

Bower Hill Capital Management LLC
Form ADV Part 2A – Disclosure Brochure
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This brochure provides information about the qualifications and business practices of Bower Hill Capital Management LLC. If you have any questions about the contents of this brochure, please contact us at 412-278-1527. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

You can find more information about us at the SEC’s website www.adviserinfo.sec.gov.

Item 2 – Material Changes

This is our first firm brochure, so there are no material changes at this time. In the future, this Item will be used to provide clients with a summary of new and/or updated information. Clients will receive a summary of any material changes to this brochure within 120 days of the close of our fiscal year. Furthermore, we will provide clients with other interim disclosures about material changes as necessary.

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Item 4 – Advisory Business

The Company

Bower Hill Capital Management LLC (“we,” “us” or “Bower Hill”) is a Delaware limited liability company owned by Marc Zabicki (85%) and SWS Partners, LLC (15%). The firm is a newly formed investment adviser.

Advisory Services

Investment Philosophy

Many investing strategies employed by us share a common philosophy: seek to participate in upside asset price momentum while engaging in systematic methods to avoid substantial losses. The employment of downside protection strategies, or portfolios designed primarily to win by avoiding substantial losses, is an approach that has shown to benefit portfolio performance over the long term. We believe that applying systematic, rules-based investment processes focused on aligning portfolio exposures with trends in capital markets may prove to be a successful investment approach. Our investment philosophy is grounded in a disciplined approach to allocating assets consistently based on what we believe are the highest probability events. Our investment focus is not on beating the benchmark each year, for we believe attempts at beating the benchmark annually may expose the portfolio to excessive risk. Instead, we attempt to participate in upside asset class trends while focusing on avoiding material losses that may significantly erode a portfolio’s value. We believe this approach may result in portfolio results that beat the benchmark over the long-term while assuming less risk.

In providing our services, we use proprietary strategic and tactical asset allocation investment processes and models to help guide investment decisions in various financial market environments, and we generally invest our clients’ assets in exchange-traded funds (“ETFs”) and individual equity securities. However, we may use a wide range of different securities to construct client portfolios. Our investment strategies are more fully described below in Item 8.

Our Services

Bower Hill serves broker-dealers and registered investment advisors (“financial intermediaries”) as a third-party asset manager and financial market research consultant.

Separate Accounts. Bower Hill provides discretionary investment advisory services to separate account clients primarily through financial intermediaries. After consultation with their primary advisor, separate account clients select a Bower Hill investment strategy appropriate for their risk tolerance and investment objectives. Clients are permitted to impose reasonable restrictions on the strategy managed by us if such restrictions are not materially different from a strategy’s investment objectives. Clients who impose investment restrictions should be aware that the performance of their accounts may differ from that of client accounts which do not impose such investment restrictions.

Model Portfolio Licensing. We may license a model portfolio of securities designed by us for use by other financial intermediaries for their clients. Bower Hill will design, monitor and provide regular updates to the models or strategies it manages. Based on the information and recommendations provided by Bower Hill, financial intermediaries then implement the model for their clients at their discretion.

Consulting Services. We may provide clients with financial consulting services on various matters related to investment management and capital market research.

Suitability

Other than accepting reasonable investment restrictions from clients as described above, Bower Hill does not generally tailor its advisory services based on its analysis of the individual needs of clients. Instead, for separate account clients that are referred to Bower Hill through a financial intermediary, as well as for financial intermediaries utilizing Bower Hill model portfolios, the referring intermediary is responsible for the initial determination of client suitability for the selected strategy or model managed by Bower Hill. The financial intermediary is also responsible for the ongoing review of a client's objectives, and for communicating any changes in financial condition of a client to us. While Bower Hill recognizes its fiduciary duty to its clients, we rely on information provided by the financial intermediaries when providing our services.

Wrap Fee Programs

Bower Hill may manage portfolios in a wrap fee program, but it does not sponsor any wrap fee programs.

Assets Under Management

The firm is a newly formed investment adviser and currently has \$0 in assets under management. We manage client assets on a discretionary and non-discretionary basis.

Item 5 – Fees and Compensation

Amount of Our Fees

Separate Accounts and Model Portfolio Licensing

We calculate our fees as a percentage of the assets we manage for our clients. Our standard fee schedules are below (fees shown are on an annual basis).

Separate Accounts
<ul style="list-style-type: none">• 0.60% on the first \$5 million• 0.55% on the next \$5 million• 0.50% on the next \$5 million• 0.45% on the next \$5 million• 0.40% on amounts over \$20 million
Model Portfolio Licensing
<ul style="list-style-type: none">• 0.60% on the first \$50 million• 0.55% on the next \$200 million• 0.50% on the next \$250 million• 0.45% on the next \$250 million• 0.40% on amounts over \$750 million

Our advisory fees are negotiable. Some clients pay more or less than others depending on certain factors, including the type and size of the account, the range of additional services provided to the client, and the total amount of assets managed for a group of related clients.

Consulting Services

As stated above in Item 4, we may provide clients with financial consulting services on various matters related to investment management and capital market research. We typically charge clients a fixed fee for such services that varies based on the scope of the work provided.

Payment of Our Fees

Separate Account and Model Portfolio Licensing Fees

Our fees are generally paid in advance. Depending on our agreement with each client or financial intermediary, at the beginning of each quarter, we will either deduct our fees directly from client accounts or send an invoice for the payment of our advisory fee. Our fees are based on the value of the assets managed at the beginning of the applicable quarter. If an advisory agreement with us begins during a quarter, we will prorate the fee for the initial partial quarter, based on the number of days from the beginning of the agreement until the end of the initial quarter.

If we deduct fees directly from a client account, and there is not enough cash in the account to pay our fee, we may sell some account assets to pay the fee.

Our advisory agreement may be terminated on 30 days' written notice by either party. If the agreement with us terminates during a quarter, we will refund a pro rata portion of the fee paid for that quarter, based on the number of days between the end of the 30-day notice period and the end of the quarter.

Other than at the beginning and termination of a client relationship, we do not make adjustments to quarterly fee due to assets added or withdrawn during a quarter.

Consulting Fees

Our fees for our financial consulting services are fixed, and are generally payable in advance and in full, unless terms are otherwise negotiated.

Other Fees

Fees in addition to our fees will be incurred in client accounts holding exchange traded funds ("ETFs") or other investment companies (like mutual funds). For example, accounts will incur an annual management fee payable to the manager of the fund. These fees and expenses are described in each fund's prospectus, and they are not shared with us. We evaluate the relative annual costs of investing in ETFs and other investment companies as a part of our investment decision making process. Clients should review the fees charged by the investment companies and our fees to fully understand the total amount of fees paid and to evaluate the advisory services we provide.

Clients may also incur brokerage and other transaction costs, as discussed below in Item 12.

Compensation from Sales of Securities

We do not accept compensation for the sale of securities or other investment products.

Item 6 – Performance-Based Fees and Side-By-Side Management

We do not accept "performance-based fees" (fees based on a share of capital gains on or capital appreciation of your assets).

Item 7 – Types of Clients

Types of Clients

We generally provide asset management services and advice to individuals through their financial intermediaries and to financial institutions, such as broker-dealers and registered investment advisers.

Minimum Account Size

Clients for whom we execute an equity-based strategy (such as our equity dividend strategies) must generally have at least \$250,000 of total assets invested in that strategy. We do not generally impose a minimum account size on other clients. We reserve the right to waive minimum account size requirements at our discretion.

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

Methods of Analysis

We use the following methods of analysis to manage your assets:

- *Fundamental Analysis.* The success of our strategies depends in large part on our ability to accurately assess the fundamental value of securities and capital markets in general. An accurate assessment of fundamental value depends on a complex analysis of a number of economic, financial, operating, legal and other factors. No assurance can be given that we can assess the nature and magnitude of all material factors having a bearing on the value of securities.
- *Technical Analysis.* In implementing our investment strategies, we may also utilize technical analysis, which is the study of asset prices and their movement as influenced by the supply and demand for a particular security. Although employing these techniques may expand the opportunity for gain, it also carries the risks of volatility and loss.
- *Cyclical Analysis.* Economic/business cycles may not be predictable and may have many fluctuations between periods of economic or market expansion and contraction. The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

In performing our analysis, our judgment about the attractiveness, value and potential appreciation of a particular asset class or individual security may be incorrect, and there is no guarantee that the securities we select will perform as anticipated. The value of an individual security can be more volatile than the market as a whole, or our approach may fail to produce the intended results. Our estimate of a security's intrinsic value may be wrong or, even if our estimate of intrinsic value is correct, it may take a long time before the price and intrinsic value converge. As a result, there is a risk of loss of the assets we manage that is out of our control. Although we will do our best in managing your assets, we cannot guarantee any level of performance or that you will not experience a loss in your assets.

Additionally, in performing our analysis, we may use commercially available information services and financial publications, research materials prepared by various broker-dealers and other research developed by other third-party providers. Our methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities,

and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Investment Strategies

Our Strategies

We currently use the following types of strategies to manage client assets: each of which is described further below:

- *Tactical Core ETF Strategies.* The primary objectives of these strategies are to (i) align capital with specific asset classes during sustained rallies and (ii) position defensively or adjust asset class exposures in deteriorating market conditions. Our tactical philosophy is that disciplined, rules-based investment approaches may generate enhanced risk-adjusted returns over time. We believe that the concept of chasing benchmark-beating returns on an annual basis requires assuming too much risk in a portfolio. Through detailed analysis, we quantify the premises behind our strategies and seek to identify persistent trends in asset prices. The underlying premise of our tactical core ETF strategies is that asset prices are driven by changes in investor sentiment and equity risk premiums and that these premiums vary with time and the business cycle. We believe that during periods of market stress, and conversely market exuberance, asset price variation is due in part to trend changes in investor sentiment. By monitoring trends in asset prices, investor sentiment and fundamental market conditions, we seek to identify times when certain asset exposure is more or less favorable and adjust the portfolio allocation accordingly. Conversely, during times when investors' risk tolerance and sentiment are low and asset prices are deteriorating, we align portfolio exposures defensively and may seek exposures in those asset classes not correlated with the broader market. Our tactical core ETF strategies are offered across various asset classes, risk tolerances, and geographies.
- *Tactical ETF Income Strategies.* These strategies seek to optimize portfolio income while assuming moderate levels of risk, and they invest in various ETFs that may include equity, bond, alternative asset or multi-asset exposures. We adjust ETF exposures to account for changing trends in asset prices, investor sentiment, market risk premiums and fundamental market conditions. Given that the strategies' goal is income, portfolios invested pursuant to these strategies are expected to remain near fully-invested at all times.
- *Equity Dividend Strategies.* These strategies seek to generate attractive risk-adjusted returns via fundamental evaluation of company prospects and a company's ability to pay and grow its dividend streams over time. These strategies primarily use individual equities, and portfolios invested pursuant to these strategies are expected to remain nearly fully invested at all times. We initially screen to include those companies (i) paying material dividends, (ii) expected to grow their dividends, (iii) expecting attractive growth in their businesses going forward, and (iv) with strong fundamental operating attributes. Once this comprehensive screen has been established, a bottom-up fundamental evaluation takes place for final selection of stocks for a concentrated portfolio. Portfolios managed pursuant

to these strategies are expected to maintain a standard deviation less than that of the S&P 500 Total Return Index.

- *Other Strategies.* Bower Hill may develop strategies in addition to those listed above. The strategy or strategies we use for a client's account will be disclosed by us or the client's financial intermediary.

Risks Associated with Our Strategies - General

All investments in securities include a risk of lost principal (invested amount) and any profits that have not been realized. Clients should be prepared to bear the risk that financial asset prices may fluctuate substantially over time. In addition, as recent global and domestic economic events have shown, the performance of any investment is not guaranteed.

Our advisory agreement states that we are not liable for:

- any loss suffered because of any investment decision we make or other action we take or do not take in accordance with our advisory agreement
- any loss suffered because we follow a client's oral or written instructions
- any act or failure to act by any custodian, broker or other financial intermediary

Nevertheless, nothing in our advisory agreement constitutes a waiver of any legal right under applicable federal or state securities laws or any other law whose applicability may not be waived through contract. If there is a discrepancy between the information in this brochure and a client's agreement with us, the client agreement will control.

In addition, the execution of our strategies may involve frequent trading. Frequent trading may result in higher transactional costs and may adversely affect investment performance. Frequent trading may also cause adverse tax consequences for a client.

Risks Associated with Our Primary Client Investments

In the execution of our strategies, we principally invest client assets in ETFs and individual equity securities. Our strategies may subject clients to the following risks:

- *Correlation Risk:* The price of equity securities and fixed income securities, as well as other asset classes, often rise and fall at different times so that a fall in the price of one may be offset by a rise in the price of the other. In deteriorating markets, the prices of securities within and across asset classes may fall in tandem. Because our strategies allocate investments targeted in one asset class or across asset classes, the strategies are subject to correlation risk.
- *Credit Risk:* Issuers of fixed income securities may not make interest or principal payments on securities, resulting in losses to an investor. In addition, the credit quality of an issuer's securities may be lowered if an issuer's financial condition changes, including the U.S. government.

- *Derivatives Risk:* Some ETFs use derivatives, such as swaps, options and futures, among others. Derivative instruments may be illiquid, difficult to value and leveraged so that small changes may produce disproportionate losses to a client. Over-the-counter derivatives, such as swaps, are also subject to counterparty risk, which is the risk that the other party in the transaction will not fulfill its contractual obligation. Losses from investments in derivatives can result from a lack of correlation between the value of those derivatives and the value of the underlying asset or index. In addition, there is a risk that the performance of the derivatives or other instruments used by ETFs to replicate the performance of a particular asset or asset class may not accurately track the performance of that asset or asset class.
- *Diversification Risk:* A client's portfolio may be limited to only a few investments. As a result, the client's performance may be more sensitive to any single economic, business, political or regulatory occurrence, relative to the value of a more diversified portfolio.
- *Emerging Market Risk:* Emerging market countries may have relatively unstable governments, weaker economies and less-developed legal systems with fewer security holder rights. Emerging market economies may be based on only a few industries and security issuers may be more susceptible to economic weakness and more likely to default. Emerging market securities also tend to be less liquid.
- *ETF Risk:* ETFs are subject to investment advisory and other expenses, which will be indirectly paid by clients. As a result, the cost of the investment strategy will be higher than the cost of investing directly in ETFs. In addition, ETFs are subject to specific risks, depending on the nature of the fund. ETFs are professionally managed pooled investment vehicles that invest in stocks, bonds, short-term money market instruments, other ETFs, derivatives and other securities, or any combination thereof. ETF managers trade fund investments in accordance with fund investment objectives. While ETFs may provide diversification, risks can be significantly increased for funds concentrated in a particular sector of the market, or that primarily invest in small cap or speculative companies, use leverage (i.e., borrow money), or concentrate in a particular type of security rather than balancing the fund with different types of securities. ETFs can be bought and sold throughout the day and their price can fluctuate throughout the day. During times of extreme market volatility, ETF pricing may lag versus the actual underlying asset values and there is no guarantee this relationship will resolve itself.
- *Fixed Income Risk:* A client may invest in fixed income securities, directly or through ETFs. The credit quality rating of securities may be lowered if an issuer's financial condition deteriorates and issuers may default on their interest and/or principal payments. Typically, a rise in interest rates causes a decline in the value of fixed income securities.
- *Foreign Investment Risk:* Foreign investing involves risks not typically associated with U.S. investments, including adverse fluctuations in foreign currency values, adverse political, social and economic developments, less liquidity, greater volatility, less developed or less efficient trading markets, political instability and differing auditing and legal standards.

- *Key Personnel Risk:* The success of our strategies depends greatly on the investment skills of our principals and key personnel. Performance of a client's portfolio could be adversely affected if, due to illness or other factors, the services of certain principals or key personnel were not available for any significant period of time.
- *Leverage Risk:* Leverage (borrowing) may be used in investment and trading, generally through purchasing inherently leveraged instruments, such as certain ETFs. The prices of leveraged instruments can be highly volatile, and investments in leveraged instruments may, under certain circumstances, result in losses that exceed the amounts invested. Borrowing magnifies the potential for losses and exposes the client to interest expense on money borrowed. Leveraged ETFs and derivatives will amplify losses because they are designed to produce returns that are a multiple of the equity index to which they are linked.
- *Leveraged ETF Risk:* ETFs may use leverage, which may amplify gains and losses. Most leveraged ETFs reset their leverage daily. Due to the effect of compounding, their performance over longer periods of time can differ significantly from the performance of their underlying index or benchmark during the same period of time.
- *Market Risk:* Overall equity, fixed income and alternative securities market risks affect the value of a client's portfolio. Factors such as domestic or global economic growth, market conditions, interest rate levels and political events affect the securities markets.
- *Options Risk:* There are numerous risks associated with transactions in options on securities. A decision as to whether, when and how to write options and purchase options involves the exercise of skill and judgment, and even a well-conceived transaction may be unsuccessful to some degree because of market behavior or unexpected events.
- *Small and Medium Capitalization Stock Risk:* A client may invest directly or through ETFs in companies of any size capitalization. The price of small or medium capitalization company stocks may be subject to more abrupt or erratic market movements than larger, more established companies or the major market indices in general.
- *Turnover Risk:* A higher portfolio turnover may result in higher transactional and brokerage costs and could result in higher taxes when a client's investments are held in a taxable account.
- *U.S. Government Securities Risk:* Although U.S. government securities are considered among the safest investments, they are not guaranteed against price movements due to changing interest rates. Obligations issued by some U.S. government agencies are backed by the U.S. Treasury, while others are backed solely by the ability of the agency to borrow from the U.S. Treasury or by the agency's own resources.
- *Strategy Risks:* The business of investing in securities is highly competitive and the identification of attractive investment opportunities is difficult and involves a high degree of uncertainty.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client’s evaluation of us or the integrity of our management.

Bower Hill has no legal or disciplinary events to report.¹

Item 10 – Other Financial Industry Activities and Affiliations

We are obligated to disclose if we, any of our employees and independent contractors, or any of our affiliates are involved in other financial industry activities, such as those of a broker-dealer, commodity pool operator or a futures commission merchant. We are also obligated to disclose if we receive compensation from other advisers for recommending or selecting those advisers.

Bower Hill and SWS Partners, LLC (“SWS”) are affiliated entities. SWS has entered into a sub-advisory relationship whereby Bower Hill will act as the sub-adviser to SWS advisory clients. Please be advised there is a conflict of interest in that SWS has an economic incentive to utilize and/or recommend Bower Hill as opposed to other investment managers. SWS manages this conflict by (i) ensuring the investment manager utilized for the client is appropriate given the client’s goals, objectives, and tolerance for risk, and (ii) disclosing such conflict to prospective advisory clients.

Other than this, we do not have any other financial industry activities or affiliations to report. In addition, we do not receive compensation from other advisers for recommending or selecting them.

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

Code of Ethics

We expect our supervised persons to always act in the best interest of our clients, and to place the interests of our clients ahead of their own. We have adopted a Code of Ethics (the “Code”) that sets forth the standard of business conduct expected from each member of our team.

The Code restricts trading in any security for which we believe we may be privy to material non-public information. It also restricts personal trading activities to prevent any conflict of interest between personal trading and client trading. The Code limits gifts and entertainment, whether received or given, to avoid conflicts of interests. The Code causes all outside business activities of our team members to be disclosed so that potential conflicts can be detected and addressed. Finally,

¹ We note that registered advisors are required to report, in Part 1A of Form ADV, all disciplinary events regardless of whether they are material. Bower Hill has no disciplinary events of any kind to report.

it limits the political contributions of our managers and employees to prevent any potential conflicts in that area as well. All our managers and employees must accept in writing the terms of the Code upon employment, annually, and as amended.

We will provide a copy of the Code to any client or prospective client upon request by contacting the firm's Chief Compliance Officer at the telephone number or the address specified on the cover page of this brochure.

Participation or Interest in Client Transactions and Personal Trading

We and/or our supervised persons may (i) buy or sell the same securities or related securities (for example, warrants, options or futures) that we buy or sell for our clients, (ii) buy or sell securities for our own accounts at the same time that we buy or sell the same securities for client accounts, or (iii) include buy or sell orders in an aggregated transaction along with client buy or sell orders. To address any potential conflicts of interest from this practice, we and our employees may not trade in a manner that would be adverse or detrimental to client trades, and we always allocate partially filled orders to client accounts before allocating to our (or a supervised person's) account.

We do not buy or sell securities for client accounts if we and/or one of our supervised persons have a material financial interest in the issuer or the securities.

Item 12 – Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

Custodian Recommendations

SWS may recommend that clients establish brokerage accounts with Charles Schwab & Co., Inc. ("custodian" and/or "Schwab"), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Although SWS may recommend that clients establish accounts at the custodian, it is the client's decision to custody assets with the custodian. SWS is independently owned and operated and not affiliated with custodian. For SWS client accounts maintained in its custody, the custodian generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through the custodian or that settle into custodian accounts.

SWS considers the financial strength, reputation, operational efficiency, cost, execution capability, level of customer service, and related factors in recommending broker-dealers or custodians to advisory clients.

In certain instances and subject to approval by SWS, SWS will recommend to clients certain other broker-dealers and/or custodians based on the needs of the individual client, and taking into consideration the nature of the services required, the experience of the broker-dealer or custodian, the cost and quality of the services, and the reputation of the broker-dealer or

custodian. The final determination to engage a broker-dealer or custodian recommended by SWS will be made by and in the sole discretion of the client. The client recognizes that broker-dealers and/or custodians have different cost and fee structures and trade execution capabilities. As a result, there may be disparities with respect to the cost of services and/or the transaction prices for securities transactions executed on behalf of the client. Clients are responsible for assessing the commissions and other costs charged by broker-dealers and/or custodians.

How We Select Brokers/Custodians to Recommend

SWS seeks to recommend a custodian/broker who will hold client assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others, the following:

- combination of transaction execution services along with asset custody services (generally without a separate fee for custody)
- capability to execute, clear, and settle trades (buy and sell securities for client accounts)
- capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- breadth of investment products made available (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.)
- availability of investment research and tools that assist us in making investment decisions
- quality of services
- competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them
- reputation, financial strength, and stability of the provider
- their prior service to us and our other clients
- availability of other products and services that benefit us, as discussed below

Client's Custody and Brokerage Costs

For client accounts that the firm maintains, the custodian generally does not charge clients separately for custody services but is compensated by charging commissions or other fees on trades that it executes or that settle into the custodian's accounts. For some accounts, the custodian may charge a percentage of the dollar amount of assets in the account in lieu of commissions. The custodian's commission rates and asset-based fees applicable to the firm's client accounts were negotiated based on the firm's commitment to maintain a certain minimum amount of client assets at the custodian. This commitment benefits the client because the overall commission rates and asset-based fees paid are lower than they would be if the firm had not made the commitment. In addition to commissions or asset-based fees, the custodian charges a flat dollar amount as a "prime broker" or "trade away" fee for each trade that the firm has executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into the client's custodian account. These fees are in addition to the commissions or other compensation the client pays the executing broker-dealer.

Because of this, in order to minimize the client's trading costs, the firm has the custodian execute most trades for the account.

Research and Other Soft Dollar Benefits

SWS has not entered into any commitments or understandings to trade with specific broker/dealers, direct a minimum number of transactions to specific brokers/dealers, or generate a specified level of brokerage commission with any particular broker/dealer, in order to receive brokerage or research services. These commitments or understandings are generally known as soft dollar arrangements. However, certain brokers through which we execute trades may provide unsolicited proprietary research (i.e., research the broker creates) to us. This research is used for all client accounts, even though only certain clients may have paid commissions to the brokers who provided the research. This research could include a wide variety of reports, charts, publications or proprietary data on economic and political strategy, credit analysis, or stock and bond market conditions and projections. In addition to unsolicited research, certain brokers may provide invitations to attend conferences and meetings with management representatives or with other analysts and specialists.

Institutional Trading and Custody Services

The custodian provides SWS with access to its institutional trading and custody services, which are typically not available to the custodian's retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a certain minimum amount of the advisor's clients' assets are maintained in accounts at a particular custodian. These services are not contingent upon SWS committing to a custodian any specific amount of business (assets in custody or trading commissions). The custodian's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

Other Products and Services

Custodian also makes available to SWS other products and services that benefit SWS but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of SWS's accounts, including accounts not maintained at custodian. The custodian may also make available to SWS software and other technology that

- provide access to client account data (such as trade confirmations and account statements)
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- provide research, pricing and other market data
- facilitate payment of SWS's fees from its clients' accounts
- assist with back-office functions, recordkeeping and client reporting

The custodian may also offer other services intended to help SWS manage and further develop its business enterprise. These services may include

- compliance, legal and business consulting
- publications and conferences on practice management and business succession
- access to employee benefits providers, human capital consultants and insurance providers

The custodian may also provide other benefits such as educational events or occasional business entertainment of SWS personnel. In evaluating whether to recommend that clients custody their assets at the custodian, SWS may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers, and not solely the nature, cost or quality of custody and brokerage services provided by the custodian, which may create a potential conflict of interest.

Independent Third Parties

The custodian may make available, arrange, and/or pay third-party vendors for the types of services rendered to SWS. The custodian may discount or waive fees it would otherwise charge for some of these services or all or a part of the fees of a third party providing these services to SWS.

Additional Compensation Received from Custodians

SWS may participate in institutional customer programs sponsored by broker-dealers or custodians. SWS may recommend these broker-dealers or custodians to clients for custody and brokerage services. There is no direct link between SWS's participation in such programs and the investment advice it gives to its clients, although SWS receives economic benefits through its participation in the programs that are typically not available to retail investors. These benefits may include the following products and services (provided without cost or at a discount):

- Receipt of duplicate client statements and confirmations
- Research-related products and tools
- Consulting services
- Access to a trading desk serving SWS participants
- Access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts)
- The ability to have advisory fees deducted directly from client accounts
- Access to an electronic communications network for client order entry and account information
- Access to mutual funds with no transaction fees and to certain institutional money managers
- Discounts on compliance, marketing, research, technology, and practice management products or services provided to SWS by third-party vendors

The custodian may also pay for business consulting and professional services received by SWS's related persons, and may pay or reimburse expenses (including travel, lodging, meals and entertainment expenses for SWS's personnel to attend conferences). Some of the products and services made available by such custodian through its institutional customer programs may

benefit SWS but may not benefit its client accounts. These products or services may assist SWS in managing and administering client accounts, including accounts not maintained at the custodian as applicable. Other services made available through the programs are intended to help SWS manage and further develop its business enterprise. The benefits received by SWS or its personnel through participation in these programs do not depend on the amount of brokerage transactions directed to the broker-dealer.

SWS also participates in similar institutional advisor programs offered by other independent broker-dealers or trust companies, and its continued participation may require SWS to maintain a predetermined level of assets at such firms. In connection with its participation in such programs, SWS will typically receive benefits similar to those listed above, including research, payments for business consulting and professional services received by SWS's related persons, and reimbursement of expenses (including travel, lodging, meals and entertainment expenses for SWS's personnel to attend conferences sponsored by the broker-dealer or trust company).

As part of its fiduciary duties to clients, SWS endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by SWS or its related persons in and of itself creates a potential conflict of interest and may indirectly influence SWS's recommendation of broker-dealers such as Schwab for custody and brokerage services.

The Firm's Interest in Schwab's Services

The availability of these services from the custodian benefits the firm because the firm does not have to produce or purchase them. The firm does not have to pay for the custodian's services so long as a certain minimum of client assets is kept in accounts at the custodian. These services are not contingent upon the firm committing any specific amount of business to the custodian in trading commissions or assets in custody. This minimum of client assets may give the firm an incentive to recommend that clients maintain their accounts with the custodian based on the firm's interest in receiving the custodian's services that benefit the firm's business rather than based on the client's interest in receiving the best value in custody services and the most favorable execution of client transactions. This is a potential conflict of interest. The firm believes, however, that the selection of the custodian as custodian and broker is in the best interest of clients. It is primarily supported by the scope, quality, and price of the custodian's services and not the custodian's services that benefit only the firm.

Brokerage for Client Referrals

SWS does not engage in the practice of directing brokerage commissions in exchange for the referral of advisory clients.

Directed Brokerage

SWS Recommendations

SWS typically recommends Schwab as custodian for clients' funds and securities and to execute securities transactions on its clients' behalf.

Client-Directed Brokerage

Occasionally, clients may direct SWS to use a particular broker-dealer to execute portfolio transactions for their account or request that certain types of securities not be purchased for their account. Clients who designate the use of a particular broker-dealer should be aware that they will lose any possible advantage SWS derives from aggregating transactions. Such client trades are typically effected after the trades of clients who have not directed the use of a particular broker-dealer. SWS loses the ability to aggregate trades with other SWS advisory clients, potentially subjecting the client to inferior trade execution prices as well as higher commissions.

Aggregating Securities Transactions for Client Accounts

Best Execution

Our management discretion generally includes the selection of the security, the amount to be purchased or sold, and the broker to be used. We select brokers for our clients on the basis of the broker's overall assistance in effecting the transaction. We consider many factors, including:

- financial condition
- reputation and access to the markets for the securities being traded
- level of trading expertise and capability
- infrastructure
- availability of alternative trading options that may be necessary due to technology developments and market changes
- commission rates
- responsiveness

We do not consider, in selecting brokers, whether we or an affiliate receives client referrals from a broker or third party.

We do not enter into agreements to receive research or other products or services in connection with executing client transactions with broker-dealers (often called "soft dollar" benefits). However, certain brokers through which we execute trades may provide unsolicited proprietary research (research the broker creates) to us. This research is used for all client accounts, even though only certain clients may have paid commissions to the brokers who provided the research. This research could include a wide variety of reports, charts, publications or proprietary data on economic and political strategy, credit analysis, or stock and bond market conditions and projections.

Commission rates paid may be higher than the lowest commission rate available. Custodians generally charges a minimum fee for each transaction in a client account. Because of this minimum fee, it often is not economically feasible to select any broker other than your custodian for your equity and ETF transactions.

No Directed Brokerage. We generally do not permit clients to direct us to effect securities transactions in client accounts through a specific broker-dealer.

Trade Aggregation and Allocation

To obtain more favorable order execution, lower per-share brokerage costs and consistent results across our client base, we aggregate (combine) contemporaneous buy or sell orders for the same securities, with applicable accounts participating in the aggregated order on a fair and equitable basis. This means that the allocation of the securities purchased is typically proportionate to the size of the account, and is not based on account performance or the amount or structure of management fees. We may use third party software to assist us in trade aggregation and allocation. Accounts owned by Bower Hill or its employees may participate in aggregated orders; however, neither the firm nor its employees will be given preferential treatment.

Occasionally, we may only partially fill an aggregated order. Under those circumstances and to the extent it makes practical sense, we allocate the order on a pro rata basis among the applicable clients and do not allocate to firm or employee accounts unless all client orders are fully filled.

Exceptions to the pro rata allocation of partially filled orders may occur for several reasons, such as the avoidance of odd lots or de minimis numbers of shares, or sensitivity to total transaction cost. If we cannot feasibly allocate partially filled orders on a pro rata basis, we allocate trades on an alphabetical or reverse alphabetical basis. There may be instances when partially filled orders may adversely affect the size of the position or the price a client pays or receives, as compared with the size of the position or price that clients would have paid or received had no aggregation occurred.

Note: The aggregation and allocation policies described here generally apply to trades in equity securities and ETFs only. If we buy and sell fixed income securities for client accounts, we generally do so through a bidding process that does not generally present allocation issues. Furthermore, orders for shares of mutual funds are generally fully filled and do not present allocation issues.

Trade Errors

When a trade error occurs, the client will retain any net gains resulting from the error correction, and we will compensate the client wholly for any loss resulting from the error correction.

Item 13 – Review of Accounts

Account Reviews

Client accounts are reviewed annually by Bower Hill. Certain circumstances, such as a significant market event, may trigger us to review account holdings promptly even if the account is not due for its regular annual review. Matters reviewed include securities held, adherence to the investment strategy, adherence to client and strategy investment restrictions, and performance. We review accounts after each trade to help ensure that execution and settlement are satisfactory, and this review is conducted by our President, Chief Investment Officer, and Chief Compliance Officer.

Written Reports

We author written reports, made available through financial intermediaries, to our clients each quarter. Our reports generally include a description of investment performance relative to a benchmark comparable to the strategy used for the account, a discussion of the major factors contributing to strategy performance over the period, and a statement of our market outlook. We urge clients to carefully review these reports and compare the statements received from a custodian or other financial intermediary to the reports that we author. The information in our reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Apart from the written reports to our clients discussed in the preceding paragraph, we also may author general financial market outlook and update reports and make them available to clients and others.

Item 14 – Client Referrals and Other Compensation

We do not currently compensate any person for client referrals. We are obligated to disclose any such arrangements.

Item 15 – Custody

We do not provide custodial services to our clients. Client assets must be held by a bank, registered broker-dealer or other “qualified custodian.” Clients will receive statements directly from your custodian at least quarterly. We urge clients to carefully review the custodial statements and compare them to the reports we author and send to clients through their financial intermediary. The information in our reports may vary from client custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities.

Item 16 – Investment Discretion

We may accept discretionary authority to manage securities accounts on behalf of clients. When we do, our agreements with our separate account clients give us the full discretionary power to select brokers, purchase, sell and exchange securities and other instruments, and reinvest all proceeds. However, we observe investment limitations and restrictions that are provided to us in writing, provided that we determine in our sole discretion that such limitations and restrictions are consistent with the strategy we are using for a particular account.

We do not advise or act on a client’s behalf in legal proceedings involving companies whose securities are held in an account, including, but not limited to, the filing of class action settlement claim forms.

Item 17– Voting Client Securities

We do not accept authority to vote client securities. Proxy materials will generally be received by clients directly or forwarded from another financial service provider, such as a custodian or primary investment adviser. We encourage clients to contact such financial service providers if they have questions related to proxy materials.

Item 18 – Financial Information

We must disclose any financial condition that could impair our ability to meet our contractual obligations to clients. We must also disclose if we have been the subject of any bankruptcy proceeding within the last 10 years.

We have no such financial condition to disclose at this time, and we have never been the subject of any bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisors

Marc Zabicki is the Manager of Bower Hill. Education and business background information are included in the Brochure Supplement provided with this Brochure.

All outside business activities are disclosed in Item 10 of this Brochure and/or the individual Part 2B Brochure Supplements of the firm’s managers.

Bower Hill does not charge performance-based fees. See Item 6 of this Brochure.

There are material facts related to arbitration or disciplinary actions to disclose involving management persons of SWS. See Item 9 of this Brochure.

Neither the firm nor its management persons maintain a material relationship with any issuers of securities. See Item 10 of this Brochure.