

Item 1 – Cover Page



Firm Brochure
Part 2A of Form ADV

High Country Capital Management, Inc.

521 E. Main Street
Montrose, CO 81401
(970) 249-3499

405 Third Street, Suite F
Crested Butte, Colorado 81224
(970) 596-4414

743 Horizon Court
Grand Junction, CO 81505
(970) 245-4678

www.hccm.com
April 3, 2017

This Brochure provides information about the qualifications and business practices of High Country Capital Management (HCCM). If you have any questions about the contents of this Brochure, please contact us at (970)249-3499 or jason@hccm.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.

High Country Capital Management is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. Registration and disclosure data is also available online at the SEC's website: www.adviserinfo.sec.gov. High Country Capital Management's CRD number is: 106151

Item 2 – Material Changes

Registered Investment Advisers are required to report updates in the business and service information contained in their Form ADV 1 and ADV 2 Brochures according to the following schedule: 1) Promptly throughout the year when changes occur and 2) No less than annually, within 90 days of the Adviser's fiscal year end. We will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

On April 3, 2017, High Country Capital Management, Inc. ("HCCM" or "Adviser") filed this ADV 2 Brochure to report fiscal year end information as of the close of business on December 31, 2016. The following items have been amended:

Item 4:

Leslie McKenna has been named the Chief Financial Officer (CFO) of High Country Capital Management.

As of the close of business on December 31, 2016, HCCM managed \$21,438,000 in 176 discretionary accounts and \$32,015,000 in 235 non-discretionary accounts for a total of \$53,453,000 in 411 accounts.

Item 14:

Disclosure was updated to reflect that High Country Capital Management does not compensate solicitors for client referrals.

The staff of High Country Capital Management enjoys hearing from our clients. Please never hesitate to contact us if you have any questions or would like any additional information about our services.

Thank you,

Jason Napoli, ChFC®, AAMS®
President and Chief Compliance Officer
(970)249- 3499
jason@hccm.com

Item 3 -Table of Contents

Item 1 – Cover Page.....	i
Item 2 – Material Changes.....	ii
Item 3 – Table of Contents.....	iii
Item 4 – Advisory Business	4
Item 5 – Fees and Compensation.....	7
Item 6 – Performance-Based Fees and Side-By-Side Management.....	9
Item 7 – Types of Clients	9
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	9
Item 9 – Disciplinary Information.....	13
Item 10 – Other Financial Industry Activities and Affiliations.....	14
Item 11 – Code of Ethics.....	14
Item 12 – Brokerage Practices.....	16
Item 13 – Review of Accounts.....	20
Item 14 – Client Referrals.....	21
Item 15 – Custody.....	21
Item 16 – Investment Discretion	21
Item 17 – Voting Client Securities.....	21
Item 18 – Financial Information.....	22
Item 19 – Requirements for State-Registered Advisors.....	22
Privacy Policy.....	22
ADV Part 2B - Brochure Supplements.....	23

Item 4 – Advisory Business

Our Firm

High Country Capital Management, Inc., (“HCCM” or “Adviser”) is a Colorado corporation (established in 1995) and a Registered Investment Adviser. HCCM is registered with the State of Colorado Division of Securities. HCCM is wholly owned by Jason Napoli, ChFC®, AAMS®, MBA, President and Chief Compliance Officer. Justin R. McKenna is the Vice-President and is in charge of Operations and Technology. Leslie A. McKenna is the Chief Financial Officer. HCCM’s business focus is:

- Financial & Investment Planning
- Asset Allocation & Management
- Investment Consulting
- Manager Research & Evaluation
- Qualified Retirement Plans
- Pro Athlete Customized Services
- Public Speaking Engagements

In addition to the above, as described in Item 10, HCCM provides back office services for an unaffiliated registered investment adviser. The services of HCCM and the unaffiliated adviser are separate and distinct.

HCCM provides fee-only advisory services. The term “fee only” means the Adviser is only compensated in the form of advisory fees paid by clients.

HCCM is an independent Investment Adviser and is not a broker/dealer, insurance agency or custodial firm. HCCM’s Adviser Representatives are *not* registered as Representatives of a broker/dealer or insurance agents. HCCM and its Adviser Representatives do *not* accept commissions in exchange for securities or insurance recommendations. All transactions in securities will be executed by an unaffiliated brokerage-custodial firm of clients’ choosing.

“*Adviser Representatives*” are those persons authorized and registered as investment Adviser Representatives to deliver investment advisory services.

HCCM offers a complimentary general introduction to discuss available services, to give a prospective client an opportunity to discuss their present situation and goals, as well as to determine the possibility of a potential Client-Adviser relationship. Services begin only after a client and Adviser formalize the relationship with a properly executed Advisory Agreement. HCCM and its Adviser Representatives may recommend HCCM’s own financial planning and investment management services and this presents a conflict of interest. HCCM addresses this conflict of interest by requiring that its Adviser Representatives act as fiduciaries, placing the best interest of their clients first.

Client Profile

Clients include individuals, business owners, trusts, estates, corporations & other institutions, qualified retirement plans, foundations and endowments. Our minimum account size is normally \$50,000, with the exception of 401(k) plan participants, for which there is no minimum. An account may be established with less than \$50,000 at HCCM’s sole discretion.

HCCM recognizes that each client has different:

- investment objectives,
- ability or desire to take risk,
- existing investment accounts, and

➤ tax structure

Clients may impose restrictions on investing in certain securities via an investment policy statement or similar documentation. Consequently, our recommendations are client specific and vary widely within our client base.

Assets Under Management

As of the close of business on December 31, 2016, HCCM managed \$21,438,000 in 176 discretionary accounts and \$32,015,000 in 235 non-discretionary accounts for a total of \$53,453,000 in 411 accounts.

Other Offices

In addition to its Montrose, Colorado office, HCCM maintains the following offices:

405 Third Street, Suite F Crested Butte, Colorado 81224 (970) 596-4414
743 Horizon Court, Grand Junction, CO 81505 (970) 245-4678

Services

- **Financial Planning**

HCCM's financial planning services are available to assist clients in various areas of interest which may include: Cash flow management, debt management, retirement planning, education planning, insurance and risk management issues, general estate planning, general tax planning, investment planning and corporate planning.

HCCM's four-step process involves discovery, planning, solution development and ongoing monitoring where desired. After the formal engagement and depending upon the scope of the services desired, HCCM will engage in a data-gathering and discovery process in order to work with the client to determine their goals and objectives. Based upon information provided by the client, HCCM and the client will work together to develop a plan to address each of the client's desired area of interest. Financial planning generally involves long-term strategies. Recommendations may include annual reviews to ensure the plan developed continues to align with the client's goals and objectives. Clients are welcome but are never obligated to engage in follow-up services.

Where financial planning and/or consultations focus only on certain facets of a client interests, needs or are otherwise limited, clients must understand that a client's overall financial/investment needs and objectives may not be considered as a result of time and/or service restraints placed on the Adviser's services or due to limited information provided to the Adviser.

- **Asset Allocation & Investment Management**

HCCM's investment management services focus on providing ongoing services. After the formal engagement and depending upon the scope of the engagement, the Adviser and client will share in a data gathering and discovery process. HCCM will then assess the client's stated individual needs, goals, time horizons and risk tolerance. The next step involves the client's active participation to help complete an investment policy statement or strategy and determine asset allocation. HCCM can then work with the client to facilitate implementation of the investment plan (if desired). Clients are welcome to set parameters in writing as to HCCM's limited discretionary and/or the types of investments and amounts purchased or sold.

HCCM seems to construct a diversified portfolio of investment recommendations that are within its realm of expertise and developed with the client's participation. In each case, the client's stated needs and goals are taken into consideration and documented in the investment policy statement or similar document. HCCM will generally seek to allocate the client's assets among various investments, taking into consideration the client's strategic portfolio framework.

Recommended investments may generally include individual stocks, exchange traded funds ("ETFs"), mutual funds, short-term instruments, bonds, options and other investment vehicles. The Adviser may also evaluate or offer advice on life and annuity investments.

Once the portfolio is implemented or transferred for services HCCM provides continuous monitoring, recommendations and investment advice as outlined in the HCCM client agreement. In each case, HCCM manages the portfolio based upon each client's unique needs and directives provided. The ongoing services will be based upon the client's stated needs and objectives and may therefore vary in complexity. Throughout the engagement and at the client's request, HCCM can be available for consultations during HCCM's normal business hours.

Clients engaging Investment Management Services must play an active role. The Adviser requires the client to participate in the development of the investment policy statement (or similar document) and provide disclosure of material information that is critical to the delivery of services. In addition, HCCM requests that clients review and update their financial situation and investment policy no less than annually. Clients must immediately report changes in their financial situation to HCCM in order to provide the HCCM with the opportunity to review the portfolio to ensure it continues to be structured to help meet the client's stated needs and objectives.

HCCM focuses on providing individualized services. HCCM can tailor services to focus only on certain portfolio components, depending upon the client's wishes and/or the nature of the engagement. However, where services or information are limited, clients must understand that comprehensive investment needs and or objectives may not be fully considered due to the client's option to receive limited services, the lack of information received, and/or client disclosure.

The implementation of any self-directed securities (those managed only by the client) and/or non-securities matters, in whole or in part, is entirely at the client's discretion via the service provider(s) of the client's choice as communicated in the HCCM client agreement.

HCCM is not a broker/dealer or custodian and therefore does not execute transactions or hold client funds and securities. HCCM recommends the services of an unaffiliated custodian (Charles Schwab & Co., Inc.). The qualified custodian provides HCCM and its clients with access to their institutional trading and custody services.

Investment recommendations in connection to assets invested in a corporate retirement plans are limited to those offered within the plan and transactions must occur via a plan's contracted service provider(s).

Clients requiring assistance on issues relating to matters outside of investment advisory topics should consult their personal tax adviser, legal counsel, or other professionals for expert opinions.

HCCM does not participate in recommending wrap fee programs nor is the Adviser engaged as a wrap fee program manager or sponsor.

- **Investment Consulting**

HCCM is available to provide focused investment consulting and research services via an hourly engagement. These services terminate upon the delivery of services and do not involve ongoing investment management.

- **Manager Research & Evaluation**

HCCM is available to provide focused research and evaluation relating to investment company (mutual fund) managers. These services terminate upon the delivery of services and do not involve ongoing investment management.

- **Qualified Retirement Plans** HCCM provides consultation and ongoing management services to qualified retirement plans and plan fiduciaries. The Adviser can assess available plans to help determine which plan best fits the needs of the company and its employees based upon the results of interviews and data-gathering. If a business already has a plan in place, HCCM can analyze the plan to help ensure the plan is an optimal choice with best in class investments and the current service providers are charging appropriate fees for the services provided. On an ongoing basis, HCCM will monitor your plan and its investment performance. The Adviser will meet with the client and the client's selected team on a pre-determined basis to be sure that the selected plan continues to meet the stated needs and objectives. HCCM is also available to interact with plan participant and the provider to educate and help them to get the most out of their retirement plan.

- **Pro Athlete Customized Services**

HCCM's customized services for professional athletes are designed to serve the unique financial needs of action sports athletes. The staff of HCCM understands the life and financial complexities of action sports athletes and seeks to provide a support system and strong foundation for their personal financial management. HCCM's bespoke services range from managing day-to-day financial details for an athlete while they are on the road, to more sophisticated budgeting, risk management and portfolio management services. Depending upon the nature and scope of the services desired, services may involve hourly consultation and/or project-based services, investment management services or a combination. The services to be provided, fees associated with services and the HCCM Client Agreement will be customized for the individualized services to be provided.

In addition, the personnel of HCCM are available for complimentary speaking engagements for groups, businesses or organizations. Presentations are general in nature and can encompass a variety of topics relating to financial and investment issues.

Item 5 – Fees and Compensation

Fees associated with HCCM's Financial & Investment Planning, Investment Consulting, Retirement Plan Consultations and Pro Athlete Services (without investment management services) are charged on an hourly or project-fee basis. When a project fee is proposed, this fee will be based upon the nature, scope and complexity of services and using the Adviser's hourly rate (\$150) as the guide. HCCM may request a retainer equal to ½ the project fee to schedule services. These hourly/project services terminate upon delivery unless the scope of the engagement provides for ongoing services. Services may be terminated prior to conclusion by written notice to the other party. In such cases, the Adviser will return the unearned portion of a pre-paid retainer or will only invoice for services provided up until the effective date of termination.

HCCM's Investment Management fees are based upon a percentage of the assets under the Adviser's management as follows:

FEE SCHEDULES

Portfolio Value	Annual Advisory Fee
0-\$1 Million	1.25%
\$1,000,001 - \$2 Million	1.00%
\$2,000,001 - \$3 Million	.80%
\$3,000,001 - \$4 Million	.70%
\$4,000,001 - \$5 Million	.60%
\$5,000,001 - \$10 Million	.50%
Over \$10 Million	Negotiable

Fees may be negotiable on portfolios with values in excess of \$1,000,000 at the discretion of the Adviser, depending upon the account size as well as the nature, scope and complexity of services. Fees associated with accounts transferred to HCCM from Miller Financial Services, LLC (succession filing) are as follows:

Portfolio Value	Annual Advisory Fee
Up to \$1,000,000	1.25%
\$1,000,000 - \$2,000,000	1.00%
\$2,000,000 - \$10,000,000	.80%
\$10,000,000 - \$999,999,999	.50%

Investment Management fees are payable quarterly in arrears or advance as agreed to in the Client Agreement. The portfolio value is determined by the client's custodian. The quarterly fee is calculated as follows: The portfolio value at the end of each of the three months in the billing period is used to determine the portfolio's average balance. The average balance is then multiplied by $\frac{1}{4}$ of the Adviser's annual fee.

Services and fees may be subject to change in the future as the scope, complexity and/or nature of services is modified or as otherwise agreed via a new or amended Client Agreement. Clients are welcome to discontinue services at any time.

Payment of Investment Management fees may be made directly to HCCM or through a debit directly to the client's custodial account. The Adviser follows the following criteria when payment is made via a qualified custodian:

- 1) The client provides written authorization permitting the Adviser's fees to be paid directly from the client's accounts held by the independent qualified custodian. The authorization shall specify the frequency of fee withdrawals and will limit withdrawals to the contractually agreed investment Adviser fees;
- 2) Each time a fee is directly deducted from a client's custodial account, the Adviser must concurrently send an invoice to the client *and* the client's custodian which reflects the formula used to calculate the fee, the amount of assets under management that the fee is based upon and the time period covered by the fee.
- 3) The client will directly receive regular account statements from the custodian which reflect the Adviser's fee deduction; and
- 4) The client shall be able to terminate the written billing authorization or agreement at any time.

It is important to note that custodial firms do not verify advisory fees. Therefore, clients should review their custodial statements carefully. If a client should have any questions or concerns in connection with an advisory fee deduction, they should promptly contact HCCM.

If at any time during the engagement, the client fails to receive the regular statements produced by the custodian, it is important for the client to promptly notify HCCM and their custodial firm.

Clients are responsible for the payment of all third party fees associated with investing. Clients may pay transaction and brokerage commission to the custodian or other service providers (“*Financial Institution[s]*”) as well as any fees associated with their particular accounts including (but not limited to) fees associated with: Account opening, maintenance, transfer, termination, wire transfer, retirement plan, trusts and all such applicable third party fees, deferred sales charges, oddlot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. All fees paid to HCCM for advisory services are separate from the fees and expenses charged to shareholders of ETF’s or mutual fund shares offered by fund companies. If a fund previously purchased by or selected by a client should impose a sales charge, the client may pay an initial or deferred sales charge. Such charges, fees and commissions are exclusive of and in addition to the Adviser’s fees. A complete explanation of the expenses charged by a mutual fund or ETF is contained in the respective mutual fund prospectus. Clients are encouraged to read each prospectus and all other securities offering documents. *HCCM does not receive any portion of these fees.*

Investment Management Services can be terminated without cost within 5 days of the execution of the HCCM Client Agreement if the HCCM Form ADV Part 2 Brochure was not delivered at least 48 hours prior to engagement. Alternatively, either party may terminate services by written notice to the other. However, for the clients’ convenience, the Adviser will accept a verbal termination from clients.

When services are terminated prior to the end of a calendar quarter, the Adviser will only invoice for services provided up until the date of termination. Where management fees are paid in advance, the Adviser will promptly refund the pro-rated portion of the unearned fee.

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

HCCM does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). Therefore, HCCM does not engage in side-by-side management (defined as the management of performance-based accounts with non-performance accounts).

Item 7 – Types of Clients and Minimum Conditions

HCCM provides portfolio management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, charitable institutions and foundations.

HCCM’s minimum account size is normally \$50,000, with the exception of 401(k) plan participants, for which there is no minimum. An account may be established with less than \$50,000 at HCCM’s sole discretion.

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

Our Methods

HCCM believes each client presents a unique set of goals, values, interests, objectives, time horizons and challenges. HCCM provides individualized attention to each type of investor who engages the Adviser for services.

HCCM seeks to help clients assess their tolerance for investment risk and develop investment guidelines and asset allocation strategies within acceptable risk constraints. We then research and recommend investments, primarily no-load mutual funds, to implement approved strategies; implement strategies and provide ongoing supervision, including monitoring and rebalancing of investment allocations; and evaluate and report on the strategies and the performance of the fund managers.

Typically, HCCM develops an investment plan after a thorough consultation and discussion with the client. Recommendations that result from these discussions consider some or all of the following factors:

- ✓ Investment Objectives
- ✓ Risk Tolerance
- ✓ Time Horizon
- ✓ Income Needs
- ✓ Tax Implications
- ✓ Investment Experience
- ✓ Liquidity Needs

HCCM utilizes a variety of sources including internal research, screening software and publicly available materials. HCCM may also make use of asset allocations tools, portfolio models, and investment research materials prepared by independent third parties to help construct an appropriate asset mix for a client and to monitor the performance of the investment portfolio selected. In providing individualized investment advice, may invest the account in any manner it deems appropriate based on the client's personal objectives.

Prospective investments are considered in relation to the structure of the overall portfolio and purchased if the Adviser believes the investment would improve the portfolio's overall risk-adjusted expected return potential. HCCM normally repositions portfolio investments when conditions warrant based on the Adviser's internal analysis vs. relying on preset timetables.

If the client reports changing financial conditions or if there are significant changes in market conditions, the Adviser may engage in a collaborative effort with the client to modify their existing investment strategy which could trigger an adjustment in the portfolio's holdings.

While HCCM makes every effort to consider tax consequences, the sale of investments may cause taxable gain(s) or loss(es). Clients should consult with their independent tax adviser about tax consequences resulting from transactions or any particular investment held in their account.

Portfolio additions may be in cash or securities provided that the Adviser reserves the right to decline to accept particular securities into the managed portfolio. Clients may withdraw account assets on notice to the Adviser, subject to the usual and customary securities settlement procedures. The Adviser generally designs its client portfolios as long-term investments and assets withdrawals may impair the achievement of a client's investment objectives.

HCCM may utilize aspects of **Fundamental and Technical Analysis** methods, but focuses on providing uniquely personalized Investment Management Services.

Fundamental Analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages. This analysis focuses on using real data to evaluate a security's value. Very broadly described, this type of analysis involves a method of evaluating a security that entails attempting to measure its intrinsic value by examining related economic, financial and other qualitative and quantitative factors. The end goal is to produce a value to compare with the security's current price, with the

aim of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short). Fundamental analysis is performed on historical and present data with the goal of making financial forecasts.

Fundamental Analysis is not without its drawbacks. This method can be tedious and time consuming and since no strategy is guaranteed to provide a favorable outcome, the assumptions made during analysis may not work. In addition, this type of analysis involves a time delay as the financial data the analyst is reviewing is always from the previous quarter or year. Even if a fundamentally strong security at an optimal price is identified, it does not mean that the investment is going to move anytime soon and therefore some holdings may need to be held for quite some time. In addition, a stock's position in the market is also driven by investor sentiment, which can sometimes swing in extremes. All analysts must also consider that any data produced by third parties presents a possibility that data may be manipulated (which can happen and can be difficult to detect).

Technical Analysis is a method of evaluating securities by analyzing the statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. This type of analysis can be broadly described as evaluating securities by analyzing statistics generated by market activity, such as past prices and volume. It is a discipline for forecasting the direction of prices through the study of past market data, primarily price and volume. Technical analysts lean towards the belief that the historical performance of stocks and markets could indicate future performance.

The drawbacks of Technical Analysis can include the difficulty associated with the various indicators and patterns and understanding how they relate to investor sentiment and behavior. Analysts also have to devise methods of how these issues may impact stock price. Like other analysis methods, this method is not 100% accurate or reliable. Relative success depends on the analyst, the analysis tools, the stock and the market itself. Often there can be contradicting results such as when the overall market is heading in one direction and the particular share price is pointing in another. The interpretation of technical indicators is subjective. The same indicator could be interpreted as bullish by one analyst and as bearish by another. The subjective aspect of technical analysis gives way to another drawback, which is the validation of a biased view. The analyst may have already formed a view based on the then-current state of the economy or the market and sector the company is operating in.

Fund Manager Selection & Evaluation

We utilize over 70 funds and their investment managers and closely track 70 to 100 candidates covering 27 investment markets. Each quarter, we update our "Preferred Managers" list, which usually includes 60 to 75 finalists. We normally evaluate the following criteria in selecting or replacing retaining fund managers:

- ✓ Investment Style Consistency
- ✓ Organizational Stability
- ✓ Strategic Fit
- ✓ Manager Tenure
- ✓ Assets Managed
- ✓ Fees & Expenses
- ✓ Risk Profile
- ✓ Performance Properties
- ✓ Peer Relative
- ✓ Benchmark Relative

HCCM's also utilizes the tenants of the Nobel Prize winning investment strategy called "Modern Portfolio Theory ("MPT"). MPT is a sophisticated investment decision approach that permits an investor to classify, estimate and control both the kind and the amount of expect risk and return. Fundamental to MPT is the ability to statistically quantify the relationship between risk and return, thus determining the extent of compensated risk. MPT states that the risk for individual stock returns has two components:

- 1) Systematic Risk - These are market risks that cannot be diversified away. Interest rates, recessions and wars are examples of systematic risks.
- 2) Unsystematic Risk - also known as "specific risk", this risk is specific to individual stocks and can this risk can be "diversified away" as one increases the number of stocks within a managed portfolio. This also represents the component of a stock's return that is not with general market moves.

For a well-diversified portfolio, the risk - or average deviation from the mean - of each stock contributes little to portfolio risk. Instead, it is the difference (or co-variance) between an individual stock's levels of risk that determines overall portfolio risk. As a result, investors benefit from holding diversified portfolios instead of individual stocks.

✓ **Modern Portfolio Theory Statistics Utilized:**

- Alpha
- Beta
- Standard Deviation
- R-Squared
- Sharpe Ratio
- Sortino Ratio
- Information Ratio

MPT also has its short-comings. It often requires investors to re-think notions of risk. Sometimes it demands the investor take on a perceived risky investment in order to reduce overall risk and this can be uncomfortable to certain investors who are not familiar with the benefits of sophisticated portfolio management techniques. Furthermore, MPT assumes that it is possible to select stocks whose individual performance is independent of other investments in the portfolio. Some market historians take the position that there are no such instruments; yet in times of market stress, seemingly independent investments do, in fact, act as though they are related. The basic premise of MPT is that the market is hard to beat and investors who beat the market are those who take above-average risk. The important thing to remember is MPT is a theory and no single strategy can be relied upon to outperform the market.

Principal risks

Our investment strategies utilize primarily open end no-load mutual funds, closed end funds and exchange traded funds. This section describes the principal risks associated with investing in these types of securities("funds") and the stocks, bonds and other securities held by the funds. You may lose money by investing in the funds. The likelihood of loss may be greater if you invest for a shorter period of time.

Market conditions — The prices of, and the income generated by, the common stocks, bonds and other securities held by the funds may decline due to market conditions and other factors, including those directly involving the issuers of securities held by the funds.

Investing in growth-oriented stocks — Growth-oriented stocks owned by the funds may involve larger price swings and greater potential for loss than other types of investments.

Investing in income-oriented stocks — Income provided by the funds may be reduced by changes in the dividend policies of, and the capital resources available at, the companies in which the funds invests.

Investing in bonds — Rising interest rates will generally cause the prices of bonds and other debt securities to fall. In addition, falling interest rates may cause an issuer to redeem, call or refinance a security before its stated maturity, which may result in the funds having to reinvest the proceeds in lower yielding securities. Longer maturity debt securities may be subject to greater price fluctuations than shorter maturity debt securities.

Bonds and other debt securities are subject to credit risk, which is the possibility that the credit strength of an issuer will weaken and/or an issuer of a debt security will fail to make timely payments of principal or interest and the security will go into default. Lower quality debt securities generally have higher rates of interest and may be subject to greater price fluctuations than higher quality debt securities.

Investing in securities backed by the U.S. government — Securities backed by the U.S. Treasury or the full faith and credit of the U.S. government are guaranteed only as to the timely payment of interest and principal when held to maturity. Accordingly, the current market values for these securities will fluctuate with changes in interest rates. Securities issued by government sponsored entities and federal agencies and instrumentalities are neither issued nor guaranteed by the U.S. government.

Investing in mortgage-backed and asset-backed securities — Many types of bonds and other debt securities, including mortgage-backed securities, owned by the funds, are subject to prepayment risk, as well as the risks associated with investing in debt securities in general. If interest rates fall and the loans underlying these securities are prepaid faster than expected, the funds may have to reinvest the prepaid principal in lower yielding securities, thus reducing the fund's income. Conversely, if interest rates increase and the loans underlying the securities are prepaid more slowly than expected, the expected duration of the securities may be extended. This reduces the potential for the funds to invest the principal in higher yielding securities.

Investing outside the United States — Securities of issuers domiciled outside the United States, or with significant operations outside the United States, may lose value because of political, social or economic developments in the country or region in which the issuer operates. These securities may also lose value due to changes in the exchange rate of the country's currency against the U.S. dollar. Securities markets in certain countries may be more volatile and/or less liquid than those in the United States. Investments outside the United States may also be subject to different settlement and accounting practices and different regulatory, legal and reporting standards than those in the United States. These risks may be heightened in connection with investments in developing countries.

Investment Company Management — The investment adviser hired by the investment company to manage funds will generally engage in active management of the underlying investments. Consequently, the funds are subject to the risk that the methods and analyses employed by the investment adviser in this process may not produce the desired results. This could cause the funds to lose value or its results to lag relevant benchmarks or other funds with similar objectives. Your investment in the funds is not a bank deposit and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency, entity or person. Clients should consider how these funds fit into their overall investment program.

No method of analysis can guarantee investment success. Past performance cannot be relied upon to predict future performance. Investing in securities involves risk of loss that clients should

be prepared to bear.

Item 9 – Disciplinary Information

As a Registered Investment Adviser, HCCM is required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of HCCM or the integrity of HCCM's management. HCCM has had no events of this nature and therefore has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

HCCM is not a broker/dealer. The Adviser Representatives of HCCM are not Registered Representatives of a broker/dealer.

Neither HCCM nor its representatives are registered as a Futures Commission Merchant, Commodity Pool Operator or a Commodity Trading Adviser. HCCM is not affiliated with any of the aforementioned business entities.

HCCM does not operate as and has no material relationship with a hedge fund or other type of private pooled investment vehicle. In addition, HCCM does not maintain any of the following registrations or licenses nor is HCCM affiliated with any of the following:

- broker-dealer, municipal securities dealer, or government securities dealer or broker;
- investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund);
- futures commission merchant, commodity pool operator, or commodity trading adviser;
- banking or thrift institution;
- insurance company or agency;
- lawyer or law firm;
- pension consultant;
- real estate broker or dealer;
- sponsor or syndicator of limited partnerships.

HCCM provides only private advisory services and does not refer client assets to any other investment advisory firms.

In July, 2014, HCCM agreed to provide back office services for an unaffiliated Registered Investment Adviser (RIA). These services include initial account setup for the RIA's clients, tracking and follow-up of incoming transfers. After new RIA accounts are opened and transfers are completed, HCCM handles all distributions, downloading, fee billing and collection, reconciliation, trading and rebalancing. The RIA provides specific instructions for all trades. HCCM has no discretion for RIA's clients. In order to provide these services, RIA has authorized HCCM to act as its agent with the custodian for the accounts. HCCM does not provide any investment advisory services for RIA or its end clients. In exchange for these back-office services, the RIA compensates HCCM in the amount of 20% of its management fees. The unaffiliated RIA's end clients do not incur any additional cost as a result of this arrangement.

Item 11 – Code of Ethics

HCCM places great value on ethical conduct. HCCM has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on

the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at HCCM must acknowledge the terms of the Code of Ethics annually, or as amended.

Clients may be familiar with the roles fiduciaries play in various legal situations and in certain industries. As a Registered Investment Adviser, HCCM is a fiduciary to each and every client. As fiduciaries, Investment Advisers owe their clients several specific duties. According to the SEC (to which state regulators defer on this subject), an Investment Adviser's fiduciary duties include:

- ❖ Providing advice that is appropriate for the client's stated financial situation and objections as stated in the investment policy statement or similar document;
- ❖ Providing full disclosure of material facts and conflicts of interest (such that the client has complete and honest disclosure in order to make an informed decision about HCCM's and investment recommendations);
- ❖ The utmost and exclusive loyalty and good faith;
- ❖ Best execution of transactions under the available circumstances;
- ❖ The Adviser's fiduciary duty to avoid ever misleading clients;
- ❖ Only acting in the best interests of clients.

HCCM's policy is to protect the interests of each of its clients and to place their interests first and foremost in each and every situation. HCCM will abide by honest and ethical business practices to include, but is not limited to:

- ❖ HCCM will not induce trading in a client's account that is excessive in size or frequency in view of the financial resources and character of the account.
- ❖ HCCM will make investment decisions with reasonable grounds to believe that the decisions are suitable for the client based on information furnished by the client and we will document suitability.
- ❖ HCCM and its Adviser Representatives will not borrow money from clients.
- ❖ HCCM will not recommend the purchase of a security without the reasonable belief that the security is registered, or the security or transaction is exempt from registration in states where we provide investment advice and based upon information the Adviser receives.
- ❖ HCCM will not recommend that clients place orders to purchase or sell a security or engage in services through a broker/dealer or agent that is not licensed, based upon information available to the Adviser.
- ❖ The Adviser's staff shall report all reportable personal securities transactions to the Chief Compliance Officer as required. Reportable trades include *all but the following exceptions*:
 - Transactions effected pursuant to an automatic investment plan;
 - Securities held in accounts over which the access person has no direct or indirect influence or control;
 - Transactions and holdings in direct obligations of the U.S. Government;

- Money market instruments — bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments;
- Shares of money market funds;
- Transactions and holdings in shares of open-ended mutual funds are not reportable, since the Adviser does not have a material relationship with an investment company which would otherwise require reporting;
- Transactions in units of a unit investment trust are not reportable if the unit investment trust is invested exclusively in unaffiliated mutual funds.

All applicable securities rules and regulations will be strictly enforced. HCCM will not permit and has instituted controls against insider trading. Adviser Representatives and administrative personnel who do not follow the Adviser's Code of Ethics and the Adviser's written policies and procedures, who in any way violate securities rules and regulations, or those who fail to report known or suspected violations will be disciplined or terminated, depending upon severity. Such persons could also face action by the SEC and/or state securities regulators.

At times, personnel accounts may trade in the same securities with client accounts on an aggregated basis when consistent with HCCM's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. HCCM will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

It is HCCM's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer. HCCM will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. HCCM's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Jason Napoli, President and Chief Compliance Officer.

Item 12 – Brokerage Practices

Clients engaging HCCM's financial planning and consultation services are welcome to utilize the financial services firms of their choice and are welcome to implement recommendations in whole or in part at their discretion.

HCCM recommends clients establish brokerage accounts with the Schwab Institutional[®] division of Charles Schwab & Co., Inc. (Schwab), Member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Although HCCM may recommend/require that clients establish accounts at Schwab, it is the client's decision to custody assets with Schwab. HCCM is independently owned and operated and not affiliated with Schwab.

Schwab provides HCCM with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a

total of at least \$10 million of the Adviser's clients' assets are maintained in accounts at Schwab Institutional. These services are not contingent upon HCCM committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For HCCM client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

While fees associated with advisory services may be higher or lower than may otherwise be available through other service firms, HCCM has determined that Schwab currently offers the best overall value to the Adviser and its clients for the brokerage, technology and services provided. The Adviser does not accept client-directed brokerage at this time. If clients utilize another financial services firm to execute recommendations, HCCM will limit itself to provide consultation services and clients will execute transactions in securities, in whole or in part, at their discretion. In such cases, the client will ensure that HCCM receives copies of account statements. Clients are welcome to inquire further as to the Adviser's brokerage recommendations by directing questions to Jason Napoli, President and Chief Compliance Officer.

HCCM recognizes its duty to obtain best price and execution for its clients under the circumstances available. The decision to recommend the preferred service provider is also based upon the overall service provided to investors and the services available to the Adviser, providing such recommendation is consistent with the Adviser's fiduciary duty to the client. HCCM also considers its experience with the service provider, the provider's reputation, and the quality of execution services and costs. HCCM periodically and systematically reviews its policies regarding broker-dealer recommendations as part of its duty to obtain best execution. While HCCM periodically reviews other alternatives that are available to the Adviser market, Schwab is a large and sophisticated order sender that features a broad line of products and services that are available to many types of investors. Schwab is also known as a leading provider of services to independent investment advisers. HCCM clients should also evaluate these service providers before opening an account.

Schwab Institutional also makes available to HCCM other products and services that benefit HCCM but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of HCCM's accounts. All benefits received are within the SEC's soft dollar safe harbor and while the benefits received are acknowledged as useful to the Adviser's practice and the services provided to clients, the Adviser takes the position that they are not of such value as to in any way impair the Adviser's independence.

Soft Dollar Benefits

HCCM may receive certain added benefits for utilizing the recommended custodian such as general research, the ability to deduct advisory fees from clients' custodial accounts, discounts on periodicals or materials, complimentary business and compliance newsletters, and various other non-cash services. Any general research the Adviser may receive is used for the benefit of all clients. The value of products, research and services given if any, is negligible and not a material factor in selecting Schwab.

Services received that benefit clients include access to a broad range of investment products, execution of securities transactions and custody of client assets. The investment products available through Schwab include some which HCCM might not otherwise have

access to or would require a significantly higher minimum investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

The following 2 benefits received present conflicts of interest between HCCM and its clients:

Services that may not directly benefit clients are those products and services that Schwab makes available to HCCM but may not directly benefit our clients or their accounts. These products and services assist the Adviser in managing and administering our clients' accounts and include investment research (both the broker/dealers' and that of third parties). HCCM may use this research to service all or some substantial number of our clients' accounts, including those maintained away from the broker/dealer providing the research. In addition, Schwab makes available software and other technology that provides access to client account data (such as duplicate trade confirmations and account statements); facilitates trade execution and allocation of orders for multiple accounts; provides pricing and other market data, facilitates payment of advisory fees from client accounts and assists with back-office functions, recordkeeping and client reporting.

Services that generally benefit only the Adviser are those other benefits intended to help the Adviser manage and further develop its business enterprise. These services may include but are not limited to educational conferences and events as well as technology. Services also may include general compliance news, general legal and business consulting as well as publications and conferences on practice management and business succession. Schwab may also offer access to employee benefits providers and human capital consultants. The service providers may provide these services themselves and in other cases, they will arrange for third-party vendors to provide services to the Adviser. Schwab may also discount or waive fees for some services or pay all or a portion of a third-party's fees. Schwab may also provide other benefits such as occasional business entertainment of our personnel.

Receipt of the aforementioned service benefits present a conflict of interest between HCCM and its clients. HCCM as a fiduciary must place the best interest of their clients first.

HCCM and its Adviser Representatives may accept travel and lodging when evaluating and performing due diligence on investment and mutual fund managers. The Chief Compliance Officer monitors all travel, entertainment (such as meals), gifts and other considerations.

HCCM does not engage in referral arrangements with broker/dealers or other third parties in exchange for using a broker/dealer or third party.

Clients receiving Consultation and/or Financial Planning services are welcome to utilize any service provider they may choose and are welcome to implement any advice or recommendations in whole or in part. HCCM does not accept directed brokerage requests. Trades for client accounts are primarily mutual funds or exchange traded funds. Trade aggregation does not provide any client benefit.

For non-fund transactions, these will generally be effected independently, unless the Adviser decides to purchase or sell the same securities for several clients at approximately the same time. The Adviser may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among the Adviser's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Due to the individualized nature of services, however, large orders of securities are not always consistent with the nature of the Adviser's services. Aggregation is undertaken in firms processing large orders of large orders of securities in order to realize more effective trade execution and the cost efficiencies that come from executing larger order sizes. In each case, the Adviser strives to allocate investment opportunities or trades among its clients in a manner that is fair and equitable and based upon the client investment objectives. Normally, under this procedure,

when allocations are undertaken, transactions will generally be averaged as to price and allocated according to the Adviser's standard allocation procedure. This procedure considers the circumstances of each trade and always strives for fairness and cost-effectiveness to the client. In most cases when the Adviser executes only a partial fill of a targeted buy order, allocations will prioritize complete fills for clients with the most available cash as a percentage of portfolio assets. Likewise, when the Adviser executes only a partial fill of a targeted sell order, allocations will prioritize complete fills for clients with the least available cash as a percent of portfolio assets. To the extent that the Adviser determines to aggregate client orders for the purchase or sale of securities, including securities in which the Adviser's Adviser Representatives may invest, the

Adviser shall normally do so in accordance with applicable rules promulgated under the SEC's Investment Advisers Act and no-action guidance provided by the staff of the SEC. An allocation statement will be prepared and any special circumstances or conditions will be outlined in connection with each event.

Certain issues may impact the Adviser's allocation under particular circumstances and in such cases, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis. The Adviser receives no additional benefit as a result of the proposed aggregation.

Trading Away from the Custodian. In rare situations, the Adviser may utilize the custodian's prime broker program whereby the custodial firm may effect clients' over-the-counter securities transactions on an agency basis. Clients may incur transaction costs in addition to commissions charged by the broker-dealer when securities traded over-the-counter are effected on their behalf through Charles Schwab & Co. on an agency basis. In certain cases, a security may be purchased through another service provider and in such cases, the security purchased is then transferred to the client account at the client's selected custodian, and a "trade away" delivery fee is assessed to the client account. These scenarios may limit or eliminate the Adviser's ability to obtain best price and execution of transactions. Typically, the service providers execute transactions based upon a number of factors. These factors include: Size of order, trading characteristics of the security, favorable execution prices, access to reliable data, availability of efficient transaction processing and possible price reductions. In filling these orders, the service provider may transact with a market-making broker-dealer ("market maker") on the other side of the trade. A market maker may mark-up/down the price of securities for which it makes a market, which is a cost that will be incurred by the client in addition to any agency commissions assessed by the client's service provider. Normally, best price and execution is obtained for over-the-counter securities transactions by executing directly with the market maker on a principal basis. The Adviser's choice to utilize the service provider's prime broker program through Charles Schwab & Co. may limit or eliminate the Adviser's ability to obtain best price and execution in each case.

Trade error policy. HCCM requires its personnel to carefully implement investment decisions. Nevertheless, if a trade error occurs, it is HCCM's policy to correct the error as soon as possible and in such a manner that the affected client is not disadvantaged and bears no loss. If the client's account is custodied at Schwab, Schwab will reimburse the client for any loss less than \$100. Generally, if related trade errors result in both gains and losses in the client's account,

they may be netted. In addition, HCCM utilizes a custodial trade-error account as needed to process trade error reimbursements. In the event of an error, the trade is canceled and the market risk absorbed in the trade-error account. If an error results in a gain, the gain will remain in the client's account unless the same error involved other client account(s) that should have received the gain or it is not permissible for the client to retain the gain. If the gain does not remain in the client's account and Schwab is the custodian, Schwab will donate the amount of any gain of \$100 to a charitable organization in accordance with the firm's then-current policy.

Item 13 – Review of Accounts

Investment Management Services involve continuous and ongoing services to include frequent monitoring and internal reviews (no less than quarterly) of portfolio assets. These reviews generally entail analyzing securities, sensitivity to various markets, investment results and other factors. The timing of internal portfolio reviews may also be guided by the underlying portfolio assets, individual circumstances as reasonably known by the Adviser, market conditions and the request of the client. Reviews may be triggered by material market, economic or political events. Reviews will also be triggered by significant deposits or withdrawals and when the client's asset allocation deviates over the targeted acceptable limits, at which time portfolio action is considered.

Clients are obligated to contact the Adviser when there exists a real or potential change in the clients' financial condition. This prompt notification gives the Adviser the opportunity to review the clients' new information to help ensure the investment strategies continue to be appropriate. Non-period reviews will be conducted as a result of: Reported changes in the client's financial situation, which may include but are not limited to: Termination of employment, physical relocation, inheritance or retirement.

Individual reviews (with clients) occur as requested by the client or at the Adviser's discretion. The timing of these reviews is guided by the client's stated objectives or at the Adviser's discretion.

Financial planning and/or consultation services are generally not ongoing (unless stated in the Client Agreement) and therefore do not include reviews unless additional services are initiated by the client. Clients are welcome to contact HCCM for initial or follow-up consultations when the client determines the need. Where the financial planning or consultation Client Agreement provides for ongoing services, these will include client-initiated consultations on issues pertaining to general financial planning, plan reviews or other areas of interest.

All client accounts are reviewed by HCCM's President, Jason Napoli,

Reports

Clients can expect to receive confirmation statements as a result of transactions and quarterly account statements, directly from their custodian. The custodian's quarterly statements detail account value, net change, portfolio holdings, and all account activity.

Investment Management Clients: The Adviser will prepare two quarterly reports. The Performance Statement, includes: Client Return Summary - Net of Fees; Performance by Asset Class; Management Fees. The Updates for Discussion includes: Client Return Summary - Net of Fees Performance by Asset Class; Asset Allocation Report and; Trade Sheet

Other Advisory Clients: Reports are provided only upon request or at the Adviser's discretion.

Item 14 – Client Referrals

HCCM does not receive economic benefit directly or indirectly from third parties in connection with advice rendered to HCCM's clients *except* for the benefits received in connection with our custodial relationship with Charles Schwab & Co., as identified in Item 12 of this Brochure.

HCCM does not utilize the services of solicitors.

Item 15 – Custody

HCCM does not maintain custody of client accounts (funds or securities). The Adviser will have limited access to deduct contractually agreed upon investment advisory fees from custodial accounts with the client's authorization.

While HCCM may maintain limited discretion to execute trades (as discussed in the next section), the execution of transactions and custody of client funds and securities are services provided by the client's selected brokerage/custodial services provider(s). In all cases, clients have a direct and beneficial interest in their securities (individual ownership), rather than an undivided interest in a pool of securities.

Clients can expect to receive at least quarterly statements from their selected broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. HCCM urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. If at any time clients find they are not receiving statements, they must promptly notify their custodial firm and the Adviser.

HCCM's statements may vary from custodial statements based on accounting procedures or reporting dates.

Item 16 – Investment Discretion

Clients may grant limited discretionary authority to HCCM (as evidenced by the HCCM Advisory Agreement). With the client's authorization as provided in the custodial account forms and the HCCM Advisory Agreement, the Adviser will maintain limited discretionary trading authority to execute securities transactions in the Client's portfolio within the Client's designated investment objectives, to include the securities to be bought and sold, and the amount of securities to be bought and sold.

HCCM will never have full power of attorney nor will the Adviser ever have authority to withdraw funds or to take custody of investor funds or securities other than the ability to deduct advisory fees via investor's qualified custodian and only with client authorization.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, HCCM does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios.

HCCM may provide advice to clients regarding the client's voting of proxies. In the event the Adviser's proxy advice is solicited, HCCM shall only furnish consultations to existing clients. When providing advice, HCCM will disclose any significant relationship with the issuer, its affiliates or a security holder proponent of the matter on which proxy voting advice is given, as well as any material interest of the Adviser in the matter. HCCM will not accept any special fee or remuneration for furnishing the voting advice from any person other than the security holder recipient thereof. HCCM's voting advice will not be provided on behalf of any person soliciting proxies, or on behalf of a participant in an election contest subject to SEC Rule 14a-11. HCCM

will never communicate with the press concerning a particular proxy. HCCM does not solicit proxies and recognizes that any deviations from these stated policies may require the Adviser to comply with SEC Proxy Registration Rules.

Item 18 – Financial Information

HCCM does not require nor solicit prepayment of more than \$500 in fees per client, six months or more in advance of services and does not otherwise maintain any form of custody. Therefore, HCCM is not required to include a balance sheet with this Brochure.

Neither HCCM nor its officers have any financial condition that is likely to impair the Adviser's ability to meet contractual commitments to clients and have not been party to any bankruptcy proceeding. Therefore, HCCM is not required to include a balance sheet with this Brochure.

Item 19 – Requirements for State-Registered Advisors

Adviser Representative Background Data. Information relating to an HCCM Adviser Representative's formal education, business background and outside business activities is provided in the attached ADV Part 2B Brochure.

Performance-Based Fees. As disclosed in Item 6 of this Brochure, HCCM's fees are not "performance based."

Disciplinary / Disclosure Information. HCCM, its Officers and its Adviser Representatives have never been party to a bankruptcy, investment-related civil litigation or regulatory / disciplinary action, and have never been the subject of a license suspension or revocation.

Relationships or Arrangements with Issuers of Securities. HCCM, its ~~Members~~ Officers and its Adviser Representatives do not have any affiliation to or business arrangements with issuers of securities.

Additional Information: Privacy Policy

As a Registered Investment Adviser, HCCM is covered under the definition of a "financial institution" in the Gramm-Leach-Bliley Act (the "Act"). The Adviser is therefore subject to Act as well as the rules of privacy imposed on Investment Advisers by the state regulators, which often mirror the United States Securities and Exchange Commission's ("SEC") Privacy Rule ("Regulation S-P").

Privacy of nonpublic personal information is an issue that the staff of HCCM takes seriously. To maintain compliance every broker, dealer, investment company and Investment Adviser is required to adopt policies and procedures reasonably designed to safeguard customer records and information.

In its role as Investment Adviser, HCCM routinely collects nonpublic personal information from clients and prospective clients. This information generally will include but is not limited to:

- Information provided from applications, forms and other information provided to us either verbally or in writing, and include but are not limited to your name, address, phone number, account information, social security number, assets, employment, income and debt;
- Information about your transactions, accounts, trading activity and parties to transactions; health and beneficiary information (such as may pertain to planning and risk management issues);

- Information from other outside sources;
- Any other data that is deemed to be nonpublic personal information as defined by the Act or state privacy rules.

HCCM does not sell nonpublic personal data. HCCM values our clients' trust and confidence. We will never sell the nonpublic personal information we obtain from consumers or clients.

All information provided by clients or prospective clients to HCCM, (including the Adviser's personnel), and information and advice furnished by the Adviser to clients, shall be treated as confidential and shall not be disclosed to unaffiliated third parties, except as directed by clients with written authorization, by application to facilitate the investment advisory services offered by the Adviser via unaffiliated financial services providers, or as required by any rule, regulation or law to which the Adviser or its staff may be subject.

Data shared to facilitate services. Clients select an unaffiliated custodial firm as outlined in Item 12 of this Brochure for the custody client accounts and trade executions. The privacy rules allow Investment Advisers to share data with clients' selected custodial firms as needed to provide requested services.

Record Retention. HCCM maintains client records in a controlled environment and records (electronic and otherwise) are only available to authorized persons of the Adviser who have a need to access client information in order to deliver advisory services, provide administrative support, or to respond to client requests. The Adviser has made reasonable efforts and conducts periodic tests to ensure that its electronic network is hack-proof and secure.

HCCM's position on protecting non-public personal information extends beyond the life of the HCCM's Client Agreement. Client information is retained in a protected manner for the time period required by regulators (five years from the data of last use) and thereafter is safely destroyed via in-house shredding or a contracted secure shredding service.

Consumers (who are not clients) who provide information during an initial consultation or for other purposes but do not become clients also receive privacy protection. Original information will be promptly returned in person or via the mail if the Adviser's services are not engaged.

Alternatively, if nonpublic personal information is contained in copies of documents, notes or some other media, this information will be securely filed for a period of up to one year (depending upon likelihood of engagement) before being shredded in-house or via our secure shredding service.

Clients are encouraged to discuss any questions regarding HCCM's privacy policies and procedures with Jason Napoli, ChFC®, AAMS®, MBA, the President and Chief Compliance Officer of HCCM.



Brochure Supplement
Part 2B of Form ADV

High Country Capital Management

521 E. Main Street
Montrose, CO 81401
(970) 249-3499

405 Third Street, Suite F
Crested Butte, Colorado 81224
(970) 596-4414

743 Horizon Court
Grand Junction, CO 81505
(970) 245-4678

www.hccm.com
April 3, 2017

This Brochure supplement provides information about
High Country Capital Management's (HCCM)
Officers and Adviser Representatives.

HCCM personnel are held to a code of employees strict moral and ethical standards. HCCM personnel who provide financial planning services and investment advice will have an understanding of investment and economic conditions and will have proper training to perform these roles. Disclosure and registration information is also available via the SEC's website at www.adviserinfo.sec.gov.

Business Background

Jason is President, Chief Compliance Officer and sole shareholder of High Country Capital Management. He is responsible for assisting HCCM clients achieve financial security by developing an investment plans to help preserve, grow, and transfer their wealth. Jason has over 17 years of experience working with high-net-worth individuals, families, institutions, implementing effective investment and financial planning strategies.

Prior to joining HCCM, Jason was a Director of Investment Sales and Marketing for Anthem Securities, a subsidiary of Atlas Energy, LP. Jason also held several key positions at some of the country's largest investment firms including Vice President and Investment Adviser at J.P. Morgan Chase & Co., Vice President of Sales and Marketing at a commodities focused Fund of Hedge Funds in Chicago, and Vice President and Portfolio Manager at Wells Fargo Private Bank. In addition, he managed portfolios for high-net-worth clients at TIAA-CREF Trust Company in Denver, CO. From February 5, 2014, to November 21, 2014, Jason was also employed as a registered representative with Andrews Partners.

Mr. Napoli is active in several local non-profit organizations in Crested Butte, CO.

Education, Designations and Examinations

B.A., Regis University (Sociology) 1995

M.B.A. University of Colorado

2004

Chartered Financial Consultant®

2012

Accredited Asset Management Specialist®

2006

Series 6: (1998) - *inactive*; is a fee-only Adviser Representative

Series 63: (1998) - *inactive*; is a fee-only Adviser Representative

Series 7: (2007) - *inactive*; is a fee-only Adviser Representative

Series 65: (2004) - Uniform Investment Adviser Law Examination

Disciplinary Information

Jason Napoli has not been involved in any criminal or civil actions; administrative proceedings before the SEC or any other federal, state or foreign regulatory authorities. Mr. Napoli has not been involved in self-regulatory organization proceedings or actions resulting in a license or registration suspension or revocation nor has he been party to a bankruptcy. Disclosure background on Adviser Representative can be located via the SEC's website at www.adviserinfo.sec.gov.

Other Business Activities and Additional Compensation

Other than compensation from High Country Capital Management, Jason Napoli *does not* receive any economic benefit from any person, company or organization, either directly or indirectly, in exchange for providing clients with financial and investment advisory services through HCCM. Mr. Napoli *does not* accept commissions in connection with securities recommendations and he is not insurance licensed.

Supervision

Jason Napoli, ChFC®, AAMS® is the Chief Compliance Officer of HCCM and is in charge of the supervising the day-to-day activities of the Adviser and its personnel. Mr. Napoli has an

extensive background in the financial industry and as the President and sole owner of HCCM, Mr. Napoli has a vested interest in the Adviser's compliance and risk management programs.

The staff of HCCM takes the issue of compliance and risk management seriously. The Adviser's supervisory system establishes clear lines of authority, accountability and responsibility. Clients are welcome to contact the Chief Compliance Officer with questions or concerns in connection with the Adviser's services, staff monitoring or the Adviser's internal compliance program. Mr. Napoli can be reached via the contact information listed on the cover page of ADV Part 2A and ADV 2B.

Designation Information

Chartered Financial Consultant® (ChFC®):

The ChFC® designation has been a mark of excellence for almost thirty years and currently requires nine college-level courses, the most of any financial planning credential. Average study time to earn the ChFC® exceeds 450 hours. Required courses cover extensive education and application training in financial planning, income taxation, investments, and estate and retirement planning. Additional electives are chosen from such topics as macroeconomics, financial decisions for retirement, and executive compensation. ChFC® designees must meet experience requirements and adhere to continuing education and ethical standards. The credential is awarded by The American College, a non-profit educator founded in 1927 and the highest level of academic accreditation.

Accredited Asset Management SpecialistSM (AAMS®)

Individuals who hold the AAMS® designation have completed a course of study encompassing investments, insurance, tax, retirement, and estate planning issues. Additionally, individuals must pass an end-of-course examination that tests their ability to synthesize complex concepts and apply theoretical concepts to real-life situations. All designees have agreed to adhere to the College of Financial Planning's Standards of Professional Conduct and are subject to a disciplinary process. Designees renew their designation every two-years by completing 16 hours of continuing education, reaffirming adherence to the Standards of Professional Conduct and complying with self-disclosure requirements.

Justin R. McKenna

Born – 01/05/1979

Justin is the Vice-President of HCCM and is in charge of Operations and Technology. He joined HCCM in 2006 as an assistant in back office operations. Prior to his employment with HCCM, Justin was a civil engineer. Mr. McKenna does not engage in providing financial and investment recommendations directly to clients as he is charged with assisting with the formulation of the Adviser's advice and recommendations.

Education, Designations and Examinations

B.S., Civil Engineering, New Mexico State 2001

Series 65: (2010) - Uniform Investment Adviser Law Examination

Disciplinary Information

Justin McKenna has not been involved in any criminal or civil actions; administrative proceedings before the SEC or any other federal, state or foreign regulatory authorities. Mr. McKenna has not been involved in self-regulatory organization proceedings or actions resulting in a license or registration suspension or revocation nor has he been party to a bankruptcy. Disclosure background on Adviser Representative can be located via the SEC's website at www.adviserinfo.sec.gov.

Other Business Activities and Additional Compensation

Other than compensation from High Country Capital Management, Justin McKenna *does not* receive any economic benefit from any person, company or organization, either directly or indirectly, in exchange for providing clients with financial and investment advisory services through HCCM. Mr. McKenna *does not* accept commissions in connection with securities recommendations and he is not insurance licensed.

Supervision

Jason Napoli, ChFC®, AAMS® is the Chief Compliance Officer of HCCM and is in charge of the supervising the day-to-day activities of the Adviser and its personnel. Mr. Napoli has an extensive background in the financial industry and as the President and sole owner of HCCM, Mr. Napoli has a vested interest in the Adviser's compliance and risk management programs.

The staff of HCCM takes the issue of compliance and risk management seriously. The Adviser's supervisory system establishes clear lines of authority, accountability and responsibility. Clients are welcome to contact the Chief Compliance Officer with questions or concerns in connection with the Adviser's services, staff monitoring or the Adviser's internal compliance program. Mr. Napoli can be reached via the contact information listed on the cover page of ADV Part 2A and ADV 2B.