the investment product. The objective is to obtain a high overall quality of service from the broker, and not necessarily the lowest possible commission rate. The single-minded objective of finding the lowest possible commission rate or cost per trade may often come at the expense of other factors that may in fact be more important to the overall satisfaction level of the client with the broker selected.

One very important factor that affects our ability to obtain important information about the industries and companies we invest in is the availability of reliable research products. Larger brokerage firms often have research capabilities that are available to us through

the use of brokerage commissions. When we receive research products from such brokerage firms, our clients directly benefit because we do not have to independently produce or pay for that research. We are not speaking here of what will later be described as “soft dollar” services. In this case, we are discussing research that larger brokerage firms make generally available to investment managers who from time to time execute trades with those brokerage firms, but with no set expectation for the amount of brokerage that may be generated. In other words, we aren’t “contracting” with them for a set amount of brokerage commissions in exchange for a specified research product. We will discuss that arrangement below.

Therefore it may be the case that the use of certain brokers will be determined on the basis of their ability to provide research services to Birmingham Capital. In those cases, brokerage commissions are not only paying for execution, but also for research services. In such cases it is not reasonable to expect that the commission rate paid will be the lowest absolute rate available. Such research services are of value to all Birmingham Capital clients because they provide a basis for our security selections and the timing of our trades. These services may include company and industry reports, market or economic evaluations or forecasts, and statistical information that is critical to our ability to evaluate investment opportunities.

Since all clients benefit from the use of research services that may be paid for by brokerage commissions, there may be no direct correlation between the benefits received by any one client and the brokerage commissions that come from transactions from that or any other portfolio. In other words, any number of accounts may participate in trading that generates commissions that help to pay for research services. As a result, BCM recognizes, and advises clients, that our objective in negotiating commissions with any particular broker may not always be the obtaining of the absolute lowest commission rate.

As a result of all these factors, we will place orders for the purchase and sale of securities with the primary objective of obtaining a competitive commission rate, an efficient execution of the trade, and the possibility that certain brokers are providing vital research products and information. We will insist on a high standard of quality in evaluating execution capabilities, and will occasionally test broker execution capabilities. We will deal only with brokers who can meet those standards of quality execution.

A sponsored client is a client who has been brought to us or introduced to us by a third party securities broker, usually someone with whom the client has had a prior relationship. Birmingham Capital does not compensate, directly or indirectly, any person or organization for client referrals. In the case of a sponsored client, the introducing broker will usually also serve as the custodian of the client’s assets. There may also be cases where clients that come to us as sponsored clients will be in an arrangement with the sponsoring broker that is called a “wrap fee” arrangement. Under this arrangement, the client generally pays one fee to the broker (usually a percentage of assets under management), and from this one fee all other expenses are paid, including brokerage

charges for trades and Birmingham Capital's investment management fee. Birmingham Capital currently has one wrap fee arrangement in force with a specific brokerage firm.

As was mentioned earlier, we may also from time to time execute trades with certain brokers with whom we have contracted to obtain specific research materials in exchange for brokerage commissions. This is known as a "soft dollar" arrangement. We use these

types of commissions to purchase products and services that aid in investment decision-making and trade executions. Specifically, during the past year, we have used soft dollar commissions to purchase our securities quotation and trading service supplied by Telemet. The commission rates we receive by trading with the broker we use for this type of trading are very competitive, but we cannot guarantee that they are the lowest possible rates. Again, all of our clients are receiving the benefits of this service, and should expect that there might be a higher commission rate involved, and we do not attempt to proportionately allocate those benefits only to the accounts that might have paid the commissions.

Sponsored clients, which are clients that come to us on the advice of a third party such as their broker, will almost always direct us to execute trades with the broker who introduced us to the client, and who in most cases has custody of their assets. In such cases Birmingham Capital does not accept responsibility for execution capabilities nor commission rates. We will assume that the sponsored client and the sponsoring broker have accomplished those negotiations themselves, and that they are satisfactory to the client. In such cases, the client should realize that they are likely paying higher transaction costs or custodial fees than might be available through other brokers.

Finally, it may be our practice from time to time, especially in cases where we plan to purchase or sell a particular security for a large number of client portfolios, to aggregate or combine all the trades into one large trade with one broker. We can only do this if the clients have not expressed a preference for a particular broker or if the custodial situations allow it. In those cases, it might be advantageous to the accounts involved to aggregate, in that they could potentially receive a lower commission rate than if the trades had been done one at a time in individual accounts. We will use our best judgment to determine when it might be advantageous to our clients to do this.

Review of Accounts

Client portfolios at Birmingham Capital will be managed by one or both of the firm's principals and founders, H. Thomas Smith and William H. Couchman. Tommy and Bill have extensive backgrounds in money management. Tommy (born 03/06/40) has been a professional investor since 1969, including 3 years at Integon Corporation and 11 years at AmSouth Bank in the Trust Investment Department. Bill (born 07/03/52) has been in the investment management business since 1976, including nearly 8 years at AmSouth Bank in the Trust Investment Department. Both Tommy and Bill have advanced degrees in business, and both are Chartered Financial Analysts (see the section subtitled **Investment Professionals**, p. 19).

Client accounts are reviewed by one or both of the principals on at least a monthly basis to insure that the holdings are consistent with previously stated client objectives. Accounts may be reviewed more frequently as securities are bought or sold in accounts or as portfolio strategies may change. Individual accounts may also be reviewed more frequently if there are changes in the client's objectives. Accounts are generally managed by the principals as a team, but one of the principals will usually be designated as the primary contact on each account.

The principals will meet with clients and/or client representatives (such as financial advisors) periodically to discuss client objectives, strategies, portfolio changes, and performance. Should modifications in client objectives occur, those changes will be immediately noted on the client profile. There is no formal scheduling of such meetings unless the client requests that such be the case. We will attempt to schedule and conduct such meetings at least annually, subject to the client's availability. Meetings may be more frequent if the client requests such.

Custody of Assets

Birmingham Capital does not have the authority to act as a custodian for client funds. Prospective or current clients may direct us to use a custodian of their choice. If a prospective client has no preference with regard to a custodian, we may suggest a set of alternatives with regard to the choice of an appropriate custodian. If the prospective client still has no preference, we will exercise the authority to choose an appropriate custodian for the client's funds. Prospective clients should be aware that some custodians may charge a custodial fee that the client must pay in addition to our management fee.

Any custodian that we may choose on behalf of a client will send the client a statement of their account at least quarterly, which will list all transactions for the time period covered, as well as a market valuation for the assets. Clients should carefully review these statements, as they represent the official picture of the account's transactions, asset values, and potential tax liabilities. We also utilize an accounting system for account management, and if a client requests it, we will furnish a monthly or quarterly statement from our internal accounting system. Even though we balance our statements monthly with those provided by custodians, clients should nonetheless carefully compare our statements with those of their custodian.

Investment Discretion

All prospective clients who wish to hire Birmingham Capital must execute an investment management agreement which gives us, in effect, a power-of-attorney to execute securities transactions in a specified account. The management agreement does not give us authority to direct the custodian to transfer assets into or out of a client's account without the client's consent or direction. The only exception is that the client may also give us standing authority to bill the custodian for our investment management services, and the custodian can then pay our management fee from the account we manage. In any such case, we will also send the client a copy of the invoice sent to the custodian so that the client can see the asset values and amount billed. In cases where a "wrap fee" arrangement exists between the client and a brokerage firm (a sponsored client as described in the **Brokerage Practices** section), there may be a single contract executed between Birmingham Capital and the sponsoring broker that covers all clients whose accounts we manage under that wrap fee arrangement.

We will generally exercise full discretionary authority with regard to the selection of securities to be bought or sold within a client's account. In other words, it will not be our practice to seek client approval prior to any particular transaction. It will be the client's responsibility to notify us if they wish to create any limitations on that discretionary authority, such as the identification of particular securities or types of businesses that they do not wish to own. Unless the investment management agreement or a written notification specifies otherwise, we will assume full discretionary authority in the selection of securities to be bought and sold in such client's account.

Voting Proxies

If the client wishes for us to do so, we will accept responsibility for voting the proxies for securities held in the client's account. Clients and prospective clients should know that we do not hold ourselves out to be "Activists" in proxy voting. It is generally not our goal to actively seek to influence decisions that the boards of directors of companies in whom we own shares for our clients might make. Consequently, our normal practice with regard to proxy voting will be to vote with company management. There may be an exception to that practice if, in our judgment, a proxy item that is up for a vote appears to us to give company management some sort of advantage over shareholders. As an example, in times past it might have been the case that managements might ask shareholders to approve a provision that allowed certain company managers to purchase shares of their own stock in the market at a price discounted to the current trading value. If we see such a proposal on a proxy ballot, we might vote against it because we might consider it to be disadvantageous to shareholders in favor of management. We would hasten to add, however, that in the current era of higher scrutiny of management practices, such situations are very rare.

Clients may wish to vote their own proxies, in which case we will make that provision available to them by giving the custodian appropriate instructions with regard to who receives the proxies when they are issued. Clients may also direct us as to how to vote on a particular matter that may appear in a proxy by giving us written instructions for such a vote for securities in their account.

Clients may request from us a copy of our voting policies and procedures, as well as information about our voting record for proxies in their account.

Fiduciary Responsibility

Within the financial services industry, a Fiduciary is defined as a professional practitioner who is obligated to always, and in every way, place the interests of his clients ahead of his company or personal interests. As we state in our Code of Ethics, it is always our practice to put our clients' interests first, and we work very hard to accomplish that. In that sense, we act as Fiduciaries in the practice of investment management for our clients, and in the way we run our business as it may impact our clients.

More recently, the definition of a Fiduciary has been enhanced to include proper care in the offering of advice on specifics such as how best to structure a retirement plan for a business or an individual. In other words, should the client or prospective client create or use a 401k, an IRA or some other type of vehicle to best accomplish their retirement objectives? Recent changes in the laws that govern the Financial Services industry now require professionals who would offer such advice to clients or prospective clients to act in a Fiduciary manner. This means that they ought to be well informed about the available retirement vehicle options, and must be prepared to discuss in great detail the advantages and disadvantages of these options. If they choose to offer such advice, they must be prepared to offer the client or prospective client a full and impartial picture of the various options available. However, these are decisions that are beyond the purview of our investment management practices at Birmingham Capital.

Since such decisions are out of the realm of our regular investment management practices, we do not hold ourselves out to be Fiduciaries within the context of offering this sort of advice. And so as a general rule, we will not offer advice as to how to best structure a retirement plan in terms of what specific vehicle to use. Clients and prospective clients are advised to consult their accountant or other financial services providers for guidance in this area.

Investment Professionals

We are required to provide clients and prospective clients with information about our employees who are involved in the formulation of investment advice for our clients and who have direct client contact, and, for employees who have discretionary authority over our clients' assets.

As we stated in the section subtitled **Review of Accounts (p. 14)**, all client contact and portfolio supervision is done by one or both of our founders and principals, H. Thomas Smith and William H. Couchman. Tommy and Bill both have advanced college degrees. Tommy has degrees from Wake Forest University (Bachelors) and the University of North Carolina (MBA); and Bill has degrees from the University of Alabama (Bachelors and Masters). Tommy (born 03/06/40) has been a professional investor since 1969, including 3 years at Integon Corporation and 11 years at AmSouth Bank in the Trust Investment Department. Bill (born 07/03/52) has been in the investment management business since 1976, including nearly 8 years at AmSouth Bank in the Trust Investment Department. Both Tommy and Bill are Chartered Financial Analysts*.

*The Chartered Financial Analyst (CFA) designation is conferred on investment professionals who have completed a 3-year study and testing program designed to enhance their knowledge of a variety of aspects of investment research and portfolio management. CFA's are members of the national Association for Investment Management and Research.