

**Form ADV Part 2A Disclosure Brochure
Item 1 Cover Page**

Future Capital Management Incorporated
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Last Annual Update: March 31, 2025
February 6, 2026

This Brochure provides information about the qualifications and business practices of Future Capital Management Incorporated. If you have any questions about the contents of this Brochure, please contact us at (720) 927-3100. 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. Registration as a registered investment advisor does not imply a certain level of skill or training.

Additional information about Future Capital Management Incorporated also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Material Changes

July 15, 2025: Item 14 Client Referrals and Other Compensation was modified to disclose the firm may compensate third-parties for client referrals.

February 6, 2026: Item 4 Advisory Business was modified to disclose the firm's internal Investment Committee and Proprietary Investment Model Portfolios. Item 5 Fees and Compensation was modified to clarify that annual management fees are calculated based on the value of portfolio assets managed by the Advisor as of the last day of the preceding month.

The material changes discussed above are only those changes that have been made to this Brochure since the firm's last annual update of the Brochure. The date of the last annual update of the Brochure was March 31, 2025.

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Item 4 Advisory Business

Future Capital Management Incorporated is an investment advisor firm registered with the Colorado Division of Securities, since February 2023.

The principal owner of Future Capital Management Incorporated is Craig Brooks, RICP®, AIF, Principal and Chief Compliance Officer.

Future Capital Management Incorporated also operates under the following “doing business as” or “dba” names: Future Capital Management; Future Capital; FCM; TJW Wealth; TJW; Focus Wealth Management; and Focus My Wealth.

Investment Management Services

Future Capital Management Incorporated’s (“Future Capital” or “Advisor”) principal service is providing fee-based investment management services through a wrap fee program. The Advisor practices custom management of portfolios, on a discretionary basis, according to the client’s objectives. The Advisor’s primary approach is to use a tactical allocation strategy aimed at reducing risk and increasing performance (see Item 8 Methods of Analysis, Investment Strategies and Risk of Loss for a discussion on tactical asset allocation). The Advisor may use any of the following: exchange listed securities, over-the-counter securities, corporate debt securities, variable life insurance, variable annuities, municipal securities, mutual funds, United States government securities, options in securities, Delaware Statutory Trusts (DSTs), and interests in partnerships investing in real estate and oil and gas interests to accomplish this objective. The Advisor measures and selects mutual funds by using various criteria, such as the fund manager’s tenure, and/or overall career performance. The Advisor may recommend, on occasion, redistributing investment allocations to diversify the portfolio in an effort to reduce risk and increase performance. The Advisor may recommend specific stocks to increase sector weighting and/or dividend potential. The Advisor may recommend employing cash positions as a possible hedge against market movement which may adversely affect the portfolio. The Advisor may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position(s) in the portfolio, change in risk tolerance of client, or any risk deemed unacceptable for the client’s risk tolerance.

Proprietary Investment Model Portfolios

In addition to investment management services, Future Capital may offer Proprietary Investment Model Portfolios to some of its clients. The Advisor provides proprietary investment model portfolios, on a discretionary basis, according to the client’s objectives. An internal Investment Committee establishes, maintains and enforces the Proprietary Investment Model Portfolios through quantitative and qualitative analysis.

Financial Planning and Consultation Services

In addition to proprietary investment model portfolios, Future Capital may provide Financial Planning Services or Financial Consultation Services to some of its clients. The Advisor’s Financial Planning or Consultation Services may include recommendations for portfolio customization based on the client’s investment objectives, goals and financial situation,

recommendations relating to investment strategies as well as tailored investment advice. Financial Planning or Consultation Services may also include non-investment advice such as developing strategies to achieve retirement or other financial goals, tax optimization strategies, cash flow and budgeting analysis and recommendations, financing and financial education, estate planning, and asset protection strategies. Upon conclusion of the services, clients will receive a written plan, report, or other deliverable. The Advisor offers the following service options:

- Comprehensive Financial Planning
- Tailored Investment Advice
- Portfolio Customization
- Retirement
- Tax Optimization
- Other Financial Goals
- Other
- Financial Education
- Investment Strategies
- Estate Planning
- Asset Protection
- Financing
- Cash Flow and Budgeting

Qualified Retirement Plan Consulting Services

Future Capital will evaluate the Plan and its operation including, at a minimum, its: Trustee, custodial and recordkeeping arrangement; design; fiduciary compliance program; costs and fees associated with investments and service providers; required and elective contributions; employee communication and education program; and investment selection and monitoring process, including the investment policy statement, hereinafter referred to as the “IPS.” With regard to the IPS, the Advisor will assist the Plan Sponsor in adopting a suitable IPS, amending it from time to time, and will provide information and recommendations, consistent with the IPS, to aid the Plan Sponsor in selecting and monitoring investments offered to Participants in the Plan. Information and recommendations will be based on data as of the end of each calendar quarter. Within a reasonable period of time following each calendar quarter, the Advisor will provide the Plan Sponsor with a written report detailing, at a minimum, all costs and fees associated with investments and operation of the Plan, and information and recommendations, consistent with the IPS, for the Plan Sponsor's selection, deletion and replacement of investments offered to Participants in the Plan.

The Advisor's roles and actions in fulfilling all responsibilities pertaining to this Agreement shall not include those of the Plan's Trustee, and will be performed solely at the direction of the Plan Sponsor, its authorized officers, employees and/or agents. At no time will the Advisor accept, maintain possession of, or have custodial responsibility for the Plan's assets. The Advisor will not conduct or effect the purchase or sale of any assets of the Plan on behalf of the Plan Sponsor or Plan Participants. The Advisor will not advise, in any manner, any Participant, person or entity related to the Plan other than the Plan Sponsor. Communicational and educational activities in which the Advisor engages related to Participants in the Plan shall be solely at the direction of the Plan Sponsor, and shall not be represented by the Advisor or Plan Sponsor as investment, tax or legal advice. The Advisor is not licensed to provide, shall not provide, nor be construed to provide, the services of an attorney or accountant.

Selection of Other Advisors

Future Capital may periodically recommend and refer clients to unaffiliated money managers or investment advisors for management of certain accounts (i.e., Outsourced Chief Investment

Officer services). Through this arrangement, the client will enter into a non-wrap investment advisory agreement with Future Capital and a separate investment advisory agreement with the third-party money manager. The third-party manager will be authorized to assist and advise the client in establishing investment objectives and develop an investment strategy to meet those objectives by identifying appropriate investments and monitoring such investments. In consideration for such, the third-party money manager will charge a program fee that includes the investment advisory fee of the third-party manager and Future Capital's investment advisory fee (described below in Item 5) and will deduct the overall fee from the client account monthly, in advance. Future Capital will assist in the development of the initial policy recommendations and managing the ongoing client relationship.

Various factors may contribute to Future Capital's recommendation that a third-party manage all or a part of the client's investment portfolio. The Advisor does not have a specific threshold or other factor in mind that determines what percentage of clients' accounts are managed by third-parties. Rather, all clients are analyzed on an individual basis and investment recommendations, including the recommendation to place some or all of the account under management with a third-party, are based on suitability of the client's unique profile, needs, and investment objectives. For example, some clients may request more speculative and aggressive investments that offer higher upside, but inherently carry increased risks. Future Capital's investment advisor representatives may seek other money managers or investment advisors who specialize in such products and who can dedicate their time and resources to ensuring suitable investment decisions are made. Other clients may have limited funds available to invest and Future Capital may recommend placing some or all of those funds in an account managed by a robo-advisor, which tend to have low management fees ranging.

Future Capital will ensure that all third-party money managers recommended to clients will be either an investment advisor registered with the Colorado Division of Securities or other appropriate state securities regulators, the Securities Exchange Commission, or exempt from such registrations. The client, prior to entering into an agreement with a third-party money manager recommended by Future Capital, will be provided with that manager's Disclosure Brochure. In addition, Future Capital and the client will agree in writing that the client's account will be managed by that selected third-party money manager on a discretionary basis.

Future Capital will tailor its advisory services to its client's individual needs based on meetings and conversations with the client. If clients wish to impose certain restrictions on investing in certain securities or types of securities, the Advisor will address those restrictions with the client to have a clear understanding of the client's requirements.

As described in Item 5 below, Future Capital's Investment Management Services clients will be charged a "wrap fee," which is a management fee that is inclusive of both the compensation to Future Capital for advisory services as well as the securities execution fees charged by the executing broker-dealer (except for short-term trading or redemption fees). Clients will be provided with a copy of the Future Capital Management Incorporated Wrap Fee Program Brochure.

A wrap fee program is defined as one where a fee is charged to the account that is not based directly on transactions in the account, and includes both the investment advisory services and the costs of executing the transactions in the account. Future Capital provides its services to all clients in the same way, regardless of whether their portfolio is more or less actively traded. Since Future Capital does not include access to third-party asset managers in the wrap fee arrangement, Future Capital retains the entire fee charged to the client. Management fees for the wrap fee pricing option are typically slightly higher than management fees where the client pays securities transaction costs separately to compensate for the estimated costs of trading in the account. However, the fee will never exceed the maximum fee described in Item 5, and all Future Capital management fees are negotiable and agreed with the client prior to establishing the account.

As of December 31, 2025, Future Capital had \$72,560,914 in discretionary, and \$5,691,282 in non-discretionary, client assets under management.

Item 5 Fees and Compensation

Investment Management and Proprietary Investment Model Portfolio Fees

Pursuant to an investment management contract signed by each client, the client will pay Future Capital an annual management fee, payable monthly in advance, based on the value of portfolio assets of the account managed by the Advisor as of the close of business on the last business day of the preceding month. The management fees in the first month of the Agreement shall be prorated from the inception date to the end of the month. Thereafter, the management fees of the Agreement shall be prorated based on the preceding month's cash flows.

Assets Under Management:	Annual Fee:	Monthly Fee:
Up to \$250,000	2.00 %	0.166%
\$250,001 – \$500,000	1.75 %	0.146%
\$500,001 – \$750,000	1.50 %	0.125%
\$750,001 – \$1,000,000	1.25 %	0.104%
\$1,000,001 – \$2,000,000	1.00 %	0.083%
\$2,000,001 - \$3,000,000	0.85 %	0.071%
\$3,000,001 - \$5,000,000	0.70 %	0.058%
Over \$5 million	0.55 %	0.046%

Fees will be calculated on a breakpoint schedule. For example, a \$600,000 account fee would be calculated monthly as follows: $(\$600,000 \times 1.50\%) / 12 = \750 monthly (or \$9,000 annually). These fees are negotiable. Investment management fees will be directly deducted from the client account on a monthly basis by the qualified custodian. The client will give written authorization permitting the Advisor to be paid directly from their account held by the custodian. The custodian will send a statement at least quarterly to the client and the Advisor will also send an invoice to the client outlining the fee calculation and time period covered, and the amount withdrawn from the client account each time the fee deduction invoice is sent to the qualified custodian. Please refer to Item 15 Custody, below, for additional details.

Financial Planning Services Fixed Fees

Future Capital will charge a fixed fee for Financial Planning Services of up to \$4,000 per plan and are negotiable. Fixed fee-based clients are billed one-half of the fee at the time of signing the agreement with the Advisor and the other one-half upon delivery of the financial plan to the client. Full payment of the Advisor's fee is due upon delivery of the written financial plan or report. If the client terminates the Agreement with the Advisor prior to the Advisor's completion of the financial plan, any fees due the Advisor will be invoiced to the client and payable within five days of delivery of the invoice. Any work completed by the Advisor up to the date of termination will be delivered to the client and any unearned fees will be refunded to the client on a pro-rata basis within five days. The Advisor will complete the Financial Planning Services within six months of the date of signing the Agreement.

Financial Consultation Services Hourly Fee

Some clients will contract to have Financial Consultation Services provided based on an hourly fee rather than based on a fixed fee. The Advisor's hourly fee will be billed at a rate of \$300 per hour and is negotiable. Hourly fee-based clients are billed upon completion of services. Full payment of the Advisor's fee is due upon delivery of the written plan, report, or other deliverable. If the client terminates the Agreement with the Advisor prior to the Advisor's completion of the consultation services, any fees due the Advisor will be invoiced to the client and payable within five days of delivery of the invoice. Any work completed by the Advisor up to the date of termination will be delivered to the client and any unearned fees will be refunded to the client on a pro-rata basis within five days. The Advisor will complete the Financial Consultation Services within six months of the date of signing the Agreement.

For each of the Advisor's services described above, the Client may terminate these services within five business days of the effective date of an Agreement signed with the Advisor without any penalty.

Qualified Retirement Plan Consulting Services Fees

Pursuant to an agreement signed by the Plan Sponsor and Future Capital, the Plan Sponsor will pay Future Capital an annual consulting fee, payable monthly in advance, based on the value of assets in the Plan including the value of any outstanding loans from the Plan to Participants. The consulting fee in the first month of the Agreement shall be prorated from the inception date to the end of the month.

Value of Plan Assets:	Annual Fee:	Monthly Fee:
Up to \$1,000,000	1.25 %	0.146%
\$1,000,001 – \$1,500,000	1.00 %	0.083%
\$1,500,001 – \$2,000,000	0.75 %	0.0625%
\$2,000,001 – \$3,000,000	0.50 %	0.0417%
Over \$3 million	0.25 %	0.0208%

Fees will be calculated on a breakpoint schedule. For example, a \$2.8 million plan fee would be calculated monthly as follows: $(\$2.8 \text{ million} \times 0.50\%) / 12 = \$1,166.67$ monthly (or \$14,000 annually). The Advisor shall invoice the Plan Sponsor for the consulting fee. The Plan Sponsor may, at its election, submit invoices for this consulting fee to the custodian of the Plan's assets for

payment. The Plan Sponsor agrees to payment of these invoices, whether directly from the Plan Sponsor or from the Plan's custodian, promptly, and, under normal circumstances, by the end of the month in which the invoice is submitted.

Fees are negotiable and the Plan Sponsor and Advisor may agree to a minimum monthly fee and/or a maximum monthly fee. A minimum monthly fee may be required where the Plan assets are too low to meaningfully compensate the Advisor for the services it provides to the Plan Sponsor. For example, a Plan account with \$50,000 in assets under advisement would result in just \$625 per year in advisory fees paid to Future Capital ($(\$50,000 \times 1.25\%) / 12 \text{ months} = \52.08 per month (or \$625 per year)), which is roughly equivalent to slightly more than two hours of the Advisor's time at its \$300 per hour rate. Likewise, where the Plan account assets are quite large, Future Capital may agree to a maximum advisory fee. For example, a \$30 million Plan account would result in \$75,000 per year in advisory fees paid to Future Capital ($(\$30 \text{ million} \times 0.25\%) / 12 \text{ months} = \$6,250$ monthly (or \$75,000 per year). In this example, Future Capital might agree to cap annual fees at \$50,000.

The Plan Sponsor and the Advisor may agree, from time to time, that the Advisor be compensated for additional non-investment related duties outside the normal scope of this Agreement on an hourly basis of \$300 per hour. In such cases, the additional duties and hourly rate of compensation shall be agreed to by both parties, in advance, by execution of a codicil to the Agreement. Invoices and terms of payment, in such cases, will be as expressed in the previous paragraph herein. It is expected that such additional duties and compensation will solely relate to operational and compliance needs of the Plan and not relate to investment recommendations.

At no time will Future Capital accept or maintain custody of a client's funds or securities except for authorized fee deduction.

Except where the client enters into a non-wrap agreement for investment management services provided by unaffiliated money managers or investment advisors, Future Capital's investment management fee will include most costs charged by the executing broker-dealer and they will be paid by the Advisor. This method is typically characterized as a "wrap fee," where the management fee includes the investment advisory services as well as transaction costs and the client pays only that management fee and no other costs concerning the trading of the account. Generally, clients in wrap fee accounts, with the transaction and custody costs included, will pay a slightly higher management fee than in non-wrap accounts, where those costs are not included in the fee. However, clients in a non-wrap account will pay the management fee solely for advisory services and will also directly pay any transaction costs assessed by the executing broker-dealer, such as commissions and transaction fees. The specific arrangement for each client will be negotiated and defined in the investment advisory contract signed by each client, and no advisory fee will exceed the maximum management fee noted above. Please see Item 12 below for a discussion of Brokerage Practices.

Future Capital's wrap fee program includes investment advisory services and the brokerage services provided by Charles Schwab & Co., Inc. ("Schwab"), a broker-dealer registered with the U.S. Securities and Exchange Commission and a member of FINRA and SIPC. Future Capital is

independently owned and operated and not affiliated with Schwab. Schwab will act solely as a broker-dealer and not as an investment advisor to Future Capital's clients. In addition to compensating Future Capital for advisory services, the wrap fee clients pay allows Future Capital to pay for brokerage and execution services provided by Schwab. Future Capital does not charge clients a higher advisory fee based on account trading activity and may pay Schwab transaction costs for certain executed securities transactions in wrap fee accounts. As a result, we may have a financial incentive to limit orders for wrap fee accounts because some transactions will increase our transaction costs. Thus, an incentive exists to trade less frequently in a wrap fee program.

Future Capital believes all clients in its wrap fee program will benefit from having transaction related fees and costs paid by the firm based on the firm's tactical asset allocation strategy. Tactical investing requires making frequent and timely adjustments to the portfolio based on market conditions and opportunities, which may not always be accurate or profitable. Tactical investors may incur higher transaction costs and taxes due to more frequent trading. Where accounts are not actively traded, and thus do not incur frequent transaction related fees or costs, a wrap fee may not necessarily be suitable. This is because wrap fees charged by some investment advisors tend to be higher than the management fees they charge on non-wrap accounts. Future Capital does not charge a higher fee for its wrap-fee program clients and all client accounts will be managed with the same level of diligence and oversight. All clients will benefit from being in the firm's wrap fee program, even those whose accounts are managed on a long-term, conservative basis. This is because those long-term clients' accounts may be rebalanced at least annually, and rebalancing may involve transaction related fees and costs. These fees and costs will be borne by Future Capital and not by the client.

A wrap fee is not based directly on the number of transactions in the wrap account. Various factors influence the relative cost of Future Capital's wrap fee program to the client, including the costs of investment advice, custody and brokerage services if the client purchased them separately, the types of assets held in the account, and the frequency, type, and size of trades in the account. Future Capital's wrap fee program could cost the client more or less than purchasing the Firm's investment advice and custody/brokerage services separately. A wrap fee program may not be suitable for all accounts, including but not limited to accounts holding primarily, and for any substantial period of time, cash or cash equivalents, fixed income securities or no-transaction-fee mutual funds, or any other type of security that can be traded without commissions or other transaction fees. In order to evaluate whether a wrap fee arrangement is appropriate, clients should compare the agreed-upon wrap fee program with the amounts that would be charged by other advisors, broker-dealers, and custodians, for advisory fees, brokerage and execution costs, and custodial services comparable to those provided under the Firm's wrap fee program.

Future Capital's wrap fee does not cover all fees and costs. All fees paid to Future Capital for investment advisory services are separate and distinct from the internal expenses charged by mutual funds to their shareholders and the product sponsor in the case of variable insurance products. These fees and internal expenses are described in each fund's or variable product's prospectus. The fees not included in the wrap fee include charges imposed directly by a mutual fund, index fund, or ETF, which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses); mark-ups and mark-downs; spreads paid to market makers; fees (such as a commission or mark-up) for trades executed away from the account custodian at another

broker-dealer; wire transfer fees; and other fees and taxes on brokerage accounts and securities transactions.

Future Capital's fees are payable in advance. Upon termination, any fees paid in advance will be prorated based on the number of days in the billing period the Investment Management or Qualified Retirement Plan Consulting Services were provided, and in the case of Financial Planning Services any fees paid in advance will be prorated based on the percentage of work completed or number of hours consumed, and any prepaid and unearned fees will be refunded to client. All clients have the right to terminate the Advisor's agreement without penalty within five business days after entering into the contract.

Where acting in the capacity of an insurance agent, investment advisor representatives of Future Capital may as agent effect insurance transactions for typical and customary compensation. Investment advisor representatives will only recommend insurance products that are in the client's best interest. If clients decide to act on the investment advisor representative's insurance recommendations, the client may do so through the professional of their choosing. Clients always have the right to use investment advisor representatives of Future Capital to execute such transactions. This practice presents a conflict of interest by creating an incentive to recommend investment products based on the compensation received, rather than on a client's needs. Where a client chooses to purchase insurance products through Future Capital and its investment advisor representatives, there is no advisory fee associated with these insurance products, and clients will be made aware of all commissions associated with the products prior to the transactions.

A client may be able to invest in products recommended by the firm directly, without the services of Future Capital. In that case, the client would not receive the services provided by Future Capital, which are designed, among other things, to assist the client in determining which products or services are most appropriate to each client's financial condition and objectives.

Commissions do not represent a majority of revenue from advisory clients. Future Capital does not charge advisory fees in addition to commissions or markups.

Item 6 Performance-Based Fees and Side-by-Side Management

Future Capital does not charge performance-based fees and therefore does not engage in side-by-side management.

Item 7 Types of Clients

The Advisor will offer its services to individuals, pension and profit sharing plans, trusts, estates, or charitable organizations, corporations, and other business entities.

The Advisor does not have any minimum requirements for opening or maintaining an account.

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

Future Capital may utilize fundamental, technical, or cyclical analysis techniques in formulating investment advice or managing assets for clients.

Fundamental analysis of businesses involves analyzing its financial statements and health, its management and competitive advantages and its competitors and markets. Fundamental analysis is performed on historical and present data but with the goal of making financial forecasts. There are several possible objectives: to conduct a company stock valuation and predict its probable price evolution; to make a projection on its business performance; to evaluate its management and make internal business decisions; and to calculate its credit risk.

Technical analysis is a method of evaluating securities or investment instruments by relying on the assumption that market data, such as charts of price, volume and open interest can help predict future (usually short-term) market trends. Technical analysis assumes that market psychology influences trading in a way that enables predicting when a stock will rise or fall.

Cyclical analysis of economic cycles is used to determine how these cycles affect the returns of an investment, an asset class or an individual company's profits. Cyclical risks exist because the broad economy has been shown to move in cycles, from periods of peak performance followed by a downturn, then a trough of low activity. Between the peak and trough of a business or other economic cycle, investments may fall in value to reflect the uncertainty surrounding future returns as compared with the recent past.

The Advisor practices active management of portfolios, both custom to the client or through one of the Advisor's proprietary investment model portfolios. The Advisor's primary approach is to use a tactical allocation strategy aimed at reducing risk and increasing performance. Since the objective of an active management strategy relies on trading securities or investment instruments, rather than simply mimicking the returns of a particular market index, this strategy requires taking on greater market risk than is required for passive portfolio management. The investment strategies the Advisor will implement may include long term purchases of securities or investment instruments held at least for one year; margin transactions; and option writing, including covered options, uncovered options or spreading strategies.

The methods of analysis and investment strategies followed by the Advisor are utilized across all of the Advisor's clients, as applicable. One method of analysis or investment strategy is not more significant than the other as the Advisor is considering the client's portfolio, risk tolerance, time horizon and individual goals. However, the client should be aware that with any trading that occurs in the client account, the client will incur transaction and administrative costs.

Investing includes the risk that the value of an investment can be negatively affected by factors specifically related to the investment (e.g., capability of management, competition, new inventions by other companies, lawsuits against the company, labor issues, patent expiration, etc.), or to factors related to investing and the markets in general (e.g., the economy, wars, civil unrest or terrorism around the world, concern about oil prices or unemployment, etc.).

Risks of fundamental analysis may include risks that market actions, natural disasters, government actions, world political events or other events not directly related to the price or valuation of a specific company's fundamental analysis can adversely impact the stock price of a company causing a portfolio containing that security to lose value. Risks may also include that the historical data and projections on which the fundamental analysis is performed may not continue to be relevant to the operations of a company going forward, or that management changes or the business direction of management of the company may not permit the company to continue to produce metrics that are consistent with the prior company data utilized in the fundamental analysis, which may negatively affect the Advisor's estimate of the valuation of the company.

The primary risks in technical analysis are that the factors used to analyze the price, trends and volatility of a security or investment instrument may not be replicated, or the outcomes of such analysis will not be the same as in past periods where similar combinations existed. Because of the reliance on trends, technical analysis can signal buying at market peaks and selling at market troughs.

In cyclical analysis, economic or business cycles may not be predictable and may have many fluctuations between long-term expansions and contractions. Also, the lengths of the economic cycles may be difficult to predict with accuracy. Therefore, the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

Future Capital's primary approach is to use a tactical allocation strategy aimed at reducing risk and increasing performance. Tactical asset allocation is a strategy that seeks to take advantage of short-term market pricing anomalies or strong market sectors, allowing portfolio managers to create extra value. Tactical asset allocation is intended as a short-term deviation from the overall weighting of assets in the portfolio based on the client's unique personal and financial situation and needs, which is otherwise known as the strategic asset allocation. Strategic asset allocation is the long-term allocation and weightings of assets in a client's portfolio. Tactical asset allocation is the process of taking an active stance on the strategic asset allocation itself and adjusting long-term target weights for a short period to capitalize on market opportunities, or reduce risk during periods of market volatility. Tactical asset allocation is different from portfolio rebalancing, which is when positions are sold or bought to bring the portfolio back to its desired strategic asset allocation. The risks of a tactical asset allocation strategy include, but are not limited to:

- Active risk due to deviating from the strategic asset allocation. Active risk may result in higher volatility and lower returns than sticking with a strategic asset allocation. Tactical investing requires making frequent and timely adjustments to the portfolio based on market conditions and opportunities, which may not always be accurate or profitable.
- Importance of risk tolerance and time horizon in tactical investing decisions. Tactical investing is suitable for investors who can tolerate the additional risk and have a short to medium-term time horizon, as they can withstand higher volatility and take advantage of short-term market opportunities. Tactical investing may not be suitable for investors who have low risk tolerance and long-term investment horizons, as they may prefer a more stable and consistent portfolio performance.

- Higher transaction related fees and costs. Tactical investors may also incur higher transaction costs and taxes due to more frequent trading. Future Capital attempts to mitigate this risk by recommending that all portfolio management clients participate in its wrap fee program, where transaction related fees and costs are borne by Future Capital. The firm does not increase its investment advisory fees for clients participating in the wrap fee program.
- Poor diversification. Over-concentration of any single asset or sector may compound losses if the investor misreads fundamental or technical indicators. By diversifying the portfolio, the Advisor can reduce the impact of poor performance in any single asset class. For instance, if equities decline due to market volatility, fixed income securities may provide stability and income, thus enhancing overall portfolio stability.

Future Capital may periodically recommend and refer clients to unaffiliated money managers or investment advisors for any number of reasons. For example, Future Capital may refer a client to a third-party money manager where the client's investment objectives require the use of complex investment products the third-party manager specializes in. As another example, Future Capital may recommend and refer a client to a robo advisor where the client's investment portfolio is relatively small and can benefit from a lower investment advisory fee being charged. Investment advisors who recommend third-party advisors or outsource investment management services to sub-advisors face various risks, including operational, compliance, and reputational challenges. These risks stem from the complexity of managing relationships with external firms and ensuring those third-parties align with the advisor's and client's goals. Some specific risks of engaging a third-party to manage some or all of the client's portfolio may include, but are not limited to, the following:

- Performance Risk. If a sub-advisor's investment decisions are not aligned with the client's objectives, or if the sub-advisor's performance is poor, the client's portfolio performance could be negatively impacted. Sub-advisors may engage in risky or poor investment strategies that lead to financial losses for the client.
- Supervisory Challenges. Ensuring a third-party manager is aligned with the investment strategies and goals of the client, as well as compliance with regulatory and contractual requirements, can be challenging. Sub-advisors may have their own conflicts of interest (e.g., prioritizing their own interests over the client's) that need to be carefully managed by the investment advisor. Investment advisors may not have full access to the information and data that sub-advisors use to make investment decisions, leading to communication gaps and increased operational risks.
- Fiduciary Obligations. Investment advisors are obligated to ensure that third-party advisors are meeting their fiduciary obligations and adhering to the investment strategies outlined in the client's investment policy statement or investment profile.

Future Capital maintains an internal Investment Committee responsible for the development, maintenance, monitoring, and ongoing supervision of the firm's proprietary investment model portfolios. The Investment Committee is responsible for establishing the investment objectives, asset allocation structures, risk parameters, and overall construction of each model portfolio offered by the firm.

The Investment Committee meets on a regular basis to review market conditions, portfolio positioning, performance results, and risk exposures within each model portfolio. The Committee monitors each model portfolio to determine whether changes to asset allocation, sector weighting, security selection, or overall portfolio structure may be warranted based on market conditions, economic trends, and risk considerations.

The Investment Committee may recommend specific securities to be purchased, sold, or held within the model portfolios. In addition, the Committee may recommend adjustments to portfolio positioning, including changes to asset class exposure, sector allocations, and cash holdings. The Committee may also recommend structural changes to the model portfolios, including the addition of new portfolios, modification of existing portfolios, or elimination of portfolios from service or offering.

The Investment Committee maintains and provides the investment objectives, target allocations, and overall portfolio structure of the firm's model portfolios through written model portfolio brochures provided to clients. These brochures describe the intended purpose, general risk profile, and asset allocation framework of each model portfolio. Actual client portfolios may vary based on individual client circumstances, risk tolerance, investment objectives, and restrictions.

Future Capital's primary approach within its proprietary model portfolios is to utilize a tactical asset allocation strategy intended to reduce risk and enhance performance. Tactical asset allocation involves making short-term deviations from a portfolio's long-term strategic asset allocation in an effort to capitalize on perceived market opportunities or to reduce exposure during periods of market volatility. Tactical asset allocation is not guaranteed to be successful and may result in increased portfolio volatility or underperformance relative to a strategic asset allocation.

In implementing its tactical asset allocation strategy, the Advisor may utilize exchange-listed securities, over-the-counter securities, corporate debt securities, variable life insurance, variable annuities, municipal securities, mutual funds, United States government securities, options, Delaware Statutory Trusts ("DSTs"), and interests in partnerships investing in real estate and oil and gas interests. Mutual funds may be evaluated using criteria that include, but are not limited to, the fund manager's tenure and historical performance.

The Investment Committee may recommend reallocating portfolio holdings to diversify assets, adjust sector exposures, increase dividend potential, or maintain cash positions as a hedge against adverse market movements. The Committee may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, reducing exposure to a particular business, sector, or asset class, addressing overvaluation or overweighting of positions, changes in a client's risk tolerance, or mitigating risks deemed unacceptable relative to the client's objectives.

There is no assurance that the Investment Committee's recommendations, tactical allocation strategies, or model portfolios will be successful or achieve their stated objectives. Market conditions, economic trends, and unforeseen events may negatively affect portfolio performance and may result in losses.

Future Capital can mitigate, but not altogether eliminate, these and other risks by conducting thorough due diligence and monitoring on a continuous and ongoing basis the activities and performance of the third-party advisors.

Every type of investment involves risk. Risk refers to the possibility that you will lose money (both principal and any earning) or fail to make money on an investment. An investment issuer's objectives and underlying assets are influential factors in determining how risky an investment instrument is. Reading the prospectus or offering document will help you to understand the risk associated with that particular security or instrument. Generally speaking, risk and potential return are related. This is the risk/return trade-off. Higher risks are usually taken with the expectation of higher returns at the cost of increased volatility. While a security or instrument with a higher risk has the potential for higher return, it also has the greater potential for losses or negative returns. The school of thought when investing suggests that the longer your investment horizon is, the less affected you should be by short-term volatility. Therefore, the shorter your investment time horizon, the more concerned you should be with short-term volatility and higher risk.

Clients need to be aware that investing in securities or investment instruments involves risk of loss that clients need to be prepared to bear.

Every saving and investment product has different risks and returns. Differences include how readily investors can get their money when they need it, how fast their money will grow, and how safe their money will be. The primary risks faced by investors include:

Business Risk

With a stock, you are purchasing a piece of ownership in a company. With a bond, you are loaning money to a company. Returns from both of these investments require that the company stays in business. If a company goes bankrupt and its assets are liquidated, common stockholders are the last in line to share in the proceeds. If there are assets, the company's bondholders will be paid first, then holders of preferred stock. If you are a common stockholder, you get whatever is left, which may be nothing.

The business risk in purchasing an annuity is that the financial strength of the insurance company issuing the annuity may decline and not be able to pay out the annuity obligation.

Volatility Risk

Even when companies aren't in danger of failing, their stock price may fluctuate up or down. Large company stocks as a group, for example, have lost money on average about one out of every three years. A stock's price can be affected by factors inside the company, such as a faulty product, or by events the company has no control over, such as political or market events.

Inflation Risk

Inflation is a general upward movement of prices. Inflation reduces purchasing power, which is a risk for investors receiving a fixed rate of interest. The principal concern for individuals investing in cash equivalents is that inflation will erode returns.

Interest Rate Risk

Interest rate changes can affect a bond's value. If bonds are held to maturity the investor will receive the face value, plus interest. If sold before maturity, the bond may be worth more or less than the face value. Rising interest rates will make newly issued bonds more appealing to investors because the newer bonds will have a higher rate of interest than older ones. To sell an older bond with a lower interest rate, you might have to sell it at a discount.

Liquidity Risk

This refers to the risk that investors won't find a market for their securities, potentially preventing them from buying or selling when they want. This can be the case with the more complicated investment products. It may also be the case with products that charge a penalty for early withdrawal or liquidation such as a certificate of deposit (CD).

The Advisor primarily recommends that clients invest in: exchange listed securities, over-the-counter securities, mutual funds, warrants, corporate debt securities, CDs, variable life insurance, variable annuities, municipal securities, United States government securities, futures contracts on tangibles and intangibles, options in securities, and interests in partnerships investing in real estate and oil and gas interests. The material risks of these types of investment are described below.

Risks of Investing in Stocks:

All investments involve some degree of risk. In finance, risk refers to the degree of uncertainty and/or potential financial loss inherent in an investment decision. In general, as investment risks rise, investors seek higher returns to compensate themselves for taking such risks.

Every saving and investment product has different risks and returns. Differences include how readily investors can get their money when they need it, how fast their money will grow, and how safe their money will be.

Business Risk

With a stock, you are purchasing a piece of ownership in a company. With a bond, you are loaning money to a company. Returns from both of these investments require that the company stays in business. If a company goes bankrupt and its assets are liquidated, common stockholders are the last in line to share in the proceeds. If there are assets, the company's bondholders will be paid first, then holders of preferred stock. If you are a common stockholder, you get whatever is left, which may be nothing.

Volatility Risk

Even when companies aren't in danger of failing, their stock price may fluctuate up or down. Large company stocks as a group, for example, have lost money on average about one out of every three years. Market fluctuations can be unnerving to some investors. A stock's price can be affected by factors inside the company, such as a faulty product, or by events the company has no control over, such as political or market events.

Liquidity Risk

This refers to the risk that investors won't find a market for their securities, potentially preventing them from buying or selling when they want. This can be the case with the more complicated investment products.

Risks that apply to Equity Strategies, including ETFs:

- Management Risk: Due to its passive and defensive management, a portfolio could underperform other portfolios with similar investment objectives and/or strategies.
- Allocation Risk: A portfolio may use an asset allocation strategy in pursuit of its investment objective. There is a risk that a portfolio's allocation among asset classes or investments will cause a portfolio to lose value or cause it to underperform other portfolios with a similar investment objective and/or strategy, or that the investments themselves will not produce the returns expected.
- Sector/Industry Risk: The risk that the strategy's concentration in equities in a specific sector or industry will cause the strategy to be more exposed to the price movements in and developments affecting that sector.
- Market and Timing Risk: Prices of securities may become more volatile due to general market conditions that are not specifically related to a particular company, such as adverse economic conditions or outlooks, adverse investor sentiment, changes in the outlook for corporate earnings, or changes in interest rates.
- Event Risk: The possibility that an unforeseen event will negatively affect a company or industry, and thus, increase the volatility of the security.
- Liquidity Risk: The risk that exists when a security's limited marketability prevents it from being bought or sold quickly enough to avoid or minimize a loss.

Risks of Investing in Mutual Funds

Every type of investment, including mutual funds, involves risk. Risk refers to the possibility that you will lose money (both principal and any earnings) or fail to make money on an investment. A fund's investment objective and its holdings are influential factors in determining how risky a fund is. Reading the prospectus will help you to understand the risk associated with that particular fund.

Generally speaking, risk and potential return are related. This is the risk/return trade-off. Higher risks are usually taken with the expectation of higher returns at the cost of increased volatility. While a fund with higher risk has the potential for higher return, it also has the greater potential for losses or negative returns. The school of thought when investing in mutual funds suggests that the longer your investment time horizon is the less affected you should be by short-term volatility. Therefore, the shorter your investment time horizon, the more concerned you should be with short-term volatility and higher risk.

Below is a list of some of the risks to consider when investing in mutual funds.

- **Country Risk.** The possibility that political events (a war, national elections), financial problems (rising inflation, government default), or natural disasters (an earthquake, a poor harvest) will weaken a country's economy and cause investments in that country to decline.
- **Credit Risk.** The possibility that a bond issuer will fail to repay interest and principal in a timely manner. Also called default risk.
- **Currency Risk.** The possibility that returns could be reduced for Americans investing in foreign securities because of a rise in the value of the U.S. dollar against foreign currencies. Also called exchange-rate risk.
- **Income Risk.** The possibility that a fixed-income fund's dividends will decline as a result of falling overall interest rates.
- **Industry Risk.** The possibility that a group of stocks in a single industry will decline in price due to developments in that industry.
- **Inflation Risk.** The possibility that increases in the cost of living will reduce or eliminate a fund's real inflation-adjusted returns.
- **Interest Rate Risk.** The possibility that a bond fund will decline in value because of an increase in interest rates.
- **Manager Risk.** The possibility that an actively managed mutual fund's investment adviser will fail to execute the fund's investment strategy effectively resulting in the failure of stated objectives.
- **Market Risk.** The possibility that stock fund or bond fund prices overall will decline over short or even extended periods. Stock and bond markets tend to move in cycles, with periods when prices rise and other periods when prices fall.
- **Principal Risk.** The possibility that an investment will go down in value, or "lose money," from the original or invested amount.

Commercial Paper Risks:

Due to the promissory nature of commercial paper, only large corporations with high credit ratings should be able to sell the instrument at a reasonable price. If small organizations try to issue commercial paper, it is likely the credit risk, which can be defined as the likelihood that a borrower is unable to repay the loan, will be too high and there will be no market for the issue. Liquidity risk, which reflects how easily a security can be bought or sold in the market, is less of a concern than credit (default) risk as the debt matures quite rapidly, leaving little room for additional trading of commercial paper in secondary markets.

Municipal Securities Risks:

The risk that any individual municipal bond with a high credit rating will default is negligible. Below is a list of some of the risks to consider when investing in municipal securities.

- **Credit Risk.** The possibility that a bond issuer will fail to repay interest and principal in a timely manner. Also called default risk.
- **Interest Rate Risk.** The possibility that a bond will decline in value because of an increase in interest rates.
- **Headline Risk.** The likelihood that a bond will decrease in value as a result of adverse media, such as when a high-profile default makes headlines.

U.S. Government Securities Risks:

U.S. Government Securities are generally considered one of the safest investments in the global financial markets. Two types of risks exist, however: credit risk and interest rate risk. Credit risk is the risk that an issuer will default, while interest rate risk accounts for the impact of changes in prevailing rates. In general, it is widely accepted that U.S. Government Securities are among the world's safest in terms of the likelihood that their interest and principal will be paid on time. However, U.S. Government Securities are subject to interest rate risk, and longer-term securities (10 years and longer) can be quite volatile.

Risks of Interests in Partnerships Investing in Real Estate or Oil and Gas:

General and limited partners in real estate or oil and gas partnerships share certain risks, and also have their own separate risks. Both types of partners are at risk of losing the capital they invest. However, general partners have the added risk of being liable for any loans, and their other assets may be at risk if the partnership defaults on a loan. Limited partners take a risk in trusting the general partner with their investments. Once the money is invested and the partnership agreement is signed, limited partners rely on the general partner to make the investment successful and earn an investment return. Beyond the complexity of negotiating the terms of a limited partnership, one of the highest risks of investing in a partnership investing in real estate or oil and gas is liquidity risk. Liquidity risk refers to the risk that investors won't find a market for their securities, potentially preventing them from buying or selling when they want. It may also be the case with products that charge a penalty for early withdrawal or liquidation.

Risks of Investing in Options:

Options are financial contracts that have values derived from underlying assets. Like stocks, bonds, and ETFs, options carry no guarantees, and investors in options may lose the entire principal invested or more. Using options on an underlying security creates risks that are different from investing in that security, and unique skills may be required to use options strategies effectively. Option prices tend to be much more volatile than their underlying securities due to leverage that is fundamental to their design which can magnify the price changes in the option relative to the underlying. Option sellers tend to bear significantly more risk than option buyers. While the maximum loss of a purchased option is generally limited to the option's price, a written (or sold) option can incur losses in excess of the value of the option or collateral required. For example, a short put option by itself can incur a loss equal to the strike price if the stock price goes to zero. A short call option by itself can theoretically have unlimited losses if the underlying stock price increases significantly past the strike price. The performance of an option strategy is influenced by the selection of underlying securities, expiration dates and strike prices. Similar option strategies using different underlying securities can have significantly different results. The success or failure of option strategies to accomplish their objectives can be significantly impacted by timing of market price movements relative to the expirations of long and short options held in the portfolio. Additionally, similar option strategies with different strike price selections can have significantly different results over time.

Risks of Uncovered Options Strategies

An uncovered option strategy refers to an option that does not have an offsetting position in the underlying asset. Any investor who sells an option has a potential obligation. That obligation is met, or covered, by having a position in the security that underlies the option. If the investor sells

the option but has no position in the underlying security, then the position is said to be uncovered, or naked. Uncovered put options are inherently risky because of the limited upside profit potential, and at the same time holding a significant downside loss potential. The maximum loss is theoretically significant because the price of the underlying security can fall to zero. The higher the strike price, the higher the potential loss. Uncovered call options are also inherently risky because of the limited upside profit potential, and a theoretically unlimited downside loss potential. Maximum loss is theoretically unlimited because there is no cap on how high the price of the underlying security can rise. Uncovered options are only suitable for experienced investors who understand the risks and can also afford substantial losses.

Margin Risks

Trading on margin is a strategy that involves borrowing funds from a broker to purchase securities. A margin account increases purchasing power and allows investors to use someone else's funds to increase financial leverage. While this may offer the potential for increased gains, it also presents greater risks. Purchasing securities on margin amplifies the effects of losses, and the broker may issue a margin call, which requires the investor to liquidate its position or provide additional capital to keep the investment open. Margin accounts are typically charged a rate of interest by the broker lending the funds to the investor, and the investor must repay the broker the initial loan amount plus the interest. Margin accounts must keep a minimum amount of equity in the account, which is the market value of the securities in the account less the margin loan amount. If the value of the securities in the margin account decreases, causing the equity to fall below the broker's pre-set maintenance level (generally 25-40%), the broker may issue a margin call. A margin call requires the investor to increase the equity in the account by liquidating securities or depositing additional cash. If the investor cannot meet the financial requirement, the broker may sell securities in the account without prior notification, in order to increase the equity in the account. Thus, trading on margin involves greater risk to the investor, and amplification of losses may result in the investor losing more than just the initial principal invested in the account.

Risks That Apply to Delaware Statutory Trusts

A Delaware Statutory Trust (DST) is a legal entity utilized as a real estate investment trust where investors purchase an ownership interest in the DST and become passive investors and trust beneficiaries. DSTs have been declared by the Internal Revenue Service as a like-kind property and therefore qualify for Section 1031 exchange treatment. Deferment of capital gains taxes on the realized but not recognized disposition of a real estate investment is the primary benefit of a Section 1031 exchange and DST investment. DST risks carry many of the same risks as direct property investment since real estate is the underlying asset driving the investment's performance. These risks include, but are not limited to, illiquidity, interest rate risk, macroeconomic risk, regulatory risk, and market risk. DSTs involve many moving parts and interested parties, any one of which may delay or prevent a DST investment from being completed. In addition, certain real estate types are subject to market and economic pressures, such as hotels, shopping malls, and office buildings. Finally, DST fees may be higher than fees incurred in other investment alternatives. The majority of DST investment sales are conducted via third-party selling groups, including finders, broker-dealers, wholesalers, and others. Client shall maintain sole investment decision making authority concerning the real estate securities about which Future Capital provides investment advice. Client is free to accept or reject the Advisor's advice and may impose

reasonable restrictions on the same. These restrictions include, but are not limited to, the specific type(s) of real estate holding and regional or geographical location.

Client will be responsible for all tax consequences resulting from the purchase, sale, or exchange of any security or reallocation of client's investments. Future Capital and its associated persons are not tax professionals and do not provide tax advice. However, the Advisor will work with the client's tax professionals to assist with tax strategies and planning.

Variable Annuity Risks

A variable annuity is a contract between an individual and an insurance company wherein the insurance company agrees to make periodic payments to the individual, beginning either immediately or on a future date. Variable annuities are purchased either in one lump sum or over a series of payments, and the value of the variable annuity varies depending on the performance of the underlying investment options in the annuity. Investment options in a variable annuity are typically mutual funds that invest in stocks, bonds, money market instruments, or some combination of the three. Variable annuities are intended to be long-term investments in order to meet retirement and other long-range goals. Substantial tax and insurance company surrender charges will apply if money is taken out of the annuity too early. In addition, variable annuities are sold with additional charges and fees by insurance companies, such as mortality and expense risk charges, administrative fees, and fees for stepped-up benefits, guaranteed minimum income benefits, or long-term care insurance. Risks of variable annuities include most of those risks that apply to mutual funds. However, the primary risk of a variable annuity is that investment performance will underperform and the long-range retirement goals cannot be met.

Variable Life Insurance Risks

Variable life insurance is a permanent life insurance policy with an investment component. These insurance products pay a death benefit to beneficiaries upon the purchaser's death, in contrast to a term life policy, which has a set term. The policy has a cash-value account with money that is invested, typically in mutual funds that invest in stocks, bonds, money market instruments, or some combination of the three. Because the cash value is invested in mutual funds, the value of the policy rises and falls based on market conditions and fund performance. Like a variable annuity, variable life insurance may be sold with additional charges and fees by the insurance company and may incur substantial fees and costs. The primary risks of variable life insurance is that the investment can lose value, and unlike other types of insurance policies the issuer does not guarantee a rate of return.

Item 9 Disciplinary Information

Neither Future Capital nor its management persons have had any legal or disciplinary events, currently or in the past.

Item 10 Other Financial Industry Activities and Affiliations

Neither Future Capital nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Neither Future Capital nor any of its management persons are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Future Capital does not currently have any relationships or arrangements that are material to its advisory business or clients with either a 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), 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 or sponsor of syndicator of limited partnerships.

Investment advisor representatives of Future Capital are also licensed and registered as insurance agents to sell life, accident, and other lines of insurance for various insurance companies. Future Capital is a licensed and registered insurance agency through which Future Capital investment advisor representatives offer insurance products. Where acting in the capacity of an insurance agent, investment advisor representatives of Future Capital may as agent effect insurance transactions for typical and customary compensation. Investment advisor representatives will only recommend insurance products that are in the client’s best interest. If clients decide to act on the investment advisor representative’s insurance recommendations, the client may do so through the professional of their choosing. Clients always have the right to use investment advisor representatives of Future Capital to execute such transactions. This practice presents a conflict of interest by creating an incentive to recommend investment products based on the compensation received, rather than on a client’s needs. Where a client chooses to purchase insurance products through Future Capital and its investment advisor representatives, there is no advisory fee associated with these insurance products, and clients will be made aware of all commissions associated with the products prior to the transactions.

Future Capital provides non-securities related tax planning and preparation services. Future Capital may recommend that clients utilize the firm for such services. This practice presents a conflict of interest by creating an incentive to recommend tax planning and preparation services based on the compensation received, rather than on a client’s needs. If clients utilize Future Capital for tax planning and preparation services, all additional compensation will be disclosed to the client prior to the client engaging in this type of service.

Future Capital does recommend or select other third-party money managers and investment advisors for clients. Future Capital does not receive, directly or indirectly, any compensation from those recommended or selected advisors other than its advisory fees. Because Future Capital does not receive any additional compensation from third-party advisors, and does not have any other business relationships with those third-party advisors, and therefore there is no conflict of interest. For more specific details on Future Capital’s use of third-party money managers and investment advisors, please see the responses to Items 4 and 5 above.

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

Future Capital is registered as a state registered investment advisor with the Colorado Division of Securities and has adopted as an industry best practice a Code of Ethics that sets forth the basic policies of ethical conduct for all managers, officers, and employees of the adviser. In addition, the Code of Ethics governs personal trading by each employee of Future Capital deemed to be an Access Person and is intended to ensure that securities transactions effected by Access Persons of Future Capital are conducted in a manner seeking to avoid or minimize a conflict of interest between such persons and clients of the adviser or its affiliates. Future Capital collects and maintains records of securities holdings and securities transactions effected by Access Persons. These records are reviewed to identify and mitigate conflicts of interest. Future Capital will provide a copy of the Code of Ethics to any client or prospective client upon request.

Future Capital does not recommend to clients, or buy or sell for client accounts, securities in which the firm or a related person has a material financial interest.

Future Capital and/or its investment advisor representatives may from time to time purchase or sell products that they may recommend to clients. This practice creates conflicts of interest in that personnel of Future Capital can take advantage of the advance knowledge of firm trading activities and trade their personal accounts ahead of or following the client trades or recommend trades in client accounts that may affect the price of the invested assets owned by the investment advisor representatives. To mitigate these conflicts, Future Capital has adopted a Code of Ethics as noted above. Future Capital's Code of Ethics is available upon request. Finally, supervised persons of registered investment advisors are fiduciaries by law and are required to act in the client's best interest.

Future Capital requires that its investment advisor representatives follow its basic policies and ethical standards as set forth in its Code of Ethics.

Investment advisor representatives of Future Capital may trade for their own accounts assets that are being traded for client accounts at or about the same time. This practice creates a conflict of interest in that personnel of Future Capital can "shadow" client transactions and take advantage of advance knowledge of trading activities. To mitigate the conflict of interest in such circumstances, Future Capital's policy is to require the trading of all advisory personnel accounts in such a way as to eliminate or minimize the conflict of interest. For example, Future Capital's investment advisor representatives are required to aggregate their trades with all client trades via block trading. Where this is not feasible, investment advisor representatives are required to trade their personal accounts at least 24-hours before or 24-hours after the client transactions. The Chief Compliance Officer examines personal trading activities of Future Capital's personnel to verify compliance with this policy.

Item 12 Brokerage Practices

The Advisor requires that all clients use Charles Schwab & Co., Inc. ("Schwab"), a registered broker-dealer, member SIPC, as the qualified custodian for Investment Management Services.

Financial Planning and Financial Consultation Service clients are free to use any custodian they choose. Future Capital suggests Schwab to be used based on brokerage execution and custodial services offered, cost, quality of service and industry reputation. Future Capital considers other factors such as commission price, speed and quality of execution, client management tools, and convenience of access for both the Advisor and client.

The custodian we use

Future Capital does not maintain physical custody of your assets, although we are deemed to have constructive custody of your assets if you give us authority to withdraw assets from your account (see Item 15 – Custody, below). Your assets must be maintained in an account at a “qualified custodian.” We require that our clients use Schwab as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we require that you use Schwab as custodian, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. Not all advisors require their clients to use a particular custodian selected by the advisor.

How we select custodians

We seek to recommend a custodian that will hold your assets and execute transactions on terms that are overall most advantageous when compared with other available providers and their services. We consider a wide range of factors, including:

- 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 payment, 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, security and stability
- Prior service to us and our clients
- Availability of other products and services that benefit us, as discussed below (see “Products and services available to us from Schwab”)

Your brokerage and custody costs

For our clients’ accounts that Schwab maintains, Schwab generally does not separately charge for custody services but is compensated by charging commissions or other fees on certain securities transactions that it executes or that settle into your Schwab account. Certain trades (for example, many mutual funds, ETFs, and online stock and options trades) may not incur Schwab commissions or transaction fees. Schwab is also compensated by earning interest on the uninvested cash in your account in Schwab’s Cash Features Program. For some accounts, Schwab may charge

a percentage of the dollar amount of assets in the account in lieu of commissions. In addition to commissions and asset-based fees, Schwab charges a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation paid to the executing broker/dealer. Because of this, in order to minimize trading costs, we have Schwab execute most trades for your account. We have determined that having Schwab execute trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “How we select custodians”). See Item 5 for a discussion on Future Capital’s wrap fee program. Plan Sponsor clients will be responsible for all custodial and securities execution fees charged by Schwab.

Products and services available to us from Schwab

Schwab Advisor Services™ is Schwab’s business serving independent investment advisory firms like us. They provide our clients and us with access to their institutional brokerage services (trading, custody, reporting and related services), many of which 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 and grow our business. Schwab’s support services are generally available on an unsolicited basis (we don’t have to request them) and at no charge to us. Following is a more detailed description of Schwab’s support services:

Services that benefit you

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 to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab’s services described in this paragraph generally benefit you and your account.

Services that may not directly benefit you

Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients’ accounts. They include investment research, both Schwab’s own and that of third parties. We may use this research to service all or a substantial number of our clients’ accounts, including accounts not maintained at Schwab. 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
- assist with back-office functions, recordkeeping, and client reporting

Services 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
- Access to employee benefits providers, human capital consultants, and insurance providers
- Marketing consulting and support

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits such as occasional business entertainment of our personnel.

Our interest in Schwab's services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services. These services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. This creates an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business and Schwab's payment for services for which we would otherwise have to pay rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How we select custodians") and not Schwab's services that benefit only us.

For any such products and services Future Capital receives from Schwab or other custodians, it will follow procedures which ensure compliance with Section 28(e) of the Securities Exchange Act of 1934 or applicable state securities rules.

Future Capital believes that its recommendation of Schwab to be the client's custodian is in the best interest of the client based on the services provided and the fees charged. Future Capital does not receive client referrals from any broker-dealer or third party, including Schwab, as a result of the firm selecting or recommending that broker-dealer to clients.

Future Capital recommends that all clients use a particular broker-dealer for execution and/or custodial services. The broker-dealer is recommended based on criteria such as, but not limited to, reasonableness of commissions charged to the client, tools and services made available to the client and the Advisor, and convenience of access to the account trading and reporting. The client will provide authority to Future Capital to direct all transactions through that broker-dealer in the investment advisory agreement.

As an investment advisory firm, Future Capital has a fiduciary duty to seek best execution for client transactions. While best execution is difficult to define and challenging to measure, there is

some consensus that it does not solely mean the achievement of the best price on a given transaction. Rather, it appears to be a collective consideration of factors concerning the trade in question. Such factors include the security being traded, the price of the trade, the speed of the execution, apparent conditions in the market, and the specific needs of the client. Future Capital's primary objectives when placing orders for the purchase and sale of securities for client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the broker. Future Capital may not necessarily pay the lowest commission or commission equivalent as specific transactions may involve specialized services on the part of the broker.

Future Capital does not permit clients to direct brokerage to brokers or custodians other than where the client accounts are established and managed by Future Capital. Not all firms require their clients to direct brokerage.

Future Capital may combine orders into block trades when more than one account is participating in the trade. This blocking or bunching technique must be equitable and potentially advantageous for each such account (e.g. for the purposes of reducing brokerage commissions or obtaining a more favorable execution price). Block trading is performed when it is consistent with the duty to seek best execution and is consistent with the terms of Future Capital's investment management agreements. Equity trades are blocked based upon fairness to client, both in the participation of their account, and in the allocation of orders for the accounts of more than one client. Allocations of all orders are performed in a timely and efficient manner. All managed accounts participating in a block execution receive the same execution price (average share price) for the securities purchased or sold in a trading day. Any portion of an order that remains unfilled at the end of a given day will be rewritten on the following day as a new order with a new daily average price to be determined at the end of the following day. Due to the low liquidity of certain securities, broker availability may be limited. Open orders are worked until they are completely filled, which may span the course of several days. If an order is filled in its entirety, securities purchased in the aggregated transaction will be allocated among the accounts participating in the trade in accordance with the allocation statement. If an order is partially filled, the securities will be allocated pro rata based on the allocation statement. Future Capital may allocate trades in a different manner than indicated on the allocation statement (non-pro rata) only if all managed accounts receive fair and equitable treatment.

Item 13 Review of Accounts

The firm reviews client accounts (included accounts managed by third-party money managers or other investment advisors) on a continuous and ongoing basis, but no less frequently than annually or when conditions would warrant a review based on market conditions, changes in client circumstances, or when the investment product utilized (e.g., options based strategies and accounts traded on margin) requires more frequent monitoring. Triggering factors may include Future Capital becoming aware of a change in client's investment objectives, a change in market conditions, change of employment, or a change in recommended asset allocation weightings in the account that exceed a predefined guideline. Financial plans, once prepared and delivered to the client are not reviewed again unless the client requests a financial plan be updated. Client accounts

and financial plans are reviewed by Craig Brooks, RICP®, AIF, Principal and Chief Compliance Officer.

The client is encouraged to notify the Advisor and Investment Advisor Representative if changes occur in his/her personal financial situation that might materially affect his/her investment plan. The Advisor will meet with the client at least annually to review and update the client's investment profile, including asking each client to update or provide additional account information in order to update the client's files.

The client will receive written statements no less than quarterly from the custodian. In addition, the client will receive other supporting reports from mutual funds, asset managers, trust companies or other custodians, insurance companies, broker-dealers, and others who are involved with client accounts. Future Capital prepares and delivers separate reports to clients. Clients are urged to compare the account statements they receive from the qualified custodian with the reports they receive from Future Capital. Any discrepancies should be immediately brought to the firm's attention.

Item 14 Client Referrals and Other Compensation

Except for the soft dollar benefits disclosed in Item 12 and the insurance transaction compensation disclosed in Items 5 and 10, Future Capital is not compensated by anyone for providing investment advice or other advisory services.

Future Capital may compensate persons or firms for client referrals in compliance with the Adviser's Act and state securities rules and regulations. The fees paid to referral sources do not affect the fees clients pay to Future Capital. In each instance, a written agreement will exist between the Advisor and the referral source. At the time of a referral, prospective advisory clients will receive the Advisor's Brochure and a Solicitor's Disclosure Document. Future Capital has established policies and procedures to ensure that its solicitation activities are compliant with the requirements under Rule 206(4)-1 of the Adviser's Act and state securities rules and regulations. Future Capital ensures that anyone receiving compensation for referrals in the State of Colorado is properly licensed or exempt from licensure in accordance with state securities requirements.

Item 15 Custody

Future Capital does not have custody of client funds or securities, except for the withdrawal of advisory fees directly from client accounts (please see Item 5, which describes the safeguards around direct fee deduction). However, as noted in Item 13 above clients will receive statements not less than quarterly from the qualified custodian, and we encourage you to review those statements carefully. We send invoices to our clients and we encourage you to compare the account statements you receive from the qualified custodian with the invoices received from us. Any discrepancies should be immediately brought to the firm's attention.

Item 16 Investment Discretion

For its Investment Management Services, Future Capital requires clients to authorize discretion over the selection and amount of securities or investment instruments to be bought or sold in client accounts without obtaining prior consent or approval from the client for each transaction. However, these purchases or sales will be subject to specified investment objectives, guidelines, or limitations previously set forth by the client and addressed by Future Capital to ensure clear understanding of the client's requirements. If Future Capital thinks it cannot work with the client-imposed limitations, the account will be declined.

Where Future Capital refers all or a part of the client's account to be managed by a third-party money manager, Future Capital will not directly or indirectly conduct transactions in the account. However, Future Capital will have the ability and authority to hire and fire third-party money managers and is therefore deemed to have discretionary authority over the client's account.

Discretionary authority will only be provided upon full disclosure to the client. The granting of such authority will be evidenced by the client's execution of an investment management agreement containing all applicable limitations to such authority. All discretionary trades made by Future Capital will be in accordance with each client's investment objectives and goals.

Item 17 Voting Client Securities

Future Capital will not vote, nor advise clients how to vote, proxies for securities or investment instruments held in client accounts. The client clearly keeps the authority and responsibility for the voting of these proxies. Future Capital may answer clients' questions about proxies, but will not express an opinion on any proxies and will not take any action with respect to the voting of these proxies. The client and Future Capital agree to this by contract. Clients will receive proxy solicitations from their custodian and/or transfer agent.

Item 18 Financial Information

Future Capital does not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance, and is not required to file a balance sheet.

Future Capital has discretionary authority over client accounts and is not aware of any financial condition that will likely impair its ability to meet contractual commitments to clients. If Future Capital does become aware of any such financial condition, this Brochure will be updated and clients will be notified.

Future Capital has never been subject to a bankruptcy petition.

Item 19 Requirements for State-Registered Advisers

Craig Brooks, RICP[®], AIF, Principal and Chief Compliance Officer, was born in 1986. Mr. Brooks earned a Bachelor of Science in Advertising and Marketing from Northwest Missouri State University.

Mr. Brooks founded Future Capital and has served as its Principal since January 2019. Mr. Brooks is also a licensed and registered insurance producer at Future Capital, a licensed and registered insurance agency since January 2019; and is the Managing Member of Brooks Wealth Strategies LLC, since October 2012. Previously, Mr. Brooks has held the following positions:

- Investment Advisor Representative at Sigma Planning Corporation (“SPC”), doing business as UPSTREAM Investment Partners, LLC (03/2019 – 01/2023)
- Managing Director at Wealth Strategies Group (11/2015 – 03/2019)
- Registered Representative at Park Avenue Securities (10/2015 – 03/2019)
- Agent at Guardian Life Insurance (09/2015 – 03/2019)
- Financial Representative at Country Financial (05/2011 – 09/2015)
- Account Manager at Black Diamond Enterprises (06/2010 – 05/2011)

Future Capital is a licensed and registered insurance agency through which investment advisor representatives offer insurance products. Additional details regarding Future Capital’s insurance activities are described in Item 10, above.

Neither Future Capital nor its investment advisor representatives are compensated for advisory services with performance-based fees.

Management of Future Capital have not been found liable in any arbitration, civil or disciplinary actions or administrative proceedings.

There are no material relationships maintained by Future Capital or its management persons with any issuers of securities.