

Boyd Capital Management LLC

Wrap Fee Brochure

This wrap fee brochure provides information about the qualifications and business practices of Boyd Capital Management LLC. If you have any questions about the contents of this brochure, please contact us at (585) 269-8511 or by email at: jboyd@boydcapital.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 Boyd Capital Management LLC is also available on the SEC's website at www.adviserinfo.sec.gov. Boyd Capital Management LLC's CRD number is: 312070.

30 W Broad
Rochester, NY 14614
(585) 269-8511
jboyd@boydcapital.com
<https://www.boydcapital.com>

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

Version Date: 3/24/2022

Item 2: Material Changes

Since our initial filing in 2021, Boyd Capital Management LLC has made the following updates to our brochure:

1. We have added additional disclosure information in Item 4 regarding our responsibilities when advising an IRA or other ERISA Retirement plan.
2. We have added this wrap fee program.

Item 3: Table of Contents

Item 1: Cover Page	
Item 2: Material Changes.....	ii
Item 3: Table of Contents.....	iii
Item 4: Services, Fees and Compensation	2
Item 5: Account Requirements and Types of Clients	7
Item 6: Portfolio Manager Selection and Evaluation.....	7
Item 7: Client Information Provided to Portfolio Managers	7
Item 8: Client Contact with Portfolio Managers.....	8
Item 9: Additional Information	13

Item 4: Services, Fees and Compensation

Description of the Advisory Firm

Boyd Capital Management LLC (hereinafter “BCM”) is a Limited Liability Company organized in the State of New York. The firm was formed in October 2020, and the principal owners are Joseph Aaron Boyd and MAMCO2 LLC.

Types of Advisory Services

Portfolio Management Services

BCM offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. BCM creates an Investment Policy Statement for each client, which outlines the client’s current situation (income, tax levels, and risk tolerance levels) and then constructs a plan to aid in the selection of a portfolio that matches each client's specific situation. If appropriate for a client’s situation the firm will provide investment advice, brokerage, and custodial services under this “wrap fee” arrangement. Generally, in a wrap fee arrangement, the client pays a combined fee for investment advice, brokerage services, clearance and settlement services, and custodial services. The wrap fee you pay us allows us to pay for brokerage and execution services provided by your account custodian. The client may also be charged for expenses or services that are not covered by the wrap fee. The fees not included in the advisory fee for our wrap services are charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund’s prospectus (i.e., fund management fees and other fund expenses), mark-ups and mark-downs, spreads paid to market makers, fees for trades executed away from custodian, wire transfer fees and other fees and taxes on brokerage accounts and securities transactions. The wrap fee program may cost the client more or less than purchasing such services separately. For instance, because we are charged for executed trades we may have an incentive to limit our trading activities in your account(s). However, BCM is constrained by fiduciary principles to act in its clients’ best interests.

Portfolio management services include, but are not limited to, the following:

- | | |
|-----------------------|--------------------------------|
| • Investment strategy | • Personal investment policy |
| • Asset allocation | • Asset selection |
| • Risk tolerance | • Regular portfolio monitoring |

BCM evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. BCM will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

BCM seeks to provide that investment decisions are made in accordance with the fiduciary duties owed to its accounts and without consideration of BCM's economic, investment or other financial interests. To meet its fiduciary obligations, BCM attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, BCM's policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time. It is BCM's policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent, including initial public offerings ("IPOs") and other investment opportunities that might have a limited supply, among its clients on a fair and equitable basis over time.

Services Limited to Specific Types of Investments

BCM generally limits its investment advice to mutual funds, fixed income securities, real estate funds (including REITs), insurance products including annuities, equities, ETFs (including ETFs in the gold and precious metal sectors), treasury inflation protected/inflation linked bonds, commodities, non-U.S. securities, venture capital funds and private placements. BCM may use other securities as well to help diversify a portfolio when applicable.

From time to time, BCM advises clients in respect of holdings in a Qualified Opportunity Zone Fund. BCM does not focus on such funds and does not anticipate financial advisory services or other services in respect of such funds to become a significant part of BCM's business.

Client Tailored Services and Client Imposed Restrictions

BCM will tailor a program for each individual client. This will include an interview session to get to know the client's specific needs and requirements as well as a plan that will be executed by BCM on behalf of the client. In certain cases, Joe Boyd, a principal of BCM has worked with clients over a period of time in connection with Mr. Boyd's former employment. In these cases, a formal interview may not be required in connection with such client's choosing BCM as its financial adviser, but regular communications will continue in the manner agreed between such client and BCM from time to time. BCM may use model allocations together with a specific set of recommendations for each client based on their personal restrictions, needs, and targets. Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent BCM from properly servicing the client account, or if the restrictions would require BCM to deviate from its standard suite of services, BCM reserves the right to end the relationship.

BCM seeks to understand each client's entire financial situation, to develop tailored plans and investment portfolios to support the clients' long-term goals and objectives, [and develop strategies for contingencies, as well as immediate and medium-term needs of each client].

ERISA and Individual Retirement Accounts Disclosure

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interests ahead of yours.

Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

Assets Under Management

BCM has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$68,414,707	\$19,895,308	3/18/2022

Fees and Compensation

Portfolio Management Fees

Total Assets Under Management	Annual Fees
\$0 - \$250,000	1.25%
\$250,001 - \$1,000,000	1.00%
\$1,000,001 - AND UP	0.75%

The advisory fee is calculated using the value of the assets in the Account on the last business day of the prior billing period.

These fees are generally negotiable and the final fee schedule will be memorialized in the client's advisory agreement. Clients may terminate the agreement without penalty for a full refund of BCM's fees within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the Investment Advisory Contract generally upon 30 days' written notice.

Wrap Fee Program Disclosures

- The benefits under a wrap fee program depend, in part, upon the size of the account, the costs associated with managing the account, and the frequency or type of securities transactions executed in the account.
- For example, a wrap fee program may not be suitable for all accounts, including but not limited to accounts holding primarily, and for any substantial period of time, cash or cash equivalent investments, fixed income securities or no-transaction-fee mutual funds, or any other type of security that can be traded without commissions or other transaction fees.
- In order to evaluate whether a wrap fee arrangement is appropriate for you, you should compare the agreed-upon wrap program fee and any other costs associated with participating in our wrap fee program with the amounts that would be charged by other advisers, broker-dealers, and custodian, for advisory fees, brokerage and execution costs, and custodial services comparable to those provided under the wrap program.

Conflict of Interest. When managing a client's account on a wrap fee basis, we receive as compensation for our investment advisory services, the balance of the total wrap fee you pay after custodial, trading and other management costs have been deducted. Accordingly, we have a conflict of interest because we have a financial incentive to maximize our compensation by seeking to reduce or minimize the total costs incurred in your account(s) subject to a wrap fee.

For instance, Charles Schwab & Co., Inc. ("Schwab") and other custodians have eliminated commissions (or transaction fees) for online trades of U.S. equities, ETFs and options (subject to a \$0.65 per contract fee). This means that, if your account is at Schwab, when we buy and sell these types of securities, we will not have to pay any commissions to Schwab. Because we are charged for executed trades we may have an incentive to limit our trading activities in your account(s). However, BCM is constrained by fiduciary principles to act in its clients' best interests.

Payment of Fees

Payment of Portfolio Management Fees

Asset-based portfolio management fees are withdrawn directly from the client's accounts with client's written authorization on a quarterly basis. Fees are paid in advance.

Client Responsibility For Third Party Fees

As a shareholder of a money market fund or mutual fund, in addition to fees paid by a client to BCM under the program, the client will bear a proportionate share of the fund's expenses, including the investment management fees that are paid to the fund's investment adviser, and will bear any other charges levied by a fund (e.g., redemption fees). For more information about fund expenses, see the fund's prospectus. Wrap fees also do not include fees related to adoption, maintenance, and closure of retirement accounts. A description of these and other expenses are available in each fund's prospectus.

Generally, BCM purchases no-load mutual funds which do not generate sales charges. Load and no-load mutual funds typically pay distribution charges, sometimes referred to as 12b-1 fees. 12b-1 fees come from fund assets, therefore, indirectly from client assets. The mutual funds the Firm recommends typically offer a variety of share classes, including some that do not charge 12b-1 fees and are, therefore, less expensive. There are instances in which BCM would recommend a mutual fund that carries a 12b-1 fee, even when a lower-cost share class is available for the same fund. For example, a lower-cost class share may not be available to BCM due to investment minimums. In other cases, mutual funds charging 12b-1 fees are transferred into BCM. In which case the Firm may recommend the client converts the existing share class. In addition, some mutual funds charge 12b-1 fees, but no transaction fees, while other share classes in the same fund family do not charge 12b-1 fees but do charge transaction fees. Mutual funds charging 12b-1 fees will be recommended when the overall cost is seen as a benefit to the client if the anticipated transaction fees exceed the anticipated 12b-1 fees. When recommending a particular mutual fund share class, the different available share classes are compared and reviewed along with the anticipated investment timeframe, potential tax consequences, future anticipated transactions and other costs to determine the best selection for the client at that time.

Other costs that may be assessed and that are not part of those outlined above include fees for portfolio transactions executed away from the broker/custodian selected by the client, dealer mark-ups, electronic fund and wire transfers, spreads paid to market-makers, and exchange fees, among others. Broker/custodian may charge client certain additional and/or minimum fees.

The Program fee does not include: (i) annual account fees or other administrative fees, such as wire fees, charged by your custodian (ii) certain odd-lot differentials, transfer taxes, transaction fees mandated by the Securities Act of 1934, and charges imposed by law with regard to transactions in the client's account; and (iii) advisory fees, expenses or sales charges (loads) of mutual funds (including money market funds), closed-end investment companies or other managed investments, if any, held in client's account.

Prepayment of Fees

BCM collects fees in advance. Refunds for fees paid in advance but not yet earned will be refunded on a prorated basis and returned promptly to the client via deposit back into the client's account.

For all asset-based fees paid in advance, the fee refunded will be equal to the balance of the fees collected in advance minus the daily rate* times the number of days elapsed in the billing period up to and including the day of termination. (*The daily rate is calculated by dividing the annual asset-based fee rate by 365.)

Item 5: Account Requirements and Types of Clients

BCM generally provides advisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Pension and Profit-Sharing Plans
- ❖ Charitable Organizations

There is no account minimum for any of BCM's services.

Item 6: Portfolio Manager Selection and Evaluation

BCM serves as the portfolio manager in the wrap fee program. BCM uses industry standards to measure the performance of its portfolio managers; however, it does not use a third-party auditor to review and verify the performance of its portfolio managers.

Performance-Based Fees and Side-By-Side Management

BCM does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Client Information Provided to Portfolio Managers

BCM does not outsource its portfolio management by using outside portfolio managers for the wrap fee program. The Client may contact BCM during normal business hours to consult with your portfolio manager concerning the management of the Client's Account.

Item 8: Client Contact with Portfolio Managers

When BCM acts as both your registered investment adviser and Portfolio Manager, you may contact your investment adviser representative directly during normal business hours. When an outside Portfolio Manager is used, you can contact your investment adviser representative who will provide contact information to your Portfolio Manager or schedule a call for you.

Methods of Analysis, Investment Strategies, & Risk of Loss

Methods of Analysis

BCM's methods of analysis include Charting analysis, Fundamental analysis, Modern portfolio theory, Quantitative analysis and Technical analysis.

Charting analysis involves the use of patterns in performance charts. BCM uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Modern portfolio theory is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various asset.

Quantitative analysis deals with measurable factors as distinguished from qualitative considerations such as the character of management or the state of employee morale, such as the value of assets, the cost of capital, historical projections of sales, and so on.

Technical analysis involves the analysis of past market data; primarily price and volume.

Investment Strategies

BCM uses long term trading, short term trading and options trading (including covered options, uncovered options, or spreading strategies).

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Methods of Analysis

Charting analysis strategy involves using and comparing various charts to predict long and short-term performance or market trends. The risk involved in using this method is that only past performance data is considered without using other methods to crosscheck

data. Using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Modern portfolio theory assumes that investors are risk averse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

Quantitative analysis Investment strategies using quantitative models may perform differently than expected as a result of, among other things, the factors used in the models, the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.

Investment Strategies

BCM's use of options trading generally holds greater risk, and clients should be aware that there is a material risk of loss using any of those strategies.

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Options transactions involve a contract to purchase a security at a given price, not necessarily at market value, depending on the market. This strategy includes the risk that an option may expire out of the money resulting in minimal or no value, as well as the possibility of leveraged loss of trading capital due to the leveraged nature of stock options.

Short term trading risks include liquidity, economic stability, and inflation, in addition to the long-term trading risks listed above. Frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Risks of Specific Securities Utilized

BCM's use of options trading generally holds greater risk of capital loss. Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds: Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond "fixed income" nature (lower risk) or stock "equity" nature.

Equity investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing described below.

Exchange Traded Funds (ETFs): An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance. Risks in investing in ETFs include trading risks, liquidity and shutdown risks, risks associated with a change in authorized participants and non-participation of authorized participants, risks that trading price differs from indicative net asset value (iNAV), or price fluctuation and disassociation from

the index being tracked. With regard to trading risks, regular trading adds cost to your portfolio thus counteracting the low fees that one of the typical benefits of ETFs. Additionally, regular trading to beneficially “time the market” is difficult to achieve. Even paid fund managers struggle to do this every year, with the majority failing to beat the relevant indexes. With regard to liquidity and shutdown risks, not all ETFs have the same level of liquidity. Since ETFs are at least as liquid as their underlying assets, trading conditions are more accurately reflected in implied liquidity rather than the average daily volume of the ETF itself. Implied liquidity is a measure of what can potentially be traded in ETFs based on its underlying assets. ETFs are subject to market volatility and the risks of their underlying securities, which may include the risks associated with investing in smaller companies, foreign securities, commodities, and fixed income investments (as applicable). Foreign securities in particular are subject to interest rate, currency exchange rate, economic, and political risks, all of which are magnified in emerging markets. ETFs that target a small universe of securities, such as a specific region or market sector, are generally subject to greater market volatility, as well as to the specific risks associated with that sector, region, or other focus. ETFs that use derivatives, leverage, or complex investment strategies are subject to additional risks. Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed “electronic shares” not physical metal) specifically may be negatively impacted by several unique factors, among them (1) large sales by the official sector which own a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or other precious metals, (3) a significant change in the attitude of speculators and investors. The return of an index ETF is usually different from that of the index it tracks because of fees, expenses, and tracking error. An ETF may trade at a premium or discount to its net asset value (NAV) (or indicative value in the case of exchange-traded notes). The degree of liquidity can vary significantly from one ETF to another and losses may be magnified if no liquid market exists for the ETF’s shares when attempting to sell them. Each ETF has a unique risk profile, detailed in its prospectus, offering circular, or similar material, which should be considered carefully when making investment decisions.

Real estate funds (including REITs) face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance. Revenues and cash flows may be adversely affected by: changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws.

Annuities are a retirement product for those who may have the ability to pay a premium now and want to guarantee they receive certain monthly payments or a return on investment later in the future. Annuities are contracts issued by a life insurance company designed to meet requirement or other long-term goals. An annuity is not a life insurance policy. Variable annuities are designed to be long-term investments, to meet retirement and other long-range goals. Variable annuities are not suitable for meeting short-term

goals because substantial taxes and insurance company charges may apply if you withdraw your money early. Variable annuities also involve investment risks, just as mutual funds do.

Private placements carry a substantial risk as they are subject to less regulation than are publicly offered securities, the market to resell these assets under applicable securities laws may be illiquid, due to restrictions, and the liquidation may be taken at a substantial discount to the underlying value or result in the entire loss of the value of such assets.

Venture capital funds invest in start-up companies at an early stage of development in the interest of generating a return through an eventual realization event; the risk is high as a result of the uncertainty involved at that stage of development.

Commodities are tangible assets used to manufacture and produce goods or services. Commodity prices are affected by different risk factors, such as disease, storage capacity, supply, demand, delivery constraints and weather. Because of those risk factors, even a well-diversified investment in commodities can be uncertain.

Options are contracts to purchase a security at a given price, risking that an option may expire out of the money resulting in minimal or no value. An uncovered option is a type of options contract that is not backed by an offsetting position that would help mitigate risk. The risk for a “naked” or uncovered put is not unlimited, whereas the potential loss for an uncovered call option is limitless. Spread option positions entail buying and selling multiple options on the same underlying security, but with different strike prices or expiration dates, which helps limit the risk of other option trading strategies. Option transactions also involve risks including but not limited to economic risk, market risk, sector risk, idiosyncratic risk, political/regulatory risk, inflation (purchasing power) risk and interest rate risk.

Non-U.S. securities present certain risks such as currency fluctuation, political and economic change, social unrest, changes in government regulation, differences in accounting and the lesser degree of accurate public information available.

Qualified Opportunity Zone Funds seek to exploit tax benefits available in respect of investments made in such zones. The benefits may not be as anticipated, other market conditions, or changes in tax law can make them less attractive relative to other investments. There have been allegations of cronyism in the exploitation of such zones, resulting in an un-level playing field, increasing the cost of operations, and adversely affecting the relative value of such opportunities.

Past performance is not indicative of future results. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Voting Client Securities (Proxy Voting)

BCM will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 9: Additional Information

Disciplinary Information

Criminal or Civil Actions

There are no criminal or civil actions to report.

Administrative Proceedings

There are no administrative proceedings to report.

Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Other Financial Industry Activities and Affiliations

Registration as a Broker/Dealer or Broker/Dealer Representative

Neither BCM nor its representatives are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer. Joseph Boyd was, prior to commencing activities through BCM, a registered representative of Brighton Securities Corp.

Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither BCM nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Joseph Aaron Boyd is a licensed insurance agent with KAFL Insurance Resources, and from time to time, will offer clients advice or products from those activities. Clients should be aware that these services pay a commission or other compensation and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser. BCM always acts in the best interest of the client; including the sale of commissionable products to advisory clients. Clients are in no way required to utilize the services of any representative of BCM in connection with such individual's activities outside of BCM.

Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

BCM does not utilize nor select third-party investment advisers.

Brokerage Practices

Factors Used to Select Custodians and/or Broker/Dealers

Custodians/broker-dealers will be recommended based on BCM's duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent, and BCM may also consider the market expertise and research access provided by the broker-dealer/custodian, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers that may aid in BCM's research efforts. BCM will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer/custodian.

BCM recommends that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. ("Schwab"), a registered broker-dealer, member SIPC or Brighton Securities Corp., an introducing broker-dealer for Wells Fargo Clearing Services LLC ("WFCS"), member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Although BCM may recommend that clients establish accounts at these custodians, it is the client's decision. BCM is independently owned and operated and not affiliated with Schwab, WFCS or Brighton Securities Corp. Other custodians are utilized from time to time, as appropriate to the client situation, for example, if a client has a historical relationship, or if pricing considerations warrant the use of an alternate custodian.

1. Research and Other Soft-Dollar Benefits

While BCM has no formal soft dollars program in which soft dollars are used to pay for third party services, BCM may receive research, products, or other services from

custodians and broker-dealers in connection with client securities transactions (“soft dollar benefits”). BCM may enter into soft-dollar arrangements consistent with (and not outside of) the safe harbor contained in Section 28(e) of the Securities Exchange Act of 1934, as amended. There can be no assurance that any particular client will benefit from soft dollar research, whether or not the client’s transactions paid for it, and BCM does not seek to allocate benefits to client accounts proportionate to any soft dollar credits generated by the accounts. BCM benefits by not having to produce or pay for the research, products or services, and BCM will have an incentive to recommend a broker-dealer based on receiving research or services. Clients should be aware that BCM’s acceptance of soft dollar benefits may result in higher commissions charged to the client.

In certain instances, depending on the class of shares in which a client invests, depending on the anticipated time horizon of an investment, BCM may be compensated by the applicable plan or fund in connection with the purchase of securities therein.

2. Brokerage for Client Referrals

BCM receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

BCM may permit clients to direct it to execute transactions through a specified broker-dealer. If a client directs brokerage, then the client will be required to acknowledge in writing that the client’s direction with respect to the use of brokers supersedes any authority granted to BCM to select brokers; this direction may result in higher commissions, which may result in a disparity between free and directed accounts; the client may be unable to participate in block trades (unless BCM is able to engage in “step outs”); and trades for the client and other directed accounts may be executed after trades for free accounts, which may result in less favorable prices, particularly for illiquid securities or during volatile market conditions. Not all investment advisers allow their clients to direct brokerage.

Aggregating (Block) Trading for Multiple Client Accounts

If BCM buys or sells the same securities on behalf of more than one client, then it may (but would be under no obligation to) aggregate or bunch such securities in a single transaction for multiple clients in order to seek more favorable prices, lower brokerage commissions, or more efficient execution. In such case, BCM would place an aggregate order with the broker on behalf of all such clients in order to ensure fairness for all clients; provided, however, that trades would be reviewed periodically to ensure that accounts are not systematically disadvantaged by this policy. BCM would determine the appropriate number of shares and select the appropriate brokers consistent with its duty to seek best execution, except for those accounts with specific brokerage direction (if any).

Code of Ethics

BCM has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. BCM's Code of Ethics is available free upon request to any client or prospective client.

Recommendations Involving Material Financial Interests

BCM does not recommend that clients buy or sell any security in which a related person to BCM or BCM has a material financial interest.

Investing Personal Money in the Same Securities as Clients

From time to time, representatives of BCM may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of BCM to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. BCM will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

Performance Fees

In connection with advice to a manager of a fund client, an affiliate of the adviser receives a performance-based fee. The existence of any such performance-based fees will be disclosed in respect of any suggested investment. The adviser may only collect performance-based fees from clients who qualify as a "qualified client". The existence of performance-based fees tend to encourage riskier investment decisions in an effort to achieve outsized results, and therefore may cause a misalignment between the IARs and the client's interests, in other words, a conflict of interests.

Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of BCM may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of BCM to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, BCM will never engage in trading

that operates to the client's disadvantage if representatives of BCM buy or sell securities at or around the same time as clients.

Review of Accounts

Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

All client accounts for BCM's advisory services provided on an ongoing basis are reviewed at least Quarterly by Joseph A Boyd, Managing Partner, with regard to clients' respective investment policies and risk tolerance levels. All accounts at BCM are assigned to this reviewer.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by Joseph A Boyd, Managing Partner. Financial planning clients are provided a one-time financial plan concerning their financial situation. After the presentation of the plan, there are no further reports. Clients may request additional plans or reports for a fee.

Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

With respect to financial plans, BCM's services will generally conclude upon delivery of the financial plan.

Content and Frequency of Regular Reports Provided to Clients

Each client of BCM's advisory services provided on an ongoing basis will receive a quarterly report detailing the client's account, including assets held, asset value, and calculation of fees. This written report will come from the custodian.

Each financial planning client will receive the financial plan upon completion.

Client Referrals and Other Compensation

Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

BCM does not receive any economic benefit, directly or indirectly from any third party for advice rendered to BCM's clients.

Compensation to Non - Advisory Personnel for Client Referrals

BCM does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Financial Information

Balance Sheet

BCM neither requires nor solicits prepayment of more than \$1,200 in fees per client, six months or more in advance without providing services during such period, and therefore is not required to include a balance sheet with this brochure.

Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither BCM nor its management has any financial condition that is likely to reasonably impair BCM's ability to meet contractual commitments to clients.

Bankruptcy Petitions in Previous Ten Years

BCM has not been the subject of a bankruptcy petition in the last ten years.

Custody

When advisory fees are deducted directly from client accounts at client's custodian, BCM will be deemed to have limited custody of client's assets and must have written authorization from the client to do so. Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

Investment Discretion

BCM provides discretionary and non-discretionary investment advisory services to clients. The advisory contract established with each client sets forth the discretionary authority for trading. Where investment discretion has been granted, BCM generally manages the client's account and makes investment decisions without consultation with the client as to when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share. In some instances, BCM's discretionary authority in making these determinations may be limited by conditions imposed by a client (in investment guidelines or objectives, or client instructions otherwise provided to BCM).