OCCAM CAPITAL® MANAGEMENT, LLC
Form CRS – Client Relationship Summary
March 28, 2024

Occam Capital® Management, LLC ("Occam Capital®," "we," "us," or "our") is registered as an investment adviser with the Securities and Exchange Commission. Brokerage and investment advisory services and fees differ, and it is important for you to understand these differences. Free and simple tools are available to research firms and financial professionals at www.investor.gov/crs, which also provides educational materials about broker-dealers, investment advisers, and investing.

WHAT INVESTMENT SERVICES AND ADVICE CAN YOU PROVIDE ME?

We provide investment advisory services to individuals, high net-worth individuals, trusts, and estates. Our investment management services include managing your investment assets in portfolios that we construct. Subject to certain exceptions, we prefer a portfolio minimum of $200,000 for new advisory services engagements. To determine your needs, we request and use data regarding your financial circumstances, investment goals and objectives, tax status, and other factors to tailor our advice and design an investment portfolio that assists in meeting your investment goals and financial objectives.

We only use discretionary trading authority to manage portfolios. Upon signing our investment management agreement for advisory services, you grant our firm discretionary trading authority. Discretionary trading authority is used to make decisions (initial and ongoing) about your investment portfolio(s) without prior approval. Although we do not seek prior approval when using discretionary authority, we rely on the analysis of your financial circumstances, risk tolerance, goals, objectives, and tax status to support the decisions regarding investment assets for your portfolio(s). Client portfolios are typically invested in equities (small-cap, mid-cap, large-cap, etc.), preferred stocks, international equities (ADRs), investment-grade taxable corporate bonds, tax-exempt corporate bonds, and cash equivalents. Based on your needs, risk tolerance, and objectives, we also incorporate exchange-traded funds, mutual funds, below-grade bonds, and other fixed-income securities. Also, although we have discretionary authority, you may impose reasonable restrictions on our authority. Typical restrictions might include investments in certain asset classes, industries, companies, or specific dollar amounts in the foregoing.

We monitor your investment portfolio(s) continuously during our advisory relationship. We use our discretionary trading authority to make adjustments to the investments in your portfolio(s) as a result of changes in economic or market conditions or other relevant factors, such as changes in your financial circumstances.

We offer hourly investment consulting for advice regarding your existing portfolios as a separate service. We do not require a minimum portfolio value for hourly consulting advisory services. Our hourly investment consulting services typically include securities analyses, investment performance verification, and assessment of investment management techniques. You will sign a consulting services agreement that specifies the agreed-upon services, reports, and/or analyses outlining the hourly rate and the number of hours required to complete the services. There are no ongoing reviews for investment consulting services.

For additional information, please use these hyperlinks to access and review the following sections of our Brochure: Item 4 - Advisory Business, Item 7 - Types of Clients, and Item 16 - Investment Discretion.

***Conversation Starters*. Ask your financial professional:**

- **Given my financial situation, why should I choose an investment advisory service? Why or why not?**
- **How will you choose investments to recommend to me?**
- **What is your relevant experience including your licenses, education and other qualifications? What do these qualifications mean?**

WHAT FEES WILL I PAY?

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

Our firm charges an annual asset-based advisory fee for investment management services. The advisory fee is based on a percentage of the investment assets we manage for you. Our fee schedule for investment management services is published in the Fees and Compensation section of our Brochure. Our investment advisory fee schedule is negotiable.

We bill you quarterly in advance for our investment management services. Quarterly in advance means at the beginning of each quarterly period (i.e., Jan 1., April 1, July 1, Oct. 1). The advisory fee calculation is based on the value of the investment assets in your portfolio(s) on the last trading day of the previous quarter (i.e., Dec 31., Mar 30, June 30, Sept. 30). We typically receive authorization to deduct fees directly from your accounts. This authorization is incorporated into our investment management agreement. You also have the option to pay our firm by check directly.

There are additional fees and costs associated with investing. The fees and costs are in addition to the advisory fees you pay us. The additional fees and costs include transaction costs, internal mutual fund expenses, electronic fund transfer fees, mailing fees, insufficient funds fees, wire transfer fees, and regulatory fees for securities sold, among other fees. Please inquire about additional fees and costs that impact your investment assets and portfolios. We will provide a detailed listing of fees and expenses upon your request.

Our advisory fees for investment consulting services are $200 per hour for research and advice by principals and $75 for administrative tasks by assistants. Upon completion of the agreed-upon consulting services, we will provide an invoice for the advisory fees due. Payment is due upon the client's receipt of our advisory fee invoice. For additional information, please use the hyperlink to access and review the following section of our Brochure: Item 5, Fees and Compensation.

Conversation Starter. **Ask your financial professional:**

- **Help me understand how these fees and costs might affect my investments. If I give you $10,000 to invest, how much will go to fees and costs, and how much will be invested for me?**

WHAT ARE YOUR LEGAL OBLIGATIONS TO ME WHEN ACTING AS MY INVESTMENT ADVISER? HOW ELSE DOES YOUR FIRM MAKE MONEY, AND WHAT CONFLICTS OF INTEREST DO YOU HAVE?

When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice that we provide you. Here are some examples to help you understand what this means.

Our legal obligation to you requires us to act with a substantial duty of care and operate pursuant to a commitment of loyalty, which means that we are required to provide advice and recommendations that are in your best interest.

In adhering to our duty of care mandate, we must obtain detailed information regarding your financial circumstances and ensure our recommendations align with your financial situation. We must also conduct due diligence regarding the investments we recommend to you and monitor our recommendations continually over the advisory relationship.

Our duty of loyalty to you requires our firm to provide advice that is free from self-interest and to always place your interests before our own. We must make full and fair disclosure of all material facts related to our advisory services. We are also required to avoid or disclose circumstances where our interests actually conflict, could potentially conflict, or have an appearance of conflict with your interests.

We have inherent conflicts of interest related to how our firm conducts business and makes money. Some of our business arrangements create conflicts of interest. For instance, we receive an economic incentive from the account custodian that provides custody and safekeeping for your investment assets and portfolios. As a result of our agreement with the account custodian and recommendation that you use them, our firm is provided with certain support products and services that directly benefit our advisory business. This business arrangement creates a conflict of interest because we have an economic incentive to make these recommendations.

The way our firm makes money conflicts with your interests. We make money by charging you an asset-based investment advisory fee. The prospect of additional advisory fee revenue incentivizes us to encourage you to invest more assets with us. We earn additional advisory fees as a result of managing more investment assets for you. The incentive to increase our assets under management and fee revenue creates an inherent conflict with your interests.

For additional information, please use the hyperlinks to access and review the following section of our Brochure: Item 11 - Code of Ethics and Item 12 - Brokerage Practices.

Conversation Starter: **Ask your financial professional:**

- **How might your conflicts of interest affect me, and how will you address them?**

HOW DO YOUR FINANCIAL PROFESSIONALS MAKE MONEY?

Our financial professional is paid by member draw based on firm revenue. As an investment advisory firm, we do not provide direct or indirect compensation based on sales incentives, minimum asset quotas, or transaction-based sales.

DO YOU OR YOUR FINANCIAL PROFESSIONALS HAVE LEGAL OR DISCIPLINARY HISTORY?

NO; neither our firm nor financial professional has a legal or disciplinary history. You can visit www.investor.gov/CRS for a free and simple search tool to research our firm and financial professional.

Conversation Starter. **Ask your financial professional:**

- **As a financial professional, do you have any disciplinary history? For what type of conduct?**

For additional information about our investment advisory services, visit our website, www.occamcapital.com, or review a full copy of our Brochure, as attached. If you would like additional, up-to-date information or a copy of this relationship summary, please contact us at (585) 218-0310 or (877) 218-3979. You can also email Priscilla Baker Jones, our chief compliance officer, at pbakerjones@occamcapital.com.

Conversation Starters. **Ask your financial professional:**

- **Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer?**
- **Who can I talk to if I have concerns about how this person is treating me?**

BROCHURE

(Form ADV Part 2A)

Occam Capital® Management, LLC

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(585) 218-0310 or (877) 218-3979

www.occamcapital.com

March 28, 2024

This brochure ("Brochure") provides information about the qualifications and business practices of Occam Capital® Management, LLC (Occam Capital®). If you have any questions about the contents of this Brochure, please contact us at (585) 218-0310 or on our website at www.occamcapital.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or any state securities regulatory authority. Occam Capital® is registered as an investment adviser with the United States Securities and Exchange Commission (SEC). Registration of an investment adviser does not imply any level of skill or training.

Additional information about Occam Capital® is also available at the Investment Adviser Public Disclosure website www.adviserinfo.sec.gov. The information included in this Brochure is intended to provide information that may be useful to you in evaluating the services we offer and comparing our services with those of other advisory firms.

ITEM 2 – MATERIAL CHANGES TO BUSINESS PRACTICES

This version of our Brochure, dated March 28, 2024, is an annual amendment. The following are the material changes to our business since our last amendment in March of 2023:

Advisory Services (Item 4)

Assets Under Management

We have updated our assets under management as required by regulations. As of December 31, 2023, Occam Capital® managed a total of $67,535,605 in client assets on a discretionary basis. All assets are managed on a discretionary basis.

General Revisions

We have revised some language and content to ensure that our disclosures are concise and unambiguous.

Full Brochure is Available

You may request a full copy of our Brochure by contacting Priscilla Baker Jones, managing director, by phone at (585) 218-0310 or by email at pbakerjones@occamcapital.com. Our Brochure is also available on our website at www.occamcapital.com, free of charge. Additional information about Occam Capital® is also available via the SEC's website at www.adviserinfo.sec.gov.

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ITEM 4 – ADVISORY BUSINESS

Occam Capital® Management, LLC (“we,” “us,” “our,” or “Occam Capital®”) was founded on July 1, 1998, by Priscilla Baker Jones, principal owner, managing director, and chief compliance officer of our firm. We provide investment management and investment consulting services to a variety of clients.

Investment Management Services

We offer investment management services to meet a client’s long-term investment objectives. Subject to a client’s investment objectives, we generally structure client advisory accounts to consist of investment assets in large-capitalization domestic and international equities and investment grade taxable and tax-exempt bonds. Investment assets can include, among other things, medium-capitalization (mid-cap) and small-capitalization (small-cap) stocks and other securities we select. For example, we can include debt instruments that are below investment grade. Smaller advisory accounts are structured to include mutual funds and exchange-traded funds (ETFs).

The advisory account construction process begins with an evaluation of the specific investment needs of a client based on these factors, among others: tolerance for risk, investment time horizon, cash flow needs, and tax considerations. We also discuss reasonable restrictions that a client wishes to impose on the management of the advisory account. Clients typically impose restrictions on the type of security rather than the amount of a security that can be purchased for the account. Such restrictions are agreed upon in advance and reviewed periodically. After the evaluation process, investment objectives are formulated, and the advisory account is constructed and tailored to the client’s specific needs. This information is documented in a client’s investment policy statement. Each client engagement for investment management services involves the execution of an investment advisory agreement and a limited power of attorney, which authorizes us to manage a client’s investment assets on a discretionary basis.

Priscilla Baker Jones is a CFP professional. Occam Capital®/Priscilla Baker Jones does not prepare financial plans. However, we can offer some limited aspects of financial planning if requested by clients. If a client requests such reports, they are prepared for anticipated consideration of current or future income needs. Occam Capital® does not charge additional or separate fees for preparing complimentary reports.

Investment Consulting Services

As a separate service, we provide hourly investment consulting services. These services include but are not limited to securities analysis, investment performance verification, and assessment of investment management techniques. Clients sign a consulting services agreement outlining the hourly rate, the number of hours required to complete the services, and specifying the agreed-upon services, reports, and/or analyses.

Wrap Fee Programs

Occam Capital® does not participate in any wrap fee program.

Assets Under Management

As of December 31, 2023, Occam Capital® Management managed a total of $67,535,605 in client assets on a discretionary basis. All assets are managed on a discretionary basis.

ITEM 5 – FEES AND COMPENSATION

ADVISORY FEES AND BILLING PROCEDURES

Investment Management Services

Advisory fees for investment management services are due and payable quarterly in advance (i.e., at the beginning of each calendar quarter). We transmit our advisory fee calculations to the account custodian electronically after the beginning of each calendar quarter. Advisory fees are calculated as a percentage of assets under management (See Investment Advisory Fee Schedules below) and based on the value of the account(s) as listed on a national securities exchange or the principal market where the securities are traded, at the closing price, as of the last business day of the calendar quarter. Additionally, billing valuations for fixed income securities often include accrued interest and equity dividend accruals. Also, margin interest, if applicable, accrues monthly.

INVESTMENT ADVISORY FEE SCHEDULES

Annual Fee Schedule for Equity and Balanced Accounts

1.00% of first $1,000,000
.75% in excess of $1,000,000

Annual Fee Schedule for Fixed Income Accounts

.60% of first $1,000,000

.50% in excess of $1,000,000

Occam Capital's investment advisory fee schedule is negotiable. Occam Capital® reserves the right to under certain circumstances, waive advisory fees.

When a client signs the investment management agreement, Occam Capital® typically receives authorization to debit advisory fees directly from client accounts; however, clients can elect to be billed directly. Advisory accounts initiated during a calendar quarter will be charged a prorated fee. Nonetheless, we do not prorate advisory fees for capital contributions and withdrawals made during a calendar quarter.

Investment Consulting Services

Our advisory fees for investment consulting services are charged at hourly rates. We charge $200 per hour for research and advice by principals and $75 per hour for administrative tasks by assistants. Clients can specify a maximum advisory fee for consultation services. Payment is due upon completion of the agreed-upon services.

Other Fees and Expenses

Advisory fees paid to our firm are separate from the third-party fees detailed below. The advisory fees described above only cover our advisory services. Our advisory fees do not cover the other fees and/or costs incurred by the client in connection with the implementation of investment management services. The other fees and expenses imposed by account custodians, mutual fund companies, etc., include but are not limited to custodial fees, American Depository Receipts (ADR) management fees, odd-lot differentials, transfer taxes, wire transfer, electronic fund fees, and other fees and taxes on advisory accounts and securities transactions.

Additional expenses are incurred when client assets are invested in mutual funds, exchange-traded funds, money market mutual funds, closed-end funds, and other investment company securities. These are direct internal expenses of the investment company that issues the security, but clients pay these fees indirectly on an ongoing basis. The specific fees and expenses are outlined in the prospectus for each mutual fund company. Clients are encouraged to read each mutual fund and/or ETF prospectus, which provides detailed information about such expenses. We do not receive compensation from mutual fund companies or their affiliates under circumstances where mutual funds or ETFs are purchased for client accounts.

Please also review Item 12, Brokerage Practices, for information regarding the factors that Occam Capital® considers in selecting and recommending the qualified account custodian that provides custody and safekeeping services for our clients' accounts.

Refund and Termination Policy

Clients may terminate an agreement for investment management services at any time by providing us with thirty (30) days' advance written notice. In the event we decide to terminate a client's agreement, we will use the same provisions (i.e., thirty (30) days' advance written notice).

Upon receiving a client's request to terminate investment management services, we assess advisory fees pro-rata, if applicable, to the date of termination. Any unearned portion of prepaid advisory fees will be refunded to the client within five (5) business days of the date of termination.

Also, we will collect any earned but unpaid fees due prior to the disbursement of refunds. If we are unable to deduct final fees from a client's account(s), such as in the case of an account transfer, we will transmit an invoice to the client, which is due upon receipt. Clients pay final invoices by mailing a check to our address on the cover page of this Brochure.

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

Occam Capital® does not charge performance-based fees (fees based on a share of capital gains on or capital appreciation of a client's assets) or conduct side-by-side investment product management.

ITEM 7 – TYPES OF CLIENTS

Occam Capital® provides investment management and investment consulting services to individuals, high net-worth individuals, pensions, profit-sharing plans, trusts, and estates. Occam Capital® prefers a portfolio minimum of $200,000 for new client engagements. Nonetheless, we reserve the right to waive or reduce the minimum account value based on other criteria that we deem pertinent (e.g., pre-existing relationships, related accounts, the anticipation of additional assets, etc.). Therefore, there are clients of the firm whose account values are less than the stated minimum.

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

As explained in Item 4, Advisory Business, our investment process begins with analyzing several factors, including, among others, a client's tolerance for risk. This analysis is utilized in connection with the formulation of an Investment Policy Statement that takes the client's tolerance for risk into account. Nevertheless, investing in securities involves a risk of loss that clients should be prepared to bear.

Principal Investment Strategies

Once an Investment Policy Statement has been developed for a client, the investment process continues with the development of investment asset recommendations for portfolio holdings. This process begins by combining a top-down global economic overview with a bottom-up process, using primarily traditional methods of financial analysis to select individual securities. Our strategies for selecting equity and fixed income securities are described below.

Our top-down process begins with an analysis of global economic indicators such as Gross Domestic Product (GDP), productivity, inflation, interest rates, currency exchange rates, fiscal and monetary policies, and energy prices to help us identify worldwide regions/industries/sectors that may provide long-term investment opportunities.

Typically, the universe from which we select equity investments consists of between 300 and 400 stocks. Once we have identified those industries and/or companies for investment consideration, we utilize a bottom-up fundamental value approach in narrowing our securities selection. Fundamental analysis involves an analysis of the financial statements of a company. This methodology requires that we delve into revenues, earnings, amount of debt, expenses, cash flow, and all other aspects of a company's finances.

As value investors, we are looking for companies that are temporarily out-of-favor and appear to be undervalued by the market or trading below their intrinsic value (underlying perception of the true value of a business). Value investors tend to go against market trends. We attempt to capitalize on market misperceptions and overreactions – stock prices that may not correspond with the company's long-term fundamentals – resulting in an opportunity to profit by buying when the stock price is perceived to be low. Some of the parameters that we use to evaluate a prospective investment are price-to-earnings, price-to-cash flow, price-to-book value, and dividend policy.

In structuring client portfolios, we invest in stocks without regard to market capitalization. We invest in the securities of small-cap, mid-cap, and large-cap issuers. Generally, we invest for the long term (1-5 years), seeking to achieve long-term appreciation as the marketplace realizes the value of our stock selections over time. Our strategy is to include a core group of stocks that pay dividends and also have, in our opinion, substantial growth potential. Under circumstances where a client's risk tolerance permits, we will include small-cap and mid-cap stocks in an effort to achieve potential greater capital appreciation. Newer, smaller companies may offer greater opportunities for capital appreciation, but they are subject to greater price fluctuation, and they involve a substantially greater risk of loss.

We look to sell securities when we believe that they are no longer undervalued or when we believe that another security presents a more attractive opportunity.

Our fixed income investment strategy involves a focus on core/high-quality instruments and interest rate anticipation. We invest primarily in individual investment grade taxable or tax-exempt bonds. We will also invest in taxable or tax-exempt bonds that are rated below investment grade under circumstances where we believe that there is potential for an improved credit rating.

Interest rate anticipation is based on expected future changes to the U.S. Treasury yield curve. We use quality spread analysis within each maturity section to determine whether a specific security is overvalued or undervalued relative to the comparable maturity of a U.S. Treasury security.

Our selection of bonds takes into consideration credit risk, yield, maturity, income needs, and the possible tax implications of a particular bond for the client. We typically diversify bond portfolios by purchasing bonds from different issuers and laddering maturities. By constructing portfolios to include multiple individual bonds rather than an interest in a bond fund, we seek to realize a full return of principal by holding the bonds to maturity, regardless of interest rate fluctuations.

We may also use technical analysis in connection with the timing of a purchase or sale of a security. Technical analysis is based on trends and sentiment changes (can help to predate and predict trend changes). Investors' emotional responses to price movements lead to recognizable price chart patterns. Historical price patterns are used to predict future patterns.

Hedging Strategies

Our use of hedging strategies to "hedge" client portfolios against volatility and other market risks is limited. We do not use options, futures, or other complex financial instruments commonly referred to as derivatives. However, as a temporary defensive measure, we may allocate a substantial portion of portfolio assets to money market instruments, short-term obligations of the U.S. Government, or short-term investment grade bonds.

PRINCIPAL RISKS OF INVESTING

INVESTING IN SECURITIES INVOLVES A RISK OF LOSS THAT CLIENTS SHOULD BE PREPARED TO BEAR. Investing with Occam Capital® is subject to investment risks, including the possible loss of some or all of the principal amount invested. There can be no assurance that we will be able to meet a client's investment objectives. Generally, the portfolios that we construct are subject to the following additional risks:

Market Risk. Market risk involves the day-to-day fluctuations in prices at which a security can be bought or sold. The market price of securities, as a function of supply and demand, is based in part on the expectations and sentiments of investors. These expectations and sentiments, in turn, are shaped by a variety of economic, social, and political factors, both domestic and international. Expectations are not always correct, and they are constantly changing. For example, if investors are expecting a recession, stock prices go down because expectations for earnings decline. Market prices of bonds are affected by anticipated changes in interest rates. The longer the maturity of a bond, the greater its exposure to market risk.

Interest Rate Risk. Interest rates, the competitive cost of money, affect all investments. Bond prices carry an interest rate risk because if bond prices rise (yields fall), bonds already trading in the marketplace will not remain competitive unless their yields and prices are adjusted to reflect the current market. When interest rates go up, bond prices come down to bring the interest rates on bonds already trading in the marketplace in line with the higher interest rates on new bonds. The opposite is also true. When interest rates decline, bond prices will go up. Long-term bonds are more affected by price fluctuations as a result of interest rate changes than short-term bonds; therefore, longer maturities carry a greater interest rate risk. Preferred stock prices, because they have long maturity dates or none at all, also have an inverse relationship to interest rates.

Common stocks are also affected by interest rates. For example, some companies borrow heavily. As interest rates rise, their borrowing costs also increase. As more money is needed to pay down debt, less money is available for other corporate purposes. Earnings may decline, which can result in a possible decline in the price of the stock.

Maturity Risk. Maturity risk is another factor that can affect the value of the bond holdings in client accounts. Occam Capital® does not have a limitation policy regarding the length of maturity of its bond holdings. In general, the longer the maturity of a bond holding, the greater its sensitivity is to changes in interest rates. Conversely, the shorter the maturity, the lower the yield, but less volatility in price movements.

Investment Grade Securities Risk. Debt securities are rated by national bond rating agencies. Securities rated BBB by Standard & Poor's (S&P) or Fitch, Inc. (Fitch) or Baa by Moody's Investor Service, Inc. (Moody's) or higher are considered investment grade securities. We invest in various rated investment grade securities, including securities rated Baa by Moody's or BBB by S&P or Fitch. While these rated securities are considered investment grade, they are somewhat riskier than more highly rated investment grade debt securities (those rated A or better by S&P and Aa or better by Moody's) because they are regarded as having only an adequate ability to pay principal and interest, are considered to lack outstanding investment characteristics, and are speculative. Such investment grade securities will be subject to higher credit risk and are subject to greater fluctuations in value than higher-rated securities.

Credit Risk. Credit risk is the risk that the issuer or guarantor of a debt security will be unable or unwilling to make a timely principal and/or interest payment or, for whatever reason, will be unable or unwilling to honor its financial obligations. If the issuer or guarantor fails to repay the principal, the client's income can be reduced. If the issuer or guarantor fails to repay the principal, the value of that security can be reduced. Clients are subject to credit risk to the extent that their investment portfolios include debt securities.

Below Investment Grade Securities Risk. Debt securities rated below BBB by S&P or Fitch and Baa by Moody's are considered speculative in nature and are subject to certain risks with respect to the issuing entity and greater market fluctuations than higher-rated debt securities. Companies usually issue them without long track records of sales and earnings or by companies with questionable credit strength. For a below investment grade company to borrow money, they typically pay a higher rate of interest to compensate investors for accepting the higher level of risk. The market for these high-yield bonds is less liquid than that of higher-rated securities, and adverse conditions could sometimes make it difficult to sell certain of these bonds.

Sector Focus Risk. Sector risk is the possibility that securities within the same group of industries will decline in price due to sector-specific market or economic developments. If we invest a portion of a client's portfolio more heavily in a particular sector, the value of that portion of the portfolio may be especially sensitive to factors and economic risks that specifically affect that sector. This strategy could result in increased portfolio volatility compared to a portfolio invested in a broader range of industries. In addition, some sectors may be subject to greater government regulation than other sectors; therefore, regulatory policy changes may have a material effect on the value of securities issued by companies in those sectors. The extent to which Occam Capital® invests more heavily in a particular sector will vary based on client objectives and risk tolerance.

Foreign Securities Risk. We invest in foreign securities via ADRs. ADRs are shares of non-US companies that trade in U.S. dollars on U.S. stock exchanges. An ADR represents a specified number of shares in a foreign stock. Purchasing foreign securities through ADRs may help reduce administrative and duty costs that would otherwise be applied to each transaction. Capital gains and dividends are paid in U.S. dollars. Purchasing ADRs does not eliminate the currency and economic risks accompanying investing in another country. Foreign markets, particularly emerging markets, are less liquid, more volatile, and subject to less governmental supervision than U.S. markets. There can be difficulties enforcing contractual obligations. Adverse political and economic developments or changes in the value of foreign currency can make it difficult to sell a security and, therefore, can have a negative impact on the value of a security.

Hedging Strategies. Hedging strategies are very limited. As a temporary defensive measure, the firm may hold substantial amounts of money market instruments, short-term Government obligations, or short-term investment grade bonds. Under circumstances where a significant portion of assets are invested in money market instruments as a temporary defensive measure, client portfolios will not be pursuing their stated investment objectives.

Management Style Risk. Depending on economic and market conditions, different types of securities will shift in and out-of-favor with stock market investors. Our returns from different types of purchased stocks will, at times, be better or worse than those from other types of stocks (e.g., large-cap, mid-cap, small-cap, value, growth, momentum, etc.). Each type of stock tends to go through cycles of performing better or worse than the stock market in general. The performance of our client portfolios can be better or worse than that of stock portfolios/funds that focus on other types of stocks or have a broader investment style.

Marketability Risk. The marketability or liquidity of a security is the ease with which it can be bought and sold. Securities in a corporation that are closely held (a few individuals hold a majority of the shares) or that have a thin float (a small number of shares outstanding) are not readily marketable. Not enough securities of these companies are traded on a regular basis to maintain an active market. If the market in a security is thin (not many shares are available for trading), it becomes difficult to buy or sell the security without disrupting the market.

Small Capitalization and Medium Capitalization Stock Risk. Small-capitalization and mid-capitalization stocks are subject to more risk than stocks of larger companies. They can have lower liquidity, greater volatility, and less public information available. Mid-capitalization companies may not, but small-capitalization companies do not have a long track record of sales and earnings (or may have none at all currently) or have questionable credit strength. Investing in mid and small-cap companies has the potential to offer greater opportunity for capital growth but carries greater risk. Investments in small-cap companies should be considered speculative.

Economic and Social Risk. World events play a role in investment risk. International developments can greatly affect the market as a whole, an industry, or individual securities. An example of this is the effect news releases from OPEC have on the market in general, oil stocks as a group, and the major international oils in particular. As the U.S. government responds to global and domestic events, its fiscal and monetary policies help to shape the course of the stock and bond markets. Legislation that influences or directs our lives or the flow of money (taxes, entitlement programs, dividends) has an effect on the market. Economic and social conditions affect consumer demand – about 65%-70% of our GDP.

Risks Related to Public Health Issues. Our advisory business could be adversely affected materially by pandemics, epidemics, and global or regional outbreaks of disease, such as COVID-19, Ebola, H1N1 flu, H7N9 flu, H5N1 flu, or Severe Acute Respiratory Syndrome (SARS). More specifically, COVID-19 has spread rapidly worldwide since its initial emergence in December 2019 and has severely affected (and may adversely affect) the global economy and equity markets. Although we are unable to predict the long-term effects or consequences of COVID-19 or other epidemics, pandemics, and outbreaks of disease, previous occurrences of other pandemics, epidemics, and outbreaks of disease have had a material adverse effect on the economies and markets of those countries and regions in which they were most prevalent.

Significant public health issues, including any occurrence or recurrence (or continued spread) of an outbreak of any epidemic, infectious disease, or virus, could cause a slowdown in the levels of economic activity generally (or cause the global economy to enter into a recession or depression), which would adversely affect our advisory business, financial condition, and operations. Should these or other major public health issues arise or spread further (or continue to spread or materially impact the day-to-day lives of persons around the globe), our firm could be adversely affected by more stringent travel restrictions, additional limitations on operations, or business and/or governmental actions limiting the movement of people between regions and other activities or operations.

Reliance on Advisor. The performance of client portfolio holdings depends on the skill and expertise of our professional staff to make appropriate investment decisions. The success of client portfolios depends on our firm's ability to develop and implement investment strategies and apply investment techniques and risk analyses to achieve a client's investment objectives. Our firm's subjective decisions may cause portfolios to incur losses or miss profit opportunities that may otherwise have been capitalized. For example, our portfolio strategies may include custom investment attributes that may impact the implementation of certain strategies. Additionally, as financial markets evolve, we may invest in other securities when consistent with the specific portfolio strategy.

Business Continuity Risks. In the event of a significant business disruption, unforeseeable event, or natural disaster that causes a total or partial outage affecting our offices or a technical problem affecting applications or networks, our advisory activities may be adversely impacted. Service providers may also fail to perform, and our ability to conduct business may be curtailed by any disruption in the infrastructure that supports our operations.

In our best efforts to prepare for unforeseeable significant business disruptions, we have adopted a business continuity plan to implement recovery strategies designed to maintain critical functions and limit the impact of any business interruption or disaster on client activities or business transactions.

Cybersecurity Risks. Our advisory services depend on various computer and telecommunication technologies, many of which are provided by or are dependent on third-party service providers. Systems or component failures could severely compromise our ability to operate successfully. Such possible failures include but are not limited to, delays in data transmission, telecommunication failure, power loss, a software-related system crash, unauthorized system access or use (such as “hacking”), computer viruses, worms, and similar programs, fire or water damage, human errors in using or accessing relevant systems, or various other events or circumstances. These events may impact trading processes for investment portfolios. Providing comprehensive and foolproof protection against all such events is impossible. We cannot provide any assurance about the ability of applicable service providers to continue providing services.

Any event that interrupts our computers, telecommunication systems, or operations could compromise our services for an extended period and cause client advisory accounts to experience losses, including preventing trading, modifying, liquidating, and/or monitoring the portfolios.

Cyber incidents can generally result from deliberate attacks or unintentional events and are not limited to gaining unauthorized access to digital systems, misappropriating assets or sensitive information, corrupting data, or causing operational disruption, including denial-of-service attacks on websites. Cybersecurity failures or breaches that affect our advisory services or service providers can cause disruptions to our operations, potentially causing clients to experience financial losses, the inability to access advisory accounts, and other damages.

ITEM 9 – DISCIPLINARY INFORMATION

Neither our firm nor management personnel has been involved in any industry-related legal or disciplinary events.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Financial Industry Activities

We are not a registered broker-dealer, and we do not have an application pending for registration as a broker-dealer. Additionally, neither our management personnel nor investment advisor representative is registered as or has an application pending to register as a registered representative of a broker-dealer.

Financial Industry Affiliations

Neither our management personnel nor investment adviser representative is registered as a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor, nor has an application pending to register as the foregoing or an associated person thereof.

Other Affiliations

Our firm does not have an affiliated entity. Therefore, we do not recommend that clients buy or sell securities in which an affiliate or subsidiary entity has a material financial or ownership interest. Moreover, we do not have arrangements with a related person that is a broker-dealer, municipal securities dealer, government securities dealer or broker, investment company, or other pooled investment vehicle (including mutual fund, closed-end investment company, unit investment trust, private investment company, or "hedge fund," and offshore fund), other investment advisor or financial planner, futures commission merchant, commodity pool operator, or commodity trading advisor, banking or thrift institution, accountant or accounting firm, lawyer or law firm, pension consultant, real estate broker or dealer, sponsor or syndicator of limited partnerships not already disclosed herein.

ITEM 11 – CODE OF ETHICS

Occam Capital® has adopted a Code of Ethics that guides all employees regarding our high standard of business conduct and the fiduciary duty owed to clients. The Code of Ethics includes provisions underlining the confidentiality of client information, a prohibition against insider trading, 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 employees at Occam Capital® must acknowledge the terms of the Code of Ethics annually or as amended.

We anticipate that, under the appropriate circumstances and to the extent consistent with clients' investment objectives, we will cause accounts over which we have management authority to effect and will recommend to clients or prospective clients the purchase or sale of securities in which we, employees, and/or other clients hold a position of interest. Our supervised persons are required to follow our Code of Ethics. Subject to satisfying this policy and applicable laws, the firm's officers, directors, and employees may trade for their own accounts in securities that are recommended to and/or purchased for clients.

Our Code of Ethics is designed to assure that the personal securities transactions, activities, and interests of the employees of Occam Capital® will not interfere with (i) making decisions in the best interest of clients and (ii) implementing such decisions while at the same time, allowing employees to invest for their own accounts.

Our firm and employees will, at times, purchase or sell securities that it also recommends to clients. As set forth in our Code of Ethics, employees are prohibited from placing transactions that put their interests ahead of clients. Client transactions will be executed prior to those of our firm or employees. Occasionally, employees take positions opposite those of a client because the client's objectives differ from those of the employee. The managing director reviews employee account transactions no less than quarterly.

We will provide a copy of our Code of Ethics to any client or prospective client upon request.

ITEM 12 – BROKERAGE PRACTICES

We select and recommend account custodians based on their ability to execute transactions timely, costs for transactions, clearance and settlement capability, financial stability, and research services provided.

How We Select Account Custodians

We recommend account custodians who will hold client assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including those set forth below. At this time, we have concluded that Charles Schwab & Co., Inc. ("Schwab") meets the recommendation criteria that we have established. Our firm is independently owned and operated and not affiliated with Schwab. We re-evaluate the capabilities of account custodians that we recommend (as compared to the capabilities of other service providers) on a periodic basis.

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payments, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices)
- Reputation, financial strength, and stability
- Prior service to our other clients and us
- Availability of other products and services that benefit us, as discussed below (see “Products and Services Available to Us From Schwab”).

The Account Custodians That We Recommend

As a matter of policy, we require that client assets are held in an account at a “qualified account custodian,” generally a broker-dealer or bank. We recommend Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer and member of FINRA and SIPC, as the qualified account custodian for custody and safekeeping of client assets and securities transaction execution purposes.

Schwab holds client assets in an advisory account. While we recommend that clients use Schwab as account custodian, clients decide whether to do so and open account(s) with Schwab by entering into an account agreement directly with them. We do not open the account, although we assist clients in doing so. Even though we recommend Schwab as an account custodian, we can still use other account custodians or broker-dealers to execute trades for client accounts, as described below. See “Brokerage and Custody Costs”.

Brokerage and Custody Costs

For client accounts maintained at Schwab, Schwab generally does not charge the client separately for custody services but is compensated by charging the transaction costs or other fees on trades that it executes or that settle into a client's account(s). Currently, certain trades (for example, many mutual funds, ETFs, and common stocks) do not incur Schwab transaction fees. Schwab is also compensated by earning interest on the uninvested cash in a client's account(s) in Schwab's Cash Features Program. Schwab's transaction costs applicable to our client accounts were negotiated based on the condition that we maintain advisory assets of at least $10 million in accounts at Schwab. This commitment benefits our clients because the overall transaction costs that clients pay are lower than they would be otherwise. In addition to transaction costs, Schwab charges a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we execute by a different broker-dealer. Although these transactions are executed by a different broker-dealer, the securities are deposited (settled) into the Schwab account. Clients pay "trade away" fees in addition to the transaction costs. To minimize trading costs, we believe that it is prudent to have Schwab execute most trades for client accounts. We have determined that having Schwab execute most trades is consistent with our duty to seek "best execution". Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above. See "How We Select Brokers/Custodians."

Products and Services Available to Us from Schwab

Schwab Advisor Services™, referred to herein as "Schwab," is Schwab's business unit that serves independent investment advisory firms like Occam Capital®. Schwab provides clients access to its institutional brokerage— trading, custody, reporting, and related services. Many of these services are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage our business. Schwab's support services are generally available on an unsolicited basis (we do not have to request them) and at no charge to us. A more detailed description of Schwab's support services is set forth below.

Services Provided to Us That Benefit Clients

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

Services Provided to Us That May Not Directly Benefit Clients

Schwab also makes available to us other products and services that benefit us but may not directly benefit clients or their accounts. These products and services assist us in managing and administering our clients' accounts. They include investment research, both proprietary research and third-party research. We may use this research to service all or a substantial number of our client's accounts, including accounts not maintained at Schwab, or we may not use it at all. In addition to investment research, Schwab also makes available software and other technology that:

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

Services Provided to Us That Generally Benefit Only Us

Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession.

Our Interest in Recommending That Clients Use Schwab's Custody and Brokerage Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. Our continued receipt of these services is not contingent upon us committing any specific amount of business to Schwab in trading commissions.

While it appears that there is a conflict of interest, we believe our recommendation of Schwab as custodian and broker is in the best interests of our clients. Our recommendation is motivated primarily by the scope, quality, and price of Schwab's services rather than by our receipt of services that benefit only the firm.

Directed Brokerage

Under circumstances where a client directs Occam Capital® to use a specific broker for execution purposes, our ability to obtain the best execution and negotiate commissions will be materially adversely affected. In such circumstances, we request a discount on brokerage commissions or transaction charges. However, we cannot guarantee that brokerage commissions or transaction charges will be discounted. Moreover, a directed brokerage arrangement results in an inherent limitation upon the securities available for purchase in a client account. For example, a broker to whom trades are directed due to a client's directive may have a limited bond inventory or difficulty obtaining allocations of new security offerings. In such instances, we will be unable to purchase desired securities for a client account.

A directed brokerage arrangement could also limit the ability of the client to participate in and benefit from the economies associated with block trades. Moreover, clients who direct Occam Capital® to use a specific broker for execution purposes must recognize that such directives present conflicts of interest with other clients of the firm. If the directive results in an inability to include the directing client's transaction in a block trade, Occam Capital® will execute the directing client's transaction last. Clients who wish to enter into directed brokerage arrangements should be aware of the potential for adverse execution quality and should be aware that Occam Capital® customarily utilizes a lower-cost trading platform.

Under circumstances where a client has been referred to Occam Capital® by a broker, and the client directs Occam Capital® to affect all trades through that broker, Occam Capital® has a conflict of interest between its duty to the client to obtain the most favorable commission rates and its desire for future referrals from that broker. We will address that potential conflict by disclosing to the referred client: (1) that the firm has an economic incentive to effect trades through the referring broker; and (2) that a more cost-effective trading platform is available to the client. As a matter of policy, Occam Capital® does not direct brokerage to registered representatives of broker-dealers in return for client referrals.

Trade Order Aggregation and Allocation

In the ordinary course of business, we will likely aggregate orders for all advisory accounts, including firm accounts and employees' personal accounts, to execute transactions more timely, equitably, cost-effectively, and efficiently. Trade aggregation is the adding together or "bunching" of orders to purchase or sell the same security as one large trade order. We typically do not block trades for new accounts since the advisory engagement of new clients and subsequent determinations regarding investment asset allocations occur on different dates.

When we block or aggregate trades, purchase and sell orders are averaged as to price and allocated proportionally among accounts. This practice is reasonably likely to result in an administrative convenience for our firm and an overall economic benefit to clients. Clients benefit relatively from averaged purchase or sell execution prices, lower transaction expenses, beneficial timing of transactions, or a combination of these and other factors. Our firm does not receive any additional compensation or remuneration as a result of order aggregation. This process also allows our firm to exercise more control over the execution by potentially avoiding any adverse effect on the price of a security that could result from simultaneously placing many separate, successive, and/or competing client trades. Block or aggregate trades do not ordinarily result in reduced advisory fees, lower transaction costs (if applicable), or the elimination of other expenses that clients incur as a result of trading for advisory accounts.

If we decide that order aggregation is in the best interest of clients, before aggregating trades, we will prepare a written allocation statement specifying each advisory account that will participate in the aggregated order and the anticipated allocation among the accounts if the order is filled in its entirety. If the order is partially filled, allocations will be made according to our judgment of the best interest of each client, and we will document such allocation decisions. For example, if an order is filled partially, client orders will be allocated before any firm or personal account allocations. Each account participating in a block trade will pay or receive the average price for all shares included in the transactions for such securities on that day, including applicable transaction costs.

Any change to an allocation must treat each client fairly and equitably and must be explained in writing and approved by our Chief Compliance Officer promptly (generally no later than one hour) after the opening of the markets on the trading day following the day the order was executed.

Accordingly, our policies and procedures mandate allocating the aggregated orders to the appropriate accounts expeditiously and equitably. The Chief Compliance Officer will review transactions periodically to detect and prevent excessive costs or partialities related to non-compliance with order aggregation procedures.

ITEM 13 – REVIEW OF ACCOUNTS

Investment Management Services Reviews

We review and manage investments on a real-time basis. The managing director is responsible for routine reviews of each account. Reviews are frequent, generally on a daily basis, and in no particular sequence. If reallocation of investments is necessary, we will adjust investment holdings. In addition to routine reviews, individual circumstances such as changes in a client's financial situation, changes in client objectives and/or risk tolerance, or market fluctuations may trigger a review.

Account reviews with clients are conducted quarterly, semi-annually, annually, or at any regular agreed-upon interval. We encourage clients to meet with the managing director at least once a year for an "in-person" review.

Investment Consulting Reviews

There are no ongoing reviews for investment consulting services. Upon completion of the agreed-upon services, the advisory engagement is complete. Clients must enter into a new agreement for additional services.

Client Reports

We issue firm-prepared portfolio reports to clients regarding account information at least quarterly. Client performance reports include a portfolio appraisal and time-weighted total-return percentages for one-year periods and from the inception of the account. All performance data will be compared to the Standard and Poor's 500 (S&P 500) with appropriate disclosures about index comparisons. Each presentation of performance in client performance reports will present "net" performance.

Please review Occam Capital's portfolio statements carefully, comparing the asset values in our reports to the asset values in the account custodian's statements. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. Occam Capital® follows the industry standard practice of including fixed income accrued interest and equity dividend accruals in total market value, while some custodians do not. Clients are encouraged to contact us any time they have questions or concerns.

In addition to our portfolio reports, clients receive transaction confirmations from the account custodian shortly after trading activity (buys or sells). The account custodian also sends monthly statements for each month that there is trading activity. If there is no trading activity during any month, clients will receive quarterly account statements detailing account activity.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Economic Benefits for Advisory Services

Other than ancillary soft dollar benefits disclosed in the Brokerage Practices section (Item 12) above, we do not have arrangements to receive economic benefits from any third party to provide advisory services to our clients. Occam Capital® receives an economic benefit from Schwab in the form of the support products and services it makes available to our firm and other independent investment advisers whose clients maintain accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described in Item 12, Brokerage Practices. The availability of Schwab's products and services is not based on our firm giving particular investment advice, such as buying particular securities for our clients.

Client Referrals

Our firm does not currently accept referral fees or other forms of remuneration for client referrals. Moreover, we do not compensate any individual, company, or organization for referrals.

ITEM 15 – CUSTODY

Custodian of Assets

We do not hold physical custody of client funds or securities. We require that qualified account custodians hold clients' investment assets. For more information regarding the qualified account custodian that provides custody and safekeeping services for our client's accounts, please review Item 12, Brokerage Practices. Occam Capital® has indirect custody of client funds and securities because of our authorization and ability to deduct advisory fees directly from our clients' account(s). Nonetheless, we have implemented the safeguard requirements by ensuring the safekeeping of clients' funds and securities by a qualified account custodian.

We also have indirect custody due to utilizing asset movement authorizations to process client requests for account disbursements (e.g., checks, journals, wire requests, etc.).

Nonetheless, in all instances of indirect custody, we have implemented the safeguard requirements by ensuring the safekeeping of clients' funds and securities by a qualified account custodian and implementing the account custodian's internal controls.

Account Statements

The account custodian sends monthly or quarterly electronic notifications regarding the availability of account statements. If requested, clients receive account statements by mail. Clients are advised to review account statements carefully, comparing asset values, holdings, allocations, performance, and advisory fees on current statements to the information provided in previously received trade confirmations, account statements, and portfolio reports provided by our firm.

ITEM 16 – INVESTMENT DISCRETION

It is customary for our firm to exercise discretionary trading authority to manage and direct clients' investment assets (i.e., accounts, funds, and securities). This authority is granted upon a client's execution of our investment advisory agreement.

Discretionary authority is used to make and implement investment decisions regarding a client's investment assets (i.e., accounts, funds, or securities) without prior consultation with the client. Such investment decisions include determining the types and dollar amounts or percentages of securities to buy or sell and reinvesting investment assets. All investment decisions implemented under discretionary authority are made in accordance with the documented investment objectives for the particular client account. At any time during our advisory engagement, clients may advise us of any limitations on our discretionary authority in writing. Investment guidelines and restrictions are agreed upon and documented in each client's investment policy statement. Please refer to Item 4, Advisory Business, for details.

When selecting securities and determining amounts, Occam Capital® observes the investment policies, limitations, and restrictions of clients. Clients typically impose restrictions on the type of security rather than the amount of a security that can be purchased for the account. Nonetheless, Occam Capital® will evaluate and discuss all requests.

ITEM 17 – VOTING CLIENT SECURITIES

Clients may obtain a copy of Occam Capital's complete proxy voting policies and procedures upon request. Clients can obtain information from us about how we voted proxies on behalf of the account(s) under our management.

Occam Capital® views its responsibility to exercise voting authority over securities that form part of our client's portfolios seriously. Proxy statements increasingly contain material issues involving shareholder rights and corporate governance, among others, which deserve careful review and consideration. Rule 206(4)-6 under the Investment Advisers Act of 1940, as amended, imposes a number of requirements on investment advisers that have voting authority with respect to securities held in their clients' accounts. The SEC states that the duty of care requires an adviser with voting authority to monitor corporate actions and to vote proxies. To satisfy its duty of loyalty, Occam Capital® must cast the proxy votes in a manner consistent with the best interests of our clients and must never put our own interests above those of our clients.

These written policies and procedures are designed to reasonably ensure that Occam Capital® votes proxies in the best interest of clients for whom it has voting authority and describes how we address material conflicts between Occam Capital's interests and those of its clients with respect to proxy voting.

The managing director is responsible for deciding what is in the best interest of each particular client when determining how proxies are voted. Occam Capital® defines the best interest of the client to mean the best long-term economic interest of the shareholders of the company. Because circumstances differ between clients, some clients contractually reserve the right to vote their own proxies or contractually direct us to vote their proxies in a certain manner.

The managing director is responsible for monitoring corporate actions. The Operations Department is responsible for ensuring that notifications from the custodians and/or information from other electronic surveillance systems are recorded in the portfolio management/accounting system.

A. Proxy Voting Process

Account custodians have incorporated specific sections of their agreements for client authorization regarding responsibility for proxy voting. In the few cases where new account applications do not include such authorization, if the client directs Occam Capital® to vote proxies with respect to portfolio securities, a letter will be sent informing the custodian that Occam Capital® will be responsible for voting proxies on behalf of the client.

The Chief Compliance Officer ("CCO") at Occam Capital® is responsible for the following:

(1) Maintaining the proxy policies and procedures;

(2) Obtaining the appropriate guidance from the Managing Director on how to vote; and

(3) Determining when a potential conflict of interest exists (see below section).

The operations department is responsible for the following:

(1) Determining which accounts Occam Capital® has proxy voting responsibilities for;

(2) Maintaining documents created that were material to the voting decision;

(3) Maintaining records of all communications received from clients requesting information on how their proxies were voted and Occam's responses;

(4) Notifying clients how they can obtain voting records and policies and procedures; and

(5) When effective, for implementing appropriate proxy voting disclosures.

B. Resolving Potential Conflicts of Interest

The CCO is responsible for identifying potential conflicts of interest in regard to the proxy voting process. In instances where a potential conflict of interest exists, the CCO will obtain client consent before voting. The CCO will provide the client with sufficient information regarding the shareholder vote and Occam Capital's potential conflict so that the client can make an informed decision on whether or not to consent.

C. Class Action Policy

From time to time, Occam Capital® clients are entitled to participate in legal proceedings such as class actions against issuers of securities held in client accounts. As a matter of policy, Occam Capital® does not assume any responsibility to advise or to otherwise act on behalf of its clients in such legal proceedings. The decision to participate in a class action lawsuit and the responsibility to complete documentation relating to such matters rests with the client, who may or may not elect to engage professional assistance.

ITEM 18 – FINANCIAL INFORMATION

We do not require or solicit prepayment of more than $1,200 in advisory fees per client six (6) months or more in advance. Moreover, our firm does not meet any custody requirement that would require us to submit our balance sheet.

We use discretionary trading authority to supervise and direct the investments of clients' accounts. Additionally, we have indirect custody of client funds and securities because of our authorization and ability to deduct advisory fees directly from clients' accounts. More importantly, we do not have any financial condition that will impair our ability to meet contractual commitments to clients. Occam Capital® has not been the subject of a bankruptcy proceeding at any time during the past ten (10) years.

ADDITIONAL DISCLOSURES

This section covers other information related to our advisory business but not specifically mentioned previously.

Important Information Regarding Retirement Accounts

ERISA Fiduciary Advisor

As a result of providing fiduciary investment advice to plan sponsors, plan participants, and Individual Retirement Account (IRA) owners, our firm is a Fiduciary Advisor under Title I of the Employee Retirement Income Security Act of 1974, as amended (ERISA), and as applicable, the Internal Revenue Code of 1986, as amended (the Code). Please review the Types of Advisory Services section for details regarding our services. We will provide additional disclosures at the time of providing advice or making recommendations regarding any retirement savings account.

Retirement Account Rollover Options

Clients have options regarding retirement account rollovers. Existing clients or new clients leaving an employer typically have four (4) options regarding assets in an existing retirement plan. They may:

(1) roll over the assets to the new employer's plan, if available, and rollovers are permitted;
(2) leave the assets in the former employer's plan, if permitted;
(3) roll over the assets to an IRA account; or
(4) convert the entire account to cash and take a total distribution--cognizant of the tax consequences.

If Occam Capital® recommends a client roll over their retirement plan assets into an account that Occam Capital® will manage, this recommendation creates a conflict of interest because Occam Capital® will earn advisory fees as a result of the rollover. As a Fiduciary Advisor, Occam Capital® mitigates this conflict of interest by disclosing it and ensuring that a recommendation to roll over retirement savings is in a client's best interest.

No client is under any obligation to roll over retirement savings to an account managed by our firm.

CFP Board Disclosures

Priscilla Baker Jones is a Certified Financial Planner™ professional. Please contact Priscilla Baker Jones to request her Brochure Supplement for further details on the CFP® professional designation. Occam Capital® adheres to the CFP Board's Standards of Professional Conduct.

Occam Capital®/Priscilla Baker Jones acknowledges their responsibility to adhere to the standards established by the CFP Board's Standards of Professional Conduct, including the duty of care of a fiduciary, as defined by the CFP Board.