

FORM ADV – PART 2A

Uniform Application for Investment Adviser Registration

Revised October 2020

This brochure provides information about the qualifications and business practices of Simcoe Capital, LLC dba Signia Capital Management, (“Signia”). If you have any questions about the contents of this brochure, please contact Colin Kelly, Chief Compliance Officer, at 509-789-8973 or colin@signiacapital.com. The information in this brochure has not been approved or verified by the United States Securities and Exchanges Commission or by any state securities authority.

Additional information about Signia Capital Management also is available on the SEC’s website at www.adviserinfo.sec.gov. Signia’s CRD number is 121505.

Registration as an investment adviser does not imply a certain level of skill or training.

Item 2: Material Changes

Signia's most recent update to Part 2A of Form ADV was October 1st, 2020. Signia Capital Management, LLC re-organized as Simcoe Capital, LLC dba Signia Capital Management. Colin Kelly has accepted the responsibilities of Chief Compliance Officer.

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Item 4: Advisory Business

Simcoe Capital, LLC dba Signia Capital Management (“Signia”) is an independent investment management firm that is not affiliated with any parent organization. Signia is an equity manager investing primarily in U.S. traded securities. Signia Capital Management is structured as a Limited Liability Corporation and is privately held. The firm was founded in 2001 by the investment professionals who serve as operating members and by three private investors who served as non-operating members and advisory board members. Signia was registered as an investment adviser (02/15/2001).

Currently the operating members have 60% of the controlling interest in Signia Capital Management. Signia’s business model is focused solely on asset management. It is Signia’s intention to grow the Small Microcap Value Equity product to \$350 million before closing it to new clients. Signia will allow the products to grow organically to a level where it can effectively execute the strategy. These limits were determined by the collective experience of the Signia team and the advice of its Advisory Board. The firm’s investment products have included Broad, Small, and Small-Mid Capitalization Equity strategies from 2001 to 2014. At the beginning of 2015 the firm closed these products to new investors to focus on Small Microcap Value Equity.

Each client completes a written document selecting the investment product with guidelines to managing their account including any reasonable restrictions. The written information about the investment advisory client must include, but is not limited to, the client’s: • Age (or date of birth) • Financial situation and needs, which typically includes: • Annual income • Total net worth (excluding primary residence) • Employment status (if retired, former profession. If self-employed, type of business) • Fair market value of primary residence (and outstanding debt) • Tax status, which typically includes: • Type of account (natural person, entity, IRA, etc.) • Tax bracket • Tax strategy for the account(s) • Investment objectives (should be defined to ensure client understanding) • Investment experience (time/investment products) • Investment time horizon • Liquidity (cash flow) needs • Risk tolerance • Other investments (types of investments held elsewhere) • Any other information the client may disclose to the investment adviser in connection with such recommendation or investment advice. Additionally, on an annual basis, the investment adviser will make a reasonable effort to confirm or update the written information about each investment advisory client. A model is used for each investment product. Our current products have Investment Restrictions which include: Derivatives usage for speculative or leverage purposes are not permitted. Examples of prohibited investments include but are not limited to: Foreign securities for which settlement is made in currencies other than U.S. dollars, Structured Notes, Swaps (Interest rate, Foreign Exchange, Equity), CMOs and other volatile cash-flows (IOs, POs, Inverse floaters).

Item 5: Fees and Compensation

The fee schedule is based on a percentage of assets under management. Client’s accounts are valued by using Intercontinental Exchange (ICE) Data Services. The standard fee for separate managed accounts is 1.0% of the assets under management.

Fees are negotiable and vary based on the size and type of the investment. The fee for accounts with assets over \$10 million will be 0.9 percent. The fee for accounts with assets over \$40 million will be 0.8 percent. Fees for Brokerage Managed Accounts are calculated and billed quarterly in advance, by using the last quarter end value multiplied by the annual rate and divided by 4. Fees for Institutional clients are calculated using the three-month end values of the previous quarter averaged and multiplied by the annual rate and divided by 4. In all instances, Signia will send the client a written invoice, including the fee, the formula used to calculate the fee, the fee calculation itself, the time period covered by the fee, and, if applicable, the amount of assets under management on which the fee was based. Signia will include the name of the custodian(s) on your fee invoice. The Adviser will send these to the client concurrent with the request for payment or payment of the Adviser's advisory fees. We urge the client to compare this information with the fees listed in the account statement

Fee Rates and Payment terms for institutional accounts and other types of accounts are negotiable and decided on a case-by-case basis. The rate and payment terms will be documented in the investment management agreement.

Clients may select whether Signia deducts the incurred fees from their account or directly bills the incurred fees. Signia will accept checks, ACH payments or wire transfers.

Clients will also pay other types of fees and expenses in connection with Signia's advisory services, such as custodian fees or mutual fund expenses. Signia's fees are separate from any fees charged by a mutual fund held in a client's account. Accounts coming through Broker's Managed Accounts programs are subject to additional fees charged by the broker. Signia manages accounts through the Morgan Stanley Managed Account programs. Clients will incur brokerage and other transaction costs, please see section Item 12 (the Brokerage Practices).

If a client pays their fee in advance and then withdraws all assets from the account before the last day of a calendar quarter, the fee previously paid with respect to that calendar quarter shall be prorated based on the number of days elapsed in that quarter prior to the withdrawal, and the unearned portion shall be promptly refunded to the client.

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

Signia does not charge any performance fees. Some investment advisers experience conflicts of interest in connection with the side-by-side management of accounts with different fee structures. However, these conflicts of interest are not applicable to Signia.

Item 7: Types of Clients

Signia Capital Management primarily provides investment advisory services to institutions and high-net worth individuals. Signia generally requires a minimum investment of \$100,000 to open an account for our Small-Micro Cap Value Strategy. This minimum may be waived by Signia at its discretion.

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

Investment Approach

Research shows that human psychology leads investors to project current information too far into the future. In other words, when companies experience difficult times, investors become disillusioned and assume these difficulties will persist far longer than they typically do. This behavioral bias creates substantial investment opportunities. Signia has designed a value-based investment process to focus intently on such situations, and systematically capitalize on these expectational errors.

Investment Ideas

The internal screening process focuses on identifying companies at the intersection of three important criteria: a) Low Valuation: low price-to-book; low price-to-sales; low price-to-cash flow; and other relevant valuation metrics. b) High Quality: proven businesses and conservative capital structures (low debt-to-capital, high interest coverage and other measures of financial strength). c) Identifiable Catalysts: cyclical, secular, and company specific. Outside sources of investment ideas include investor conferences, industry publications, Wall Street research, and conversations with company management. Each of our three portfolio managers/research analysts specialize in specific industries and sectors.

Research

Once we identify a company that meets our criteria, the in-depth research begins. We evaluate management quality, corporate strategy, industry conditions, and specific catalysts that will rekindle investor interest. Another important part of the research process is the evaluation of company financial statements. We find that valuable insight can be gained by carefully scrutinizing all available financial information.

Portfolio Construction

The portfolio management team constantly looks for the best 30 to 40 companies for the Small Micro Cap Value strategy that meet our screening criteria and have the highest potential investment performance. All the buy and sell decisions are based on the relationship between the market price and our estimate of the intrinsic value of a company.

Signia provides investment advice and management to individually managed accounts in both direct and sub-advisory agreements. Signia holds a limited power of attorney to act on a discretionary basis with client funds. Client funds are deposited in either a brokerage firm or a bank custodian account. Each client completes a written document selecting the investment product with guidelines to managing their account including any reasonable restrictions. A model is used for each investment product.

Investing in securities involves risk of loss that clients should be prepared to bear. Signia's Small Micro Cap Value strategy typically includes 25-35 securities, and involves less liquid investments with the potential for more price volatility given company size and portfolio concentration. Signia utilizes a fundamental value investment approach. It is possible that securities may not realize the projected future value and clients may lose money in those securities. Clients should understand that investing in any securities, including mutual funds and

ETFs, involve a risk of loss of both income and principal. Signia attempts to mitigate this risk. The underlying securities in client's accounts are continuously monitored by two portfolio managers, who consider asset allocation, cash management, market prospects, and individual issue prospects. Attention is given to changes in company earnings, industry outlook, market outlook, and price levels. Client accounts are reviewed at least weekly by two portfolio managers. A report detailing the holdings of each account is distributed to each portfolio manager. Accounts are compared and adjusted to the appropriate product model.

Item 9: Disciplinary Information

Signia's employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of the company or its personnel.

Item 10: Other Financial Industry Activities and Affiliations

Signia is not affiliated with any other entities and does not participate in any activities outside of investment manager.

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

Signia has adopted a Code of Ethics that includes the following principles governing personal investment activities by all supervised and access persons. The Code of Ethics is predicated on the principle that Signia owes a fiduciary duty to its clients. Accordingly, employees must avoid activities, interests and relationships that run contrary (or appear to run contrary) to the best interests of clients. At all times, Signia will be mindful to:

- ***Place client interests ahead of Signia's*** – As a fiduciary, Signia will serve in its clients' best interests. In other words, employees may not benefit at the expense of clients.
- ***Engage in personal investing that is in full compliance with Signia's Code of Ethics*** – Employees must review and abide by Signia's Personal Securities Transaction and Insider Trading Policies.
- ***Avoid taking advantage of your position*** – Employees must not accept investment opportunities, gifts or other gratuities from individuals seeking to conduct business with Signia, or on behalf of a Client, unless in compliance with the Gift Policy below.
- ***Maintain full compliance with the Federal and State Securities Laws*** – Employees must abide by the standards set forth in Rule 204A-1 under the Investment Advisers Act of 1940, and the Securities Act of Washington Investment Advisers Act of 1940, and the Securities Act of Washington, and the Securities Act of Washington, and Rule 17j-1 under the Investment Company Act of 1940.

Signia's Code of Ethics also requires employees to: 1) pre-clear certain personal securities transactions, 2) report personal securities transactions at least on a quarterly basis, and 3) provide Signia with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which such employees have a direct or indirect beneficial interest.

A client can obtain a copy of Signia's Code of Ethics by contacting the Chief Compliance Officer at (509) 789-8970.

Item 12: Brokerage Practices

Signia's policy, to the extent practicable, is to allocate investment opportunities over a period *on a fair and equitable basis relative to other clients* consistent with Signia's fiduciary duty. Signia is not obligated to acquire for any account any security that Signia or its officers, managers, members or employees may acquire for their own account. Signia will determine for each account if it is practical or desirable to acquire a position in a security.

Signia has discretion over the selection of the broker to be used and the commission rates to be paid. In selecting a broker for any transaction or series of transactions, Signia considers a number of factors including net price, clearance, settlement, reputation, financial strength and stability, efficiency of execution and error resolution, block trading and block positioning capabilities, willingness to execute related or unrelated difficult transactions in the future, order of call, offering Signia on-line access to computerized data regarding clients' accounts, computer trading systems, and other matters involved in the receipt of brokerage services generally. Signia also purchases from a broker or allows a broker to pay for certain research products and services (a "soft dollar" relationship). These research products and services include online access to financial news and research, securities price quotes, security characteristics.

Subject to best execution considerations, Signia directs client transactions to certain broker-dealers from which Signia receives research products and services. The receipt of such research services and products using "soft dollars" can be seen as benefiting Signia in the sense that Signia would otherwise have to directly pay for such products and services itself. Thus, the use of "soft dollars" generated through client transactions to acquire such products and services raises a potential conflict of interest. Signia has a potential conflict of interest between allocating client brokerage to broker-dealers through which Signia generates "soft dollar" credits and allocating brokerage to other broker-dealers. Signia has established guidelines to effectuate and monitor such soft dollar arrangements and to ensure any products and services received through such arrangements are eligible research or brokerage services under Section 28(e) of the Securities Exchange Act of 1934. Soft dollar arrangements cannot be accepted by employees without the prior approval of the Chief Compliance Officer.

As mentioned above, Signia pays brokerage commissions more than that which another broker might charge for effecting the same transaction in recognition of the value of the brokerage, research, other services, and "soft dollar" relationships provided by that broker. In such a case, however, Signia determines if consistent with Signia's fiduciary duty that such commission is

reasonable in relation to the value of such brokerage, research, other services, and “soft dollar” relationships, viewed in terms of either the specific transaction or Signia’s overall responsibilities to the portfolios over which it exercises investment authority. In addition, the research and other benefits resulting from a brokerage relationship benefit all accounts managed by Signia or Signia’s operations, including clients who direct Signia to use brokers that do not provide Signia with soft dollar services.

Signia aggregates securities sale and purchase orders for a client with similar orders being made contemporaneously for other accounts managed by Signia or with accounts of related persons of Signia. Transactions in the same security for multiple client accounts will be aggregated into two primary groups. The first group “Discretionary Brokerage” will include client accounts which give discretion to Signia to select the executing broker. The second group “Directed Brokerage” will be aggregated into blocks of accounts based on the broker the client has directed us to use. In the second group a sequential method will be used to ensure that no single broker’s block of accounts has an advantage. Clients in the “Directed Brokerage” group may bear the market impact (e.g., higher or lower market prices) when executing security transactions after the “Discretionary Brokerage” clients. When practical Signia will block trade the “Directed Brokerage” group with the Discretionary Brokerage group by trading away from the directed broker and allocating the trade cost to all accounts in the block pro rata.

In the event of aggregated transactions, each client will be charged or credited the average transaction price of all securities purchased or sold in such transactions. As a result, however, the price may be less favorable to the client than it would be if similar transactions were not being executed concurrently for other accounts.

If a client directs Signia to use a specific broker, then Signia does not have any responsibility for obtaining the best prices or commission rates. The client may not obtain rates as low as it might otherwise obtain if Signia had discretion to select the broker-dealer.

If a client requests a referral to a custodian, we may recommend TD Ameritrade as we have an existing relationship with their institutional custodial services group. We do not recommend brokerage services to our clients.

Item 13: Review of Accounts

The underlying securities in client’s accounts are continuously monitored by three portfolio managers, who consider asset allocation, cash management, market prospects and individual issue prospects. Attention is given to changes in company earnings, industry outlook, market outlook, and price levels. A report detailing the holdings of each account is distributed by to each portfolio manager. Accounts are compared and adjusted to the appropriate product model.

Clients receive account statements directly from their chosen custodian on at least a quarterly basis. Signia supplements these custodial statements with quarterly market updates and other specific reports requested by the client such as trade details and proxy voting records.

Item 14: Client Referrals and Other Compensation

Signia does not compensate any person for client referrals. Signia does not receive an economic benefit from any other person providing investment advice or other advisory services to Signia's clients.

Item 15: Custody

Signia's clients select a qualified custodian and open a separate account in their name. Clients receive account statements from their broker-dealer, bank or other qualified custodian; the client should carefully review those statements. If the client elects to receive an account statement from Signia, we urge the client to compare the account statements they receive from the qualified custodian with those they receive from Signia.

Item 16: Investment Discretion

Signia has complete discretion over the selection and number of securities to be bought or sold for client accounts without obtaining specific client consent. Because Signia engages in an investment advisory business and manages more than one account, there may be conflicts of interest over Signia's time devoted to managing any one account and the allocation of investment opportunities among all accounts managed by Signia. Signia attempts to resolve all such conflicts in a manner that is generally fair to all its clients. Signia may give advice and act with respect to any of its clients that may differ from any other client. It is Signia's policy to allocate investment opportunities consistent with Adviser's fiduciary duty to all clients.

Each client completes a written document selecting the investment product with guidelines to managing their account including any reasonable restrictions. The investment management agreement includes a limited power of attorney granting Signia the authority to exercise its discretion.

Item 17: Voting Client Securities

Signia gives clients the option of retaining voting authorization for securities proxies. As applicable to clients for which we vote proxies, our policy is to vote your proxies in the interest of maximizing shareholder value. Signia votes your proxies in a way that we believe, consistent with our fiduciary duty, will cause your securities to increase the most or decline the least in value. Consideration will be given to both the short- and long-term implications of the proposal to be voted on when considering the optimal vote. Signia has retained Broadridge Investor Communication Solutions, Inc. (BroadRidge). Signia utilizes ProxyEdge® platform to facilitate the voting process and to provide recordkeeping with respect to how Signia voted client proxies. Finally, Signia has an internally appointed individual who is responsible for identifying proxies for which Signia will vote consistent with Signia's fiduciary duty to its clients and submit the votes promptly and properly. Clients may provide Signia with written directions on how to vote their shares for a solicitation.

We attempt to identify any conflicts of interests between your interests and our own within our proxy voting process. If we determine that our firm or one of our employees faces a material conflict of interest in voting your proxy (e.g., an employee of the Signia may personally benefit if the proxy is voted in a certain direction) we will vote in line with your interests. A client can obtain a copy of Signia's proxy voting policy and a record of votes cast by Signia on behalf of that client by contacting the Chief Compliance Officer at (509) 789-8973.

Item 18: Financial Information

Signia has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts. Signia does not require prepayment of more than \$500 in fees per client, six months or more in advance.

Item 19: Requirements for State Registered Advisors

Simcoe Capital, LLC dba Signia Capital Management maintains an office located in Spokane, WA at 9 South Washington St, in Suite 520. The business is managed by Colin Kelly and Richard Beaven. Additional information regarding business and educational background for Richard Beaven and Colin Kelly can be found in Form ADV Part 2B.

Signia does not collect performance-based fees. Colin Kelly receives modest compensation for his role as an adjunct finance professor at Gonzaga University. We do not believe this presents any conflict of interest with his obligations as Portfolio Manager at Signia. No member of Signia has been involved in any legal or disciplinary events that would be material. No member of Signia has any relationship or arrangement with any issuer of securities.