

Customer Relationship Summary ADV Part 3

Item 1: Introduction

Brainard Capital Management (“BCM”) is a SEC Registered Investment Adviser. Brokerage and investment advisory services and fees differ. Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://www.investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers, and investing.

Item 2: Relationship and Services

What investment services and advice can you provide me?

We are an investment adviser and provide advisory accounts and services rather than brokerage accounts and services. Please refer to our ADV Part 2A for a more detailed description of our services and fees. Upon engaging us you will pay an on-going fee as described below, based on the value of the cash and investments in your advisory account and/or additional factors depending on the services you receive. Financial Service Providers vary in the way they provide planning, advising and brokerage services. You should carefully consider which types of programs and services are right for you; investment adviser or brokerage.

Description of Services

We provide discretionary asset management to clients for an on-going basis. We have no minimum account opening balance. We will monitor your account on a regular basis and review your account at least annually. Our portfolio management services are provided on a discretionary basis (you grant us the authority to determine the securities and amount to be bought or sold without your consent prior to each trade). We do not offer advice only with respect to proprietary products.

Additional information

Please refer to our ADV Part 2A for a more detailed description of our services and fees. Upon engaging us you will pay an on-going asset-based advisory fee or a fixed fee. Fees are occasionally negotiated based on portfolio size, based on the value of the cash and investments in your advisory account. Financial Service Providers vary in the way they provide planning, advising and brokerage services. You should carefully consider which types of programs and services are right for you; investment adviser or brokerage. As registered investment advisers, we must abide by laws and regulations and are held to a fiduciary standard. We are required to monitor your portfolio, investment strategy, and investments on an ongoing basis. Our interests can conflict with your interests. We must eliminate these conflicts or tell you about them in a way you can understand so that you can decide whether to agree to them.

Item 3: Fees, Costs, Conflicts, and Standard of Conduct

What fees will I pay?

Fees and costs affect the value of your account. Please ask your financial professional to give you personalized information on your fees and costs. The greater of \$12,500.00 or our tiered fee structure described in our brochure, which ranges from 0.30% to 0.70% depending on the assets in your account.

Fees are payable quarterly, in advance. Under no circumstances shall the minimum annual fee exceed 3.00% of the Client’s assets under management. If the account balance is at a level where the minimum account fee would represent 3.00% or more of the Client’s assets, the minimum account fee shall be reduced to 2.99% of

assets under management. Our fees reduce your investable assets and will be deducted from your account. The more assets you have in the advisory account, including cash, the more you will pay. This creates an incentive to increase the assets in your account in order to increase our fees. You pay our fee even if we do not trade in your account(s) and if your account does not appreciate in value. Our fees vary and are negotiable.

Description of Other Fees and Costs

Some investments impose additional fees that will reduce the value of your investments over time such as mutual funds and variable annuities. You will also be charged custodial fees by the custodian that holds your account for things like wires, paper statements, overdraft fees, etc. In addition, you will pay transaction-based fees when we buy or sell securities in your account.

Additional Information

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

What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?

When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means. Owen Brainard and Clark Davis, principals of BCM, are also the Principals of BDC Capital, LLC. DC Capital, LLC acts as an investment manager to special purpose vehicles in which the principals of Brainard Capital are invested: JBC Mile 1, LLC and JBC Mile 2, LLC. This arrangement creates a conflict of interest and incentive for BCM to recommend one or both of these special purpose vehicles because of the additional compensation they receive. See our brochure for additional details.

How do your financial professionals make money?

Advisers are fiduciaries, and therefore, we are held to a fiduciary standard that covers our entire investment advisory relationship. When we act as your investment adviser, we must act in your best interest and not put our interest ahead of yours. However, the way we make money creates a conflict. We benefit from the advisory services we provide to you as our staff is compensated based on the fees from your account(s). Financial Advisors and staff at our firm are salaried and they receive discretionary bonuses which are unrelated to the amount of revenue generated from the accounts that they service. However, these bonuses may vary depending on the revenue generated from the firm's total assets under management. Our partners are also paid through partnership distributions, which will vary depending on the firm's total assets under management.

Item 4: Disciplinary History

Do you or your financial professionals have legal or disciplinary history?

We do not have any disciplinary history to disclose. Please visit Investor.gov/CRS for a free and simple search tool to research us and our financial professionals.

ITEM 5 – ADDITIONAL INFORMATION

We encourage you to seek additional information. Visit Investor.gov for a free and simple search tool to research our firm and our financial professionals. To report a problem to the SEC, visit Investor.gov or call the SEC's toll-free investor assistance line at (800) 732-0330. If you have a problem with your investments, account or financial professional, contact us in writing at 3160 Bee Cave Road, Suite 304, Austin, Texas 78746. For additional information on our investment advisory services, see our Form ADV brochure on IAPD at Investor.gov,

advisorinfo.sec.gov or on any brochure supplement provided. You may also find our ADV Brochure on our website at <http://brainardcapital.com/>. You may also call us at (877)375-6470 for up-to-date information.

Conversation Starters

1. Given my financial situation, should I choose an investment advisory service? Why or Why not?
2. Help me understand how these fees and costs might affect my investments. If I give you \$ 10,000,000 to invest, how much will go to fees and costs, and how much will be invested for me?
3. What additional costs should I expect in connection with my account?
4. Tell me how you and your firm make money in connection with my account. Do you or your firm receive any payments from anyone besides me in connection with my investments?
5. How might your conflicts of interest affect me, and how will you address them?
6. How will you choose investments to recommend to me?
7. How often will you monitor my account's performance and offer investment advice?
8. Do you or your firm have a disciplinary history? For what type of conduct?
9. What is your relevant experience, including your licenses, education, and other qualifications? Please explain what the abbreviations in your licenses are and what they mean.
10. Who is the primary contact person for my account? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?