

ITEM 1. INTRODUCTION

Browning Capital Management LLC is an SEC Registered Investment Adviser. Brokerage and investment management services and fees differ, it is important for the retail investor to understand the differences. Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://www.investor.gov/crs), which provides educational materials about broker-dealers, investment advisers, and investing.

ITEM 2. RELATIONSHIPS AND SERVICES

A. What investment services and advice can you provide me?

B. Description of Services

We are an investment adviser and provide investment advisory and family office services with an emphasis on financial planning, rather than brokerage services. We manage client assets and may recommend outside managers to manage client assets. We do not have a minimum account opening balance for asset management. There is a minimum Account size for family office services of \$5,000,000 and a minimum fee of \$50,000.

- **Monitoring:** As part of our normal services, we will monitor your account on a regular basis and meet with clients at least annually.
- **Authority:** We manage client accounts on a discretionary basis. With discretion you grant us the authority to determine the securities and amount to be bought or sold without your consent prior to each trade, (considering any restrictions placed on the account, if applicable).
- **Additional Information:** Please refer to our Form ADV, Part 2A brochure (Items 4 and 7 of Part 2A for a more detailed description of our investment advisory services.

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

ITEM 3. FEES, COSTS, CONFLICTS, AND STANDARD OF CONDUCT

A. What fees will I pay?

If you sign an investment management agreement (managed account), you will pay us an asset-based fee based upon an agreed annual percentage rate, generally referred to as a fee, for asset management and family office services. We charge an on-going fee on a percentage of assets under management based on the value of the cash and investments in your advisory account without regard to loan and margin balances. Our financial planning fees are based on specific modules listed in our ADV 2A. In isolated instances, for an hourly fee, we will provide you with a financial planning analysis but we will not create a financial plan. Ongoing asset-based fees will be billed quarterly, either in advance or in arrears. and will be based on the value of the cash and investments in your advisory account on the last day of each quarter, based on the ending balance of the accounts under management. Ongoing asset-based fees will be debited directly from your custodial account upon notification to the custodian. Our fees do not vary based on the type of investment. 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 is a conflict of interest as it creates an incentive to increase the assets in your account in order to increase our fees. Fees and costs affect the value of your account over time. Please ask your financial professional to give you personalized information on the fees and costs that you will pay.

- As an investment advisory client, you will pay a quarterly management fee and no transaction-based commissions. You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce the amount of money you make over time. Please make sure you understand what fees and costs you are paying.
- Some investments such as mutual funds impose additional fees that will reduce the value of your investment over time.
- Our fees do not vary but are negotiable.
- We pass additional charges, from our Clearing Firm, on to you such as transaction fees, custodial fees, account

maintenance fees, and account inactivity fees.

Conversation Starter: Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will you invest for me?

What are your legal obligations to me when providing recommendations? 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. (ii) Examples of Ways You Make Money and Conflicts of Interest: (a) Proprietary Products: We do not offer advice only with respect to proprietary or a limited menu of products; (b) Third-Party Payments: If we determine that opening an account with a professional third party money manager is in our client's best interest, we will utilize the services of third parties in the management of client accounts; you may also pay additional advisory fees to a third party money manager depending upon which manager you select. (c) Revenue Sharing: We do not have any revenue sharing agreement; (d) Principal Trading: Investments we buy from a retail investor, and/or investments we sell to a retail investor, for or from our own accounts, respectively. We do not execute principal transactions;

Conversation Starter:

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

How do your financial professionals make money?

Investment advisor representatives receive a quarterly fee based upon your account's market value. The fee will increase as your account value increases and decreases if your account value decreases. Managed accounts are not charged any commissions, so the investment advisor representative only receives the quarterly fee.

It is important to understand the differences between a brokerage commission-based account and an asset-based fee account.

<i>an asset-based fee</i> if you want continuing advice or want someone to make investment decisions for you, even though it may cost more than a transaction-based fee.	<i>a transaction-based fee</i> from a cost perspective, if you do not trade often or if you plan to buy and hold investments for longer periods of time.
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ITEM 4. DISCIPLINARY HISTORY

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

No. Visit Investor.gov for a free and simple search tool to research our firm and our financial professionals.

Conversation Starter

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

ITEM 5. ADDITIONAL INFORMATION

Additional information can be found on our website, . A copy of this form will be posted to our site or available upon request by calling (949) 439-7457. We also encourage you to seek additional information.

- For additional information about our brokers and services, visit Investor.gov, BrokerCheck at BrokerCheck.Finra.org, our web site.
- To report a problem to the SEC, visit Investor.gov or call the SEC's toll-free investor assistance line at (800) 732-0330. To report a problem to FINRA, <https://www.finra.org/investors/file-complaint>. If you have a problem with your investments, account or financial professional, contact us in writing or call (phone number).
- Additional information can be obtained by calling Scott Browning at either (949) 439-7457.

Conversation Starter

Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer?

Who can I talk to if I have concerns about how this person is treating me?