

BOWIE

CAPITAL MANAGEMENT

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March 2020

Form ADV Part 2A | Brochure

ITEM 1: COVER PAGE

This brochure provides information about the qualifications and business practices of Bowie Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at 214-996-0971 or compliance@bowiecapital.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Bowie Capital Management, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2: MATERIAL CHANGES

Our last annual amendment filing of the Form ADV 2A was in March 2019. There have been no material changes since that update.

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ITEM 4: ADVISORY BUSINESS

ADVISORY FIRM DESCRIPTION

Bowie Capital Management, LLC (“BCM” or the “Firm”) was formed in March 2014 and has been operating since May 2014. Cory Whitaker is the sole owner of the Firm.

TYPES OF ADVISORY SERVICES

BCM provides investment management and advisory services on a discretionary basis to private investment limited partnerships, Bowie Capital Partners, LP (the “Partnership”) and Bowie Health VC, LP (“BHVC”), and separately managed accounts (“SMAs” or “SMA Clients”), collectively (“Clients”).

Investment management and advisory services provided to Clients include: (1) assisting in defining an investment strategy and program within the stated investment objectives, if not already defined; (2) buying or selling portfolio securities on behalf of the Clients and (3) periodically reporting to each Client in accordance with their respective agreement.

TAILORED ADVISORY SERVICES

The Partnership

There are no material limitations on the markets or instruments in which the Partnership may invest or the strategies which the Firm may employ. However, the Partnership has a defined investment program which is disclosed in the Partnership offering documents.

BHVC

BHVC’s investment program is to own an investment in a private health insurance company.

SMA Clients

The investment program is tailored for SMA Clients per each client’s needs. This is disclosed in the Investment Advisory Agreement (“Client Agreement”) in place with SMA Clients. SMA Clients can place restrictions on the type of investments or certain securities and is documented in the Client Agreement.

ASSETS UNDER MANAGEMENT

As of December 31, 2019, the Firm manages approximately \$750 million of discretionary assets.

ITEM 5: FEES AND COMPENSATION

The Partnership

Management Fee

The following scaling management fee structure applies (the “Scaling Management Fee”). As the net assets of the Partnership increase, the fee will decrease as follows: for the net assets of the Partnership between \$0 to \$150 million, the management fee charged is an annual rate of one and one-half percent (1.5%) of each limited partner’s capital account balance; for the net assets of the Partnership between \$150 million to \$1 billion, the management fee charged is an annual rate of one-half percent (0.50%) and for the net assets of the Partnership exceeding \$1 billion there is no additional management fee charged. The Scaling Management Fee is cumulative, so, for

example, if the net assets of the Partnership were to be \$750 million the weighted average management fee paid would be 0.70% ($(\$150 \text{ million} \times 1.5\% + \$600 \text{ million} \times 0.5\%) / \750). The management fee rate is calculated at the beginning of the calendar quarter and the fee is paid quarterly in advance. Any capital contributions or withdrawals mid-quarter will be charged a prorated management fee based on the rate calculated at the beginning of the applicable quarter. Mr. Whitaker and the Firm's employees are not charged a management fee and any capital invested by Mr. Whitaker or the Firm's employees (or any other assets under management by the Firm) are not included in the calculation of the net assets of the Partnership for purposes of applying the Scaling Management Fee.

Expenses

The Partnership bears the expenses of its organization and offering (including legal and accounting fees, "blue sky" filing fees and expenses and out-of-pocket expenses). The Partnership also bears all costs and expenses related to its investment program and administration as further disclosed in the Partnership's offering documents.

Variation of Terms

The general partner and/or BCM (as applicable) may agree with certain limited partners to a variation of the terms set forth in the Partnership's offering documents or establish additional classes of interests that have terms that differ from those described in the Partnership's offering documents, including a different management fee, performance allocations and withdrawal rights.

The general partner, BCM and the Partnership have entered into an arrangement with certain initial strategic investors (the "Initial Strategic Investors"). The Initial Strategic Investors are initially subject to the same management fee; however, the management fee applicable to the Initial Strategic Investors will become more favorable than those offered to other limited partners in the offering, if the Partnership's assets under management increase substantially. These Initial Strategic Investors agreed to a 5-year lock-up of their initial capital contributions, which became effective October 1, 2014 and ended in 2019.

BHVC

Management Fee

BCM does not receive a management fee from BHVC's limited partners.

Expenses

BHVC bears the expenses of its organization and offering (including legal and accounting fees, "blue sky" filing fees and expenses and out-of-pocket expenses). BHVC also bears all costs and expenses related to its investment program and administration as further disclosed in BHVC's offering documents.

SMA Clients

Management Fee

As the investment objective and strategy may be different for each SMA Client, the management fee is negotiated, agreed to and disclosed in the Client Agreement prior to beginning the advisory relationship. Our standard fee structure for new SMA clients is as follows: For the Base Assets strategy (fixed income), the management fee starts at an annual rate of one-half percent (0.50%) and decreases based on balances (First \$25 million is an annual rate of 0.50%; Next \$75 million is an annual rate of 0.25%; Over \$100 million is an annual rate of 0.10%). For an Active Assets strategy (equity), the management fee is an annual rate of one percent (1%). This standard fee schedule can be negotiated based on the client's needs and complexity of the portfolio. Clients who engaged Bowie earlier have different fee schedules, some of which have different tiers, and others with no tiers. Thus, clients with the same size portfolios could be paying different fees. Bowie does not differentiate its service to clients based on their fee structure. The management fee is calculated quarterly based on the average month-end balance(s) during the

previous quarter and paid in arrears. Month-end account balances used to calculate fees will include cash balances and accrued interest, if any. For certain SMA Clients, the management fee will be prorated on any capital contributions or withdrawals during that quarter based on the number of days such capital was invested. We deduct fees directly from our SMA Client's accounts if the custodian permits us to. If the SMA Client's custodian does not permit us to deduct fees directly, we email an invoice to the SMA Client and the SMA Client instructs their custodian to pay the invoice.

Expenses

Depending on the investment strategy and plan, some SMA clients pay any costs and expenses related to its investment program and administration as further agreed to and disclosed in the Client Agreement. If BCM invests in mutual funds, ETFs or other investment companies (such as closed-end funds), these will also be subject to additional fees and expenses as described in the prospectus of those funds, paid by the funds but ultimately borne by the client in such funds. SMA clients also directly pay their own expenses and fees that may be assessed by the custodian and/or broker-dealer. These additional fees might include trade commissions or transaction fees, custodial fees, margin interest, wire fees, and exchange fees. Refer to the Brokerage section in Item 12.

If any expense applies to both the Partnership and any SMA Clients, the expenses will be allocated in a fair and equitable manner as determined by BCM.

Neither the Firm or any employee of the Firm receive any commission or other compensation from a broker-dealer for the sale of specific securities or investment products.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE BY SIDE MANAGEMENT

PERFORMANCE-BASED FEES

The Partnership

The general partner is entitled to a performance-based profit allocation at the end of each calendar year equal to 15% per annum of the amount by which the Partnership's net profits allocated to the limited partner's capital account for the current calendar year exceed the balance in such limited partner's loss carry forward account. Net profit includes unrealized appreciation or depreciation of both marketable and non-marketable investments. Mr. Whitaker and the Firm's employees are not charged a performance based profit allocation.

The Initial Strategic Investors share in the performance-based profit allocations earned from the non-Initial Strategic Investors' interests in the Partnership. This arrangement will, in effect, reduce the amount of performance allocation compensation received by Mr. Whitaker.

BHVC

The general partner is entitled to a performance-based profit allocation upon a realization event of 20% in excess of an annualized five percent (5%) preferred return.

SMA Clients

Performance fees may only be charged to "qualified clients," which are clients that have (i) at least \$1 million in assets under management with an investment advisor or (ii) a net worth of \$2.1 million or more, excluding their primary residence.

As the investment objective and strategy may be different for each SMA Client, a performance fee may not be charged to all SMA Clients. The fee is negotiated, agreed to and disclosed in the Client Agreement prior to beginning

the advisory relationship. We deduct fees directly from our SMA Clients' accounts if the SMA Client's custodian permits us to. If the SMA Client's custodian does not permit us to deduct fees directly from our SMA Client's accounts, we email an invoice to the SMA Client and the SMA Client instructs their custodian to pay the invoice.

SIDE-BY-SIDE MANAGEMENT

Certain Clients are charged a performance fee, possibly incenting the Firm to make riskier investments than otherwise might be the case to increase the performance. Not all accounts managed by the Firm pay performance fees, creating the potential incentive for the Firm to favor those clients paying a performance fee. These conflicts are mitigated by the Firm's adherence to the investment strategy as outlined in the Partnership and BHVC documents and Client Agreements as well as constant monitoring to ensure all clients are treated fairly.

ITEM 7: TYPES OF CLIENTS

BCM provides investment management and advisory services to pooled private investment vehicles and separately managed accounts for high-net worth individuals and entities.

The Partnership

The Firm has established a minimum investment of \$1,000,000 in the Partnership; however, the general partner reserves the right to waive or lower this minimum.

The Partnership is open only to accredited investors that are also qualified purchasers. Each investor will be required to complete a Subscription Document to enable the Partnership to determine the investor's eligibility.

Accredited investors are partially defined as (i) a natural person with income exceeding \$200,000 in each of the two most recent years or joint income with a spouse exceeding \$300,000 for those years and a reasonable expectation of the same income level in the current year or (ii) a natural person who has individual net worth, or joint net worth with the person's spouse, that exceeds \$1 million at the time of the purchase, excluding the value of the primary residence of such person.

Qualified purchasers generally include individuals and certain family-owned companies owning total investments in excess of \$5 million and entities owning total investments in excess of \$25 million.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

METHODS OF ANALYSIS

BCM primarily uses fundamental analysis in evaluating investments for pooled vehicles and separately managed accounts.

INVESTMENT STRATEGIES

The Partnership

Bowie Capital Partners is an investment partnership cohesively designed to produce superior risk-adjusted returns over full business cycles. At the Firm's core, it is a value investor who, from the bottom up, opportunistically builds a portfolio of fundamentally undervalued securities. In particular, the Firm believes that equity ownership in high quality assets, when purchased at attractive prices, provide the best means to preserve and grow wealth in real terms. BCM willingly accepts the volatility of public markets as a risk to bear in order to gain access to some of the best businesses and opportunities in the investment world. In the absence of compelling investments, BCM waits patiently in cash, recognizing the inherent option value of cash for future deployment into opportunities that the

Firm believes will always arise. The Firm's long-term investment horizon exceeds that of almost all market participants, allowing it to remain focused on our long-term goals.

Though BCM operates with a flexible and broad investment mandate, the majority of investments will likely be comprised of public equities of quality companies bought at attractive prices as well as special situation and event-driven equity and debt opportunities. To a lesser extent, the Firm anticipates owning more esoteric types of investments or participating in what may be considered macro trades when the opportunity arises. The Partnership could participate in private investments but to date has not.

BHVC

BHVC is an investment partnership designed to acquire, own and manage one investment in a private health insurance company ("Company").

SMA Clients

The SMAs are not managed with the same investment strategy as the Partnership but are instead managed according to the SMA Client's investment objective and investment strategy as outlined in each Client Agreement. The SMAs are designed with a flexible mandate to capitalize on investment opportunities. Dependent upon the SMA Clients' investment strategy, the accounts will invest in a variety of fixed income securities such as corporate bonds, municipal bonds and US government securities and may also invest in publicly traded equities, derivatives, index funds, ETFs, or mutual funds if deemed appropriate. The accounts will also serve as a source of liquidity and thus may own material amounts of cash and cash equivalents, which could generate no current income.

RISK OF LOSS

BCM does not guarantee the future performance of the portfolios it manages or any specific level of performance, the success of any investment decision or strategy that the Firm may use, or the success of BCM's overall management of the Partnership or SMAs. Investors and clients should understand that investment decisions made by the Firm are subject to various market, economic, political and business risks, and that those investment decisions will not always be profitable. Investors and clients are reminded that investing in any security entails risk of loss which they should be willing to bear.

More specifically, these risks for the Partnership include, but are not limited to the following. Please refer to the Partnership documents for more detail regarding the risks within the Partnership.

- *Illiquidity.* The investments made by the Firm may be or could become very illiquid, and consequently the portfolios may not be able to sell such investments at prices that reflect BCM's assessment of their value or the amount paid for such investments by the Partnership. The nature of the investments may require a long holding period prior to profitability.
- *Short Sales.* The Firm may place transactions, known as "short sales," in which a portfolio sells a security it does not own in anticipation of a decline in the market value of the security. Short sales by a portfolio that are not made "against the box" theoretically involve unlimited loss potential since the market price of securities sold short may continuously increase.
- *Derivatives.* Derivative instruments, or "derivatives," include futures, options, swaps, structured securities and other instruments and contracts that are derived from, or the value of which is related to, one or more underlying securities, financial benchmarks, currencies or indices. Because many derivatives are "leveraged," and thus provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement can not only result in the loss of the entire investment, but may also expose a portfolio to the possibility of a loss exceeding the original amount invested. Derivatives may also expose portfolios to liquidity and

counterparty risk.

- *Leverage.* The Firm may borrow funds in order to make additional investments and thereby increase both the possibility of gain and risk of loss. Consequently, the effect of fluctuations in the market value of the portfolios would be amplified.
- *Options.* Investing in options can provide a greater potential for profit or loss than an equivalent investment in the underlying asset.
- *Diversification.* Since the portfolios will not necessarily be widely diversified, they may be subject to more rapid changes in value than would be the case if the Firm were required to maintain a wide diversification among companies, securities and types of securities.
- *Mark to Market Risk.* Since the portfolio operates with a long-bias and a long-term mentality, investors will be exposed to fluctuations in market values.
- *Security Selection Risk.* The Firm could be wrong in its assessment of the risk and reward relationship of the securities it selects, since the Firm often targets companies that are facing what it deems to be temporary setbacks.
- *Manager risk,* which is the chance that poor security selection will cause the Partnership to underperform expectations or other funds with a similar investment objective.
- *Currency risk,* which is the chance that the account's value will fluctuate in home currency as opportunities are pursued globally. The account is likely to have the majority of its assets denominated in US dollars.

In considering an investment in the Partnership, prospective investors and clients should consult their independent legal, tax, financial and other advisors and should be aware of certain considerations and risk factors as listed above and in the Partnership offering documents.

BHVC

Subscriptions to BHVC closed in August 2017 and is not a continuous offering.

SMA Clients

The following risks are provided for an SMA Client with a fixed income and cash equivalent or global equity income investment program. Should the investment program for an SMA client be different, a detailed description of that program's risks will be detailed in the Client Agreement. An investment could lose money over short or even long periods. SMA Clients should expect the account value(s) and total return to fluctuate within a wide range, similar to the fluctuations of the overall bond (and possibly equity, if appropriate) market. Examples of these risks which could affect the account performance include the following. Each SMA Client should refer to their Client Agreement for the risks specific to their strategy and account.

- *Interest rate risk,* which is the chance that bond prices will decline because of rising interest rates.
- *Call risk,* which is the chance that during periods of falling interest rates, issuers of callable bonds may call (redeem) securities with higher coupons or interest rates before their maturity dates. The account would then lose any price appreciation above the bond's call price and would be forced to reinvest the unanticipated proceeds at lower interest rates, resulting in a decline in the account's income.
- *Credit risk,* which is the chance that a bond issuer will fail to pay interest and principle in a timely

manner, or that negative perceptions of the issuer's ability to make such payments will cause the price of that bond to decline.

- *Manager risk*, which is the chance that poor security selection will cause the account to underperform expectations or other funds with a similar investment objective.
- *Income risk*, which is the chance that the account's income will decline because of falling interest rates. The account could also earn less income than desired because of the choice to assume less credit risk or maturity risk. Equity dividend income could also be reduced or eliminated by issuers.
- *Currency risk*, which is the chance that the account's value will fluctuate in home currency as opportunities are pursued globally.
- *Capital loss risk*, which is the chance that the account's securities can suffer permanent capital loss. Investing, even in quality securities and especially equity, is inherently risky.
- *Concentration Risk*, which is the risk that the account could incur greater losses or volatility because the portfolio is not as diversified as the overall market or as a diversified equity portfolio.
- *Sector Concentration Risk*, which is the risk that the account has significant exposure to some sectors of the overall market and therefore could suffer greater deviations in value and more risks than the overall market or a diversified portfolio.

ITEM 9: DISCIPLINARY INFORMATION

There have been no disciplinary actions against Bowie Capital Management, LLC or Mr. Whitaker.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A related entity, Bowie Capital GP, LP, is the general partner of the Partnership and Bowie SPV GP, LP, which is also a related entity, is the general partner of BHVC.

Cory Whitaker, the owner of BCM, is also a limited partner of Bowie Capital GP, LP and Bowie SPV GP, LP. These entities receive the performance allocation from the capital accounts, possibly incenting Mr. Whitaker to adopt a riskier investment strategy than he might otherwise. This conflict is mitigated by BCM's adherence to the investment strategy as outlined in the Partnership and BHVC documents.

Bowie Capital GP, LP, the Firm and the Partnership have entered an arrangement with the Initial Strategic Investors, which is described under Items 5 and 6 above.

Mr. Whitaker makes periodic investments in private companies. Other than any gains he may receive on his invested capital, Mr. Whitaker receives no compensation and does not devote any business time to the management of the private companies. Neither the Partnership nor BHVC are invested in these companies, however the Partnership and SMA Clients might invest, if appropriate. Mr. Whitaker will not receive compensation from the private company for their investment. These personal investments do not conflict with the operations or investments of SMAs, the Partnership or BHVC.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

CODE OF ETHICS

BCM has adopted a Code of Ethics which describes the general standards of conduct that the Firm expects of all Firm personnel (collectively referred to as “employees”) and focuses on three specific areas where employee conduct has the potential to adversely affect Clients:

- Misuse of nonpublic information
- Personal securities trading
- Outside business activities

Failure to uphold the Code of Ethics may result in disciplinary sanctions, including termination with the Firm. Any Client or prospective Client may request a copy of the Firm’s Code of Ethics which will be provided at no cost.

The following basic principles guide all aspects of the Firm’s business and represent the minimum requirements to which the Firm expects employees to adhere:

- Clients’ interests come before employees’ personal interests and before the Firm’s interests.
- The Firm must fully disclose all material facts about conflicts of interest of which it is aware between itself and Clients as well as between Firm employees and Clients.
- Employees must operate on the Firm’s behalf and on their own behalf consistently with the Firm’s disclosures and to manage the impacts of those conflicts.
- The Firm and its employees must not take inappropriate advantage of their positions of trust with or responsibility to Clients.
- The Firm and its employees must always comply with all applicable securities laws.

Misuse of Nonpublic Information

The Code of Ethics contains a policy against the use of nonpublic information in conducting business for the Firm. Employees may not convey nonpublic information nor depend upon it in placing personal trades or recommending trades to Clients.

Personal Securities Trading

Any employee of the Firm with access to the Firm’s trading information is prohibited from investing in equities, bonds, commodities/futures, ETNs, options, derivatives, closed end funds and initial public offerings in their personal accounts. They are allowed to invest in open-end mutual funds and cash equivalents. Investment in ETFs and participation in private issues are also allowed but must be pre-approved. The Chief Compliance Officer will review holdings of all new employees and advise of any conflicts. If no conflict, employees will be allowed to maintain these holdings even if they are not allowed; however, prior approval to sell any of these holdings once employed is required. The Firm does not allow front running trades of the Partnership or SMAs.

Employees are required to submit reports of personal securities trades on a quarterly basis, and securities holdings annually, as well as provide monthly brokerage statements to the Firm. These documents are reviewed by the Chief Compliance Officer to ensure compliance with the Firm’s policies.

Outside Business Activities

Employees are required to report any significant outside business activities. If any are deemed to be in conflict with clients or the Firm, such conflicts will be fully disclosed or the employee will be directed to cease this activity.

ITEM 12: BROKERAGE PRACTICES

SELECTION OF BROKERS

The Firm recognizes its responsibility to attain best execution and recognizes that limiting its custodial relationships may affect its ability to provide best execution on a trade-by-trade basis. However, the Firm evaluates its entire custodial relationship in assessing best execution on a client-by-client basis.

The Partnership

The Firm uses Morgan Stanley, a nationally recognized prime broker, to hold the Partnership's securities. In determining which broker generally provides the most favorable execution, BCM considers a variety of factors, including: the broker's ability to efficiently execute difficult trades (such as those in illiquid markets or trades of substantial size), the financial strength, integrity and stability, operational efficiency, reputation, access to markets, confidentiality, competitiveness of commission rates, responsiveness to BCM and the value of research products and services provided by such brokers.

BHVC

There are no brokers used for any transactions by BHVC, LP.

SMA Clients

We do not maintain custody of these assets, although we may be deemed to have custody if we are given authority to withdraw assets from the SMA accounts (see Item 15—Custody, below). These assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. We recommend that our clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold the assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend clients use Schwab as custodian/broker, clients decide whether to do so and will open an account with Schwab by entering into an account agreement directly with them. We may assist clients in opening accounts with Schwab. Trading is generally executed with Schwab; however, we can use other brokers to execute trades as described below (see "Brokerage and custody costs")

How we select brokers/custodians

We seek to recommend a custodian/broker that will hold assets and execute transactions on terms that are, overall, most advantageous when compared with other available providers and their services. We consider a wide range of factors, including:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, etc.)
- Breadth of available investment products (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 the prices
- Reputation, financial strength, security and stability
- Prior service to us and our clients

- Availability of other products and services that benefit us, as discussed below (see "Products and services available to us from Schwab")

Brokerage and custody costs

For our clients' accounts that Schwab maintains, they generally do not charge separately for custody services but is compensated by charging other fees on trades that it executes or that settle into the Schwab accounts. Certain trades (for example, many mutual funds and ETFs) may not incur Schwab commissions or transaction fees. Schwab is also compensated by earning interest on the uninvested cash in accounts in Schwab's Cash Features Program. In addition, Schwab charges a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into a Schwab account. These fees are in addition to the commissions or other compensation paid to the executing broker-dealer. In order to minimize trading costs, we have Schwab execute most trades for your account. We have determined that having Schwab execute most trades is consistent with our duty to seek "best execution" of trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see "How we select brokers/custodians"). One exception will be when we need to execute a block trade for multiple accounts including the Partnership, we will likely trade with another executing broker.

Products and services available to us from Schwab

Schwab Advisor Services™ is Schwab's business serving independent investment advisory firms. They provide us and our clients with access to their institutional brokerage services (trading, custody, reporting, and related services), many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to us.

Following is a more detailed description of Schwab's support services:

Services that benefit our clients. Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients.

Services that may not directly benefit our clients. Schwab makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. Schwab also makes available software and other technology that:

- Provide access to client account data (duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services that generally benefit only us. Schwab also offers other services intended to help us manage and further develop our business enterprise. Schwab might discount or waive its fees for some of these services. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs

- Publications and conferences on practice management and business succession

Our interest in Schwab's services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services. These services are not contingent upon us committing any specific amount of business to Schwab in trading fees or assets in custody. This creates an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How we select brokers/ custodians") and not Schwab's services that benefit only us.

RESEARCH AND OTHER SOFT-DOLLAR BENEFITS

Soft dollars are credits generated from client transactions with brokers or dealers which are made available to provide research or other services or products to BCM. Any use of soft dollar credits requires approval within the Firm.

BCM currently does not have formal soft-dollar arrangements, where specific products or services are paid for with soft dollars generated for the Firm by individual trades the Firm places in client accounts. However, the prime broker and/or custodian may provide the Firm with certain brokerage and research products and services that qualify as "brokerage or research services" under Section 28(e) of the Securities Exchange Act of 1934 ("Exchange Act").

BROKERAGE FOR CLIENT REFERRALS

The Firm's use of a prime broker may yield increased administrative ease and, therefore, increased profitability for the Firm. A prime broker may introduce investors to the Partnership as part of the services it provides BCM. Because an increase in the size of the Partnership would likely result in additional compensation to the prime broker, the prime broker may receive a benefit from introducing investors to the Partnership.

ORDER AGGREGATION

When BCM decides to purchase or sell the same securities for multiple clients at about the same time, BCM may attempt to aggregate the orders to allow BCM to negotiate better prices or lower commission rates, if possible. BCM will allocate securities so purchased or sold, as well as the expenses incurred in the transaction, in the manner that BCM considers to be equitable and consistent with BCM's fiduciary obligations to the Partnership and SMA Clients. Generally, purchase and sale orders, together with any associated fees and commissions, will be allocated across all accounts pro rata based on capital available and designated for the relevant security or strategy at the average price obtained for all shares transacted. If, however, BCM is unable to aggregate orders due to clients having different custodian or broker-dealer then BCM will attempt to execute orders close in time for the same securities in order to achieve similar pricing. BCM cannot ensure securities transactions are entered into at the best prices or that transaction or other costs incurred are the lowest possible because the SMAs are kept at a custodian selected by the Client.

ITEM 13: REVIEW OF ACCOUNTS

Cory Whitaker, Manager, reviews each portfolio on a periodic basis for asset allocation, cash positions and

securities holdings. Additional reviews may be triggered by events such as unusual market or economic circumstances or other unforeseen events.

The Partnership

The Partnership's administrator, SS&C, provides limited partners with unaudited monthly capital account balance statements and BCM provides annually audited financial statements and quarterly commentary letters.

BHVC

BCM provides annually audited financial statements and periodic commentary letters.

SMA Clients

An SMA Client receives statements directly from their custodian.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

The Firm currently does not engage third party marketers to introduce prospective Clients to the Firm. These arrangements generally entail a referral fee agreement with the Firm whereby (i) the third-party marketer is required to be appropriately registered, and (ii) the third-party marketer receives a fee, generally a percentage of the management fee and performance based compensation generated from a referred Client. These arrangements generally require the Firm to continue paying the third-party marketer until the Client no longer maintains an investment relationship with the Firm or until the referral fee arrangement expires.

The Firm does not, nor do any principals or employees of the Firm, receive any economic benefit from non-clients for providing advisory services to clients.

ITEM 15: CUSTODY

Custody is defined as having access to clients' securities or funds.

The Partnership and BHVC

Since BCM is affiliated with the general partner for the Partnership and BHVC, BCM is deemed to have custody of the Partnership's and BHVC's assets.

BCM manages this risk by:

- Using a "qualified custodian" to custody the Partnership's assets.
- Using an outside administrator who monitors the Partnership's account.
- Engaging a PCAOB registered and inspected accounting firm to audit the financial statements annually.
- Sending each investor, a copy of the audited financial statements each year within 120 days of fiscal year-end.

SMA Clients

We do not have authority to transfer cash or assets out of SMA accounts without client approval. Under government regulations, we are deemed to have custody of these assets if, for example, we are authorized by the client to instruct the custodian to deduct our advisory fees directly from the accounts. This form of custody does not require a surprise exam and these assets are not required to be reported as custody assets on the Form ADV

Part 1. The custodian maintains actual custody of these assets. Each client will receive account statements directly from the custodian at least quarterly. They will be sent to the email or postal mailing address provided to the custodian. Each client should carefully review their statements promptly when received. We also urge clients to compare Schwab's account statements with the periodic portfolio reports we provide.

ITEM 16: INVESTMENT DISCRETION

The Partnership and BHVC

BCM has complete investment and brokerage discretion for the Partnership and BHVC per their respective Limited Partnership Agreement and Investment Management Agreement.

SMA Clients

BCM has complete investment discretion for the SMAs per the Client Agreement and the custodian's limited power of attorney form. This limited power of attorney form only allows BCM investment discretion over the account, no other authority is granted such as the ability to transfer cash or securities out of the account to a third-party. It can also be revoked by the client at any time by executing an amended form with the custodian.

This investment discretion provides BCM with the authority to determine, without obtaining specific prior consent, the selection and amount of securities bought or sold on behalf of the client.

ITEM 17: VOTING CLIENT SECURITIES

The Partnership and BHVC

BCM votes proxies for securities held by the Partnership and BHVC in a manner which in its judgment maximizes shareholder value. Investors in the Partnership and BHVC may not direct the Firm's vote on any proxy. The Firm will provide its proxy voting policy as well as its historical records regarding proxy voting to limited partners upon request.

SMA Clients

BCM does not vote proxies for securities held in SMAs. Clients receive proxy material directly from the account custodian by either email or U.S. mail. The Clients may address questions concerning a proxy matter to BCM personnel by phone or via email at compliance@bowiecapital.com.

ITEM 18: FINANCIAL INFORMATION

There is no financial condition that is reasonably likely to impair the Firm's ability to meet its contractual commitments to its clients.