

Part 2A of Form ADV: Firm Brochure

Item 1 Cover Page

Flagship Capital Management, Inc
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Phone 610-565-9580
flagshipcap.com

Brochure dated
February, 2023

This brochure provides information about the qualifications and business practices of Flagship Capital Management, Inc. Flagship Capital Management is a privately held Registered Investment Advisor. Registration does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 610-565-9580. 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 Flagship Capital Management, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Material Changes

None

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Item 4 Advisory Business

Flagship Capital Management is a privately held Registered Investment Advisor, incorporated in Delaware in January, 1990. Registration does not imply a certain level of skill or training. The firm has one individual shareholder: Thomas Goldsmith who is actively engaged in the business.

Flagship provides investment management services for individuals, corporations, pension and profit-sharing plans, foundations, trusts, and endowment funds. These management services include the selection of investment securities to be purchased on behalf of clients. In addition to the selection of the specific investment securities, the proportion of those securities in relation to the client's investment account and the timing of the purchase and sale of those securities are included as part of the management service. Services offered also include financial planning via cash flow budgeting and business and investment advisory services.

Client investment portfolios generally contain: stocks, bonds, mutual funds, exchange traded funds, and cash. The allocation of these assets varies by individual client and is structured to match the goals and risk tolerance of each client. These allocations are adjusted from time to time to reflect economic and market conditions as well as the changing needs of the client. All client assets are held by third party custodians who provide clients with monthly statements, as well as confirmations of all trading activity

On December 31, 2022 the total of client assets managed by Flagship on a discretionary basis was \$146,160,000.

Item 5 Fees and Compensation

Flagship charges an annual fee for its investment advisory services which is payable quarterly in advance based on the market value of the client's portfolio at the end of each fiscal quarter.

Typically, these fees are as follows:

Amount Invested	Annual Fee
\$0-\$1 million	up to 1.0%
next \$4 million	1.0%
next \$5 million	0.75%
over \$10 million	0.50%

FCM's Management Agreement and the custodian account forms grant FCM authority to deduct the quarterly advisory fees from the client accounts held by third party custodians. The itemized invoices are billed directly to the custodian of the client's accounts indicating the account to be charged by account. The client is sent a copy of the invoice to the custodian noting that it is a copy and that they do not need to remit any funds. Fees are then deducted from the client's accounts by the custodian and forwarded directly to Flagship. Clients can, at their discretion, elect to be billed and pay the fees directly.

Flagship's fees for self directed 401(k) plan accounts generally include an initial one- time setup fee of \$2,500 or \$ 40 per eligible participant. An annual monitoring fee of up to 1.0% is also due. This annual fee is payable quarterly in advance, based on the market value of the portfolio at the end of each fiscal quarter.

Clients and or participants investing in mutual funds pay additional fees assessed at the mutual fund level, which vary by fund.

All fees are fully disclosed via the management agreement and/or solicitation agreement.

Clients may terminate the management agreement within 5 business days of signing the agreement without penalty. A client may terminate the management agreement with Flagship at any time, by giving 60 days prior written notice. Unearned fees will be refunded on a pro-rata basis. There are no fees charged by Flagship to terminate an account.

All accounts may be subject to normal transaction costs (e.g., brokerage commissions, exchange fees). Flagship does not directly or indirectly participate in any of these fees.

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

Flagship neither charges, nor participates in any fees based upon the performance of client's accounts.

Item 7 Types of *Clients*

As stated in Item 4, Flagship provides investment management services for individuals, corporations, pension and profit-sharing plans, foundations, trusts, and endowment funds. Individual accounts may be both taxable and tax deferred. Flagship's minimum account size is typically \$250,000.00, which can be a combination of more than one brokerage account within a family and then managed as one composite account.

Flagship creates separate accounts for each client. These accounts are established at third party custodians and are registered in the name of each client. Client accounts may consist of a mix of stocks, bonds, ETFs, mutual funds or cash. Flagship employs both fundamental and technical methods of analysis when selecting securities for inclusion in a client's portfolio. Fundamental analysis will include a macroeconomic assessment of the investing environment as well as economic factors pertinent to the particular industry and issuer of a security being considered for investment. Technical analysis is a method of graphically measuring the supply and demand for stocks at various price levels.

Client portfolios will generally include a mix of equities and fixed income securities. This mix is intended to generate an income component for each portfolio, as well as capital appreciation potential.

Analysis of individual issuers of securities will include, among other things: balance sheet structure via ratio analysis and yearly changes, income statement reviews for revenue and expense changes, cost structure and profitability, and cash flow statements are reviewed for the sources and uses of cash.

Investment portfolios are subject to various risks which can affect the ability of clients' portfolios to achieve their investment objectives. These risks may include, among others: stock market risk, adverse issuer risk, interest rate risk, credit risk, inflation risk, geo-political risk, and macroeconomic risk. The market value of the securities held within clients' portfolios fluctuate from day to day and during the day while the investment markets are open. These changes in market valuation can result in a loss in portfolio value.

Item 9 Disciplinary Information

Neither Flagship Capital Management, nor its employees, has ever been subject to any disciplinary actions by the SEC, federal or state regulatory agency, or any self regulatory organization.

Item 10 Other Financial Industry Activities and Affiliations

Not applicable. Flagship does not invest any client funds with any third-party investment advisors from whom FCM receives any form of compensation.

All employees of Flagship Capital Management are expected to conform to the following overriding principal upon which Flagship operates: that each and every client of Flagship has placed with Flagship, and all of its employees, a trust that: we will: work for, and in the best interests of, our clients in every respect. As investment advisors, Flagship and its employees have a responsibility to render professional unbiased investment advice. Flagship and its employees owe our clients a duty of: honesty, good faith, care, and fair dealing. We must act at all times in the client's best interests and must avoid or disclose conflicts of interest.

In order to earn and maintain that trust, it is expected that each employee will:

- Act with integrity, dignity, and in an ethical manner when dealing with clients, prospects, business partners, and co-workers
- Practice and encourage others to practice investment management in a professional and ethical manner
- Strive to improve the competence of themselves and others in the firm
- Use reasonable care and exercise independent professional judgment in carrying out their duties

Employees shall not engage in any professional conduct involving dishonesty, fraud, deceit, or misrepresentation, nor commit any act that reflects poorly on their honesty, trustworthiness, or professional competence. Employees shall comply with the federal securities laws governing investment advisors at all times.

Employees shall deal fairly with all clients when providing investment information, making investment recommendations, or taking investment action. Employees must not give preferential treatment to favored clients to the detriment of other clients.

Employees shall not undertake any independent practice that could result in compensation or other benefit, in competition with Flagship, without written consent of Flagship's chief compliance officer or president.

Employees shall disclose to the president and/or chief compliance officer any matter including beneficial ownership of any investments that reasonably could be expected to interfere with their duties at Flagship Capital Management.

Employees shall comply with prohibitions on any activity that can, or would, create a conflict with Flagship or its clients. Employees must act for the benefit of Flagship's clients and place the clients' interests before their own.

Any employee involved in the investment process shall:

- Make sure that a reasonable inquiry has been made into the client's financial situation, investment experience and investment objectives prior to affecting any

investment transactions. This information shall be updated periodically; necessary adjustments as a result of any changed circumstances, or objectives, should be made

- Consider the appropriateness and suitability of investment decisions for each client. In determining the appropriateness and suitability, employees shall consider the needs and circumstances of the client and their portfolio, along with the characteristics of the investments involved. Employees shall not recommend any investment unless they reasonably determine that the recommendation and or investment is suitable for the client and their portfolio
- Disclose to clients and prospects the basic format and general principals of Flagship's investment process, and shall promptly notify clients and prospects of any material changes to that process

Transactions for clients shall have priority over those for Flagship, its employees, their families or other accounts in which they may have a direct or indirect beneficial interest.

Flagship shall preserve the confidentiality of its clients and the firm. Any information communicated by clients or Flagship concerning matters within the scope of the client-advisor, or employer-employee relationship, shall be held in strict confidence.

Employees shall not make any statements orally, nor in writing, that misrepresent the services that Flagship, or the employee, are capable of performing, nor the qualifications of Flagship or the employee. Employees shall not make, nor imply, any assurances or guarantees regarding any investment.

Employees are prohibited from trading either personally or on behalf of others while in possession of material, nonpublic information. They are also prohibited from communicating any nonpublic information to others in violation of the law.

Any violation of these standards may result in disciplinary action, including but not limited to: a warning, fines, disgorgement, suspension, demotion, or termination of employment. In addition, violations may result in referral to civil or criminal authorities where appropriate.

When selecting brokers to execute trades, Flagship selects those broker dealers who in their best judgment provide prompt and reliable execution and service at reasonable commission rates. While cost is an important factor in this decision, a number of other considerations will enter into the decision. These may include: the number of securities being traded, the size and complexity of the transaction, the desired timing of the transaction, the market activity for the particular security, and the other relevant services of the broker-dealer. Client's may select from either of the two custodians used by Flagship.

These brokers act as third-party custodians for all of the investments held in Flagship client accounts. Client assets held by these custodians are protected by SIPC (Securities Investor Protection Corporation) insurance, as well as excess SIPC policies held by the various custodians. Clients are directly notified by these independent custodians of each investment transaction affected in the individual client's account. The custodian provides monthly statements to the client detailing the securities held, their current market valuation and any activity that occurred within the client's account during the preceding month. Clients are encouraged to review these third-party statements.

Flagship receives access to investment research from the two primary custodians where client funds are held.

Investment accounts are regularly supervised using a team approach of Flagship personnel, including Mr. T Goldsmith, Mr. P. Goldsmith and, Mr. Howles. Individual investments are monitored, in order to determine appropriate timing for the purchase and sale of the securities within client accounts. Macroeconomic criteria along with fundamental and technical data are employed in the review process. Adjustments to the investment accounts are affected when they are deemed appropriate either due to changes in: the client's situation, the overall investment outlook, or the outlook for a particular investment.

Flagship provides clients with a quarterly investment overview of their investment accounts at the end of each calendar quarter.

Item 14 *Client Referrals and Other Compensation*

Subject to applicable law and regulations, the applicant may, from time to time, enter into written agreements with third parties for the referral of clients. Should a relationship result in the Applicant entering into agreements with specific clients, the Applicant may pay referral fees. The payment of such fees will not result in additional costs to the client. Clients (including prospective clients) will be provided with written disclosure of any applicable referral arrangement in accordance with applicable provisions of Rule 206(4)-3 under the Investment Advisors Act of 1940.

Flagship does not participate in any form of incentive programs from third parties in the delivery of its services to its clients.

When selecting custodians to hold client assets and execute trades, Flagship selects custodians who, in their best judgment, provide prompt, reliable execution and service at reasonable commission rates. While cost is an important factor, a number of other considerations will enter into the decision. These may include: the financial strength of the custodian, the trading capabilities of their broker-dealer and the timeliness and quality of their reporting.

Clients will receive both trade confirmations and monthly account statements directly from these third-party custodians. Clients should carefully review those confirmations and statements and compare them to the quarterly reports provided by Flagship.

As stated in Item 4, the vast majority of Flagship's client accounts are invested on a discretionary basis. Client assets held in defined contribution retirement plans are invested on a non-discretionary basis.

FCM shall serve clients in accordance with the Advisers Act and other applicable laws and regulations. Under the Management Agreement, FCM shall have complete discretion and authority to manage the client's accounts, subject to any written guidelines which Client may provide from time to time. The Management Agreement appoints FCM client's agent and attorney-in-fact for that purpose. With guidance from the Client Profile completed by each client, FCM (and its authorized representatives) are authorized to perform the following at client's expense without further approval from the client, except as required by law, and as fully, in the same manner and with the same force and effect as the client: (a) to make all investment decisions; (b) to buy, sell and otherwise trade in securities; (c) to invest, reinvest or hold any cash in the client's account; (d) to select brokers or dealers to execute securities transactions; (e) to take any steps authorized under this agreement; (f) to take whatever further steps FCM deems appropriate to manage the client's accounts.

Flagship's Proxy Policy is as follows:

Flagship will exercise clients' proxy voting rights on their behalf. Flagship generally votes with the recommendations of management with the exception of the issue of board membership. To discourage entrenched board management, Flagship generally withholds its votes for board members who are older than age 65 and have not worked for the company, and for former employees who have been retired from the company for more than five years, with the exception of company founders.

Clients may contact Flagship directly via telephone or email to confirm how Flagship voted the proxy for any security in their portfolio.

Flagship does not require nor collect any client fees more than 3 months in advance.

Although Flagship has discretionary authority in client accounts, Flagship is unaware of any financial conditional that is reasonably likely to impair its ability to meet contractual commitments to clients.

A. See Part 2B Supplemental Items

Responses to Questions B, C, D, and E pertain to Thomas A Goldsmith, Jr as management persons of Flagship Capital Management, Inc.

B. Describe any other business in which you are actively engaged and the approximate amount of time spent on that business. None

C. In addition to the description of your fees, in response to Item 5 of Part 2A, if you or a supervised person are compensated for advisory services with performance-based fees, explain how these fees will be calculated. Not Applicable

D. If you or a management person has been involved in one of the events listed below, disclose all material facts regarding the event.

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500 involving the following

- (a) an investment or an investment related activity;
- (b) fraud, false statement(s) or omissions;
- (c) theft, embezzlement, or other taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding any of the following:

- (a) an investment or an investment related business or activity;
- (b) fraud, false statement(s) or omissions;
- (c) theft, embezzlement, or other taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

Not Applicable

E. In addition to any relationship or arrangement described in response to Item 10C of Part 2A, describe any relationship or arrangement that you or any of your management persons have with any issuer of securities that is not listed in Item 10C of Part 2 A.

Not Applicable

Flagship Capital Management, Inc.

**400 West State Street
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This supplement provides information about Thomas A Goldsmith, Jr that supplements Flagship Capital Management's brochure. You should have received a copy of that brochure. Please contact Flagship if you did not receive their brochure or if you have any questions about the contents of this supplement. Additional information is available at www.advisorinfo-sec.gov

Item 2. Educational Background and Business Experience

Thomas A. Goldsmith, Jr - President

Mr. Goldsmith (1953) has been engaged in the investment industry for over 44 years. As the founder of Flagship, he has developed the company's structure and policy. Prior to launching Flagship, he was a Vice President of Corporate Finance for Moseley Securities Corp., a major regional brokerage firm, the Director of Equity Analysis for Capital Analysts, Inc. a national brokerage firm, and an accountant for Lease Financing Corporation. Mr. Goldsmith has and currently serves on the boards of several non-profit organizations, including: Nutritional Development Services of the Archdiocese of Philadelphia, the Riddle Healthcare Foundation, Riddle Village, Main Line Health Inc's investment committee, and Cardinal O'Hara High School. Mr. Goldsmith received a B.S. in Accounting in 1976 and an M.B.A. in Banking and Finance in 1980 from St. Joseph's University in Philadelphia, Pennsylvania.

Item 3. Disciplinary Information

There are no, nor have there been, any legal nor disciplinary events material to a client's evaluation of Mr. Goldsmith's suitability to act in a managerial capacity for client's investments. Mr. Goldsmith has never been the subject of a criminal nor civil action in a domestic, foreign or military court, nor any administrative proceeding before the SEC, any other federal regulatory agency, or any state regulatory agency, any foreign regulatory authority or any self regulatory organization. Mr. Goldsmith has never had a professional attainment, designation, or license revoked or suspended due to a violation of rules relating to professional conduct.

Item 4. Other Business Activities

Mr. Goldsmith is not actively engaged in any other investment related business or occupation.

Item 5. Additional Compensation

Mr. Goldsmith receives no additional investment advisory income from any source other than his compensation from Flagship Capital Management, Inc.

Item 6 Supervision

Thomas Goldsmith supervises the work of all Flagship employees.

Item 7. Requirements for State Registered Advisors

Not applicable see Item 3 above

Flagship Capital Management, Inc.

Flagship Capital Management, Inc.
400 West State Street
Media, PA 19063
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This supplement provides information about Brian J. Howles that supplements Flagship Capital Management's brochure. You should have received a copy of that brochure. Please contact Flagship if you did not receive their brochure or if you have any questions about the contents of this supplement. Additional information is available at www.advisorinfo-sec.gov.

Item 2. Educational Background and Business Experience

Brian J. Howles - Investment Analyst

Mr. Howles (1986) joined Flagship in July of 2008 as an investment analyst and member of the investment committee. Mr. Howles is a 2008 graduate of Loyola College in Baltimore with a BBA in Economics.

Item 3. Disciplinary Information

There are no, nor have there been, any legal nor disciplinary events material to a client's evaluation of Mr. Howles's suitability to act in a managerial capacity for client's investments. Mr. Howles has never been the subject of a criminal nor civil action in a domestic, foreign or military court, nor any administrative proceeding before the SEC, any other federal regulatory agency, or any state regulatory agency, any foreign regulatory authority or any self regulatory organization. Mr. Howles has never had a professional attainment, designation, or license revoked or suspended due to a violation of rules relating to professional conduct.

Item 4. Other Business Activities

Mr. Howles is not actively engaged in any other investment related business or occupation.

Item 5. Additional Compensation

Mr. Howles receives no additional investment advisory income from any source other than his compensation from Flagship Capital Management, Inc.

Item 6 Supervision

Brian Howles' work is supervised by Thomas Goldsmith

Item 7. Requirements for State Registered Advisors

Not applicable see Item 3 above

Flagship Capital Management, Inc.
2 W Baltimore Ave
Media, PA 19063
610-565-9580

This supplement provides information about T. Patrick Goldsmith that supplements Flagship Capital Management's brochure. You should have received a copy of that brochure. Please contact Flagship if you did not receive their brochure or if you have any questions about the contents of this supplement. Additional information is available at www.advisorinfo-sec.gov.

Item 2. Educational Background and Business Experience

T. Patrick Goldsmith CFA - Investment Analyst

Mr. Goldsmith (1984) joined Flagship in 2012 as an investment analyst and is a member of the investment committee. Mr. Goldsmith joins Flagship after 5 years at Susquehanna International Group. At SIG Mr. Goldsmith worked on the energy and commodities trading desk as well as in the Investment Banking Department. Mr. Goldsmith is a graduate of St. Joseph's University in Philadelphia, Pennsylvania with a BS in Finance.

Item 3. Disciplinary Information

There are no, nor have there been, any legal nor disciplinary events material to a client's evaluation of Mr. Goldsmith's suitability to act in a managerial capacity for client's investments. Mr. Goldsmith has never been the subject of a criminal nor civil action in a domestic, foreign or military court, nor any administrative proceeding before the SEC, any other federal regulatory agency, or any state regulatory agency, any foreign regulatory authority or any self regulatory organization. Mr. Goldsmith has never had a professional attainment, designation, or license revoked or suspended due to a violation of rules relating to professional conduct.

Item 4. Other Business Activities

Mr. Goldsmith is not actively engaged in any other investment related business or occupation.

Item 5. Additional Compensation

Mr. Goldsmith receives no additional investment advisory income from any source other than his compensation from Flagship Capital Management, Inc.

Item 6 Supervision

T. Patrick Goldsmith's work is supervised by Thomas Goldsmith

Item 7. Requirements for State Registered Advisors

Not applicable see Item 3 above