

DISCLOSURE BROCHURE

Capital City Wealth Management, Inc.

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This brochure provides information about the qualifications and business practices of Capital City Wealth Management, Inc. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 701-250-7220. 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.

Additional information about Capital City Wealth Management, Inc. (CRD #172199) is available on the SEC's website at www.adviserinfo.sec.gov

FEBRUARY 19, 2016

Item 2: Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

This update is in accordance with the required annual update for Registered Investment Advisors. Since the last update on February 3, 2015, the following changes have occurred:

- Item 4 Client Assets under Management has been updated
-

Full Brochure Available

This Firm Brochure being delivered is the complete brochure for the Firm.

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Item 4: Advisory Business

Firm Description

Capital City Wealth Management, Inc. ("CCWM") was founded in July 2014. Benjamin J. Brandt Sr. is 100% owner.

Other professionals (e.g., lawyers, accountants, tax preparers, insurance agents, etc.) are engaged directly by the client on an as-needed basis and may charge fees of their own. Conflicts of interest will be disclosed to the client in the event they should occur. These conflicts will be mitigated by the fact that CCWM and its investment advisor representatives have a fiduciary responsibility to place the best interest of the client first and clients are not required to purchase any products or services from other professionals. Clients have the option to purchase products or services through another professional of their choosing.

Types of Advisory Services

CCWM provides investment supervisory services, also known as asset management services and furnishes financial planning and investment advice through consultations.

ASSET MANAGEMENT

CCWM offers discretionary direct asset management services to advisory clients through a wrap program described in Appendix 1.

FINANCIAL PLANNING AND CONSULTING

If financial planning services are applicable, the client will compensate CCWM on an hourly fee basis described in detail under "Fees and Compensation" section of this brochure. Services include but are not limited to a thorough review of all applicable topics including Wills, Estate Plan/Trusts, Investments, Taxes, and Insurance. If a conflict of interest exists between the interests of the investment advisor and the interests of the client, the client is under no obligation to act upon the investment advisor's recommendation. If the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through CCWM. Financial plans will be completed and delivered inside of thirty (30) days from the date that all required material documents are received by CCWM.

SEMINARS AND WORKSHOPS

CCWM holds seminars and workshops to educate the public on different types of investments and the different services they offer. The seminars are educational in nature and no specific investment or tax advice is given. CCWM does not charge a fee for attendance to seminars.

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each client are documented in our client files. Investment strategies are created that reflect the stated goals and objective. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without written client consent.

Wrap Fee Programs

CCWM sponsors a wrap fee program described in Appendix 1.

Client Assets under Management

As of December 31, 2015, CCWM had \$28,000,000 of client assets under management on a discretionary basis.

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule

CCWM bases its fees on a percentage of assets under management and hourly charges.

ASSET MANAGEMENT

CCWM offers discretionary direct asset management services to advisory clients through a wrap program described in Appendix 1.

FINANCIAL PLANNING and CONSULTING

CCWM charges an hourly fee of \$250 per hour for financial planning. Prior to the planning process the client will be provided an estimated plan fee. The estimated fee will be due upon delivery of the completed plan. Services are completed and delivered inside of thirty (30) days from receipt of all required material documents. Client may cancel within five (5) days of signing Agreement with no obligation. If the client cancels after five (5) days, any earned fees will be due to CCWM.

Client Payment of Fees

Investment management fees are billed quarterly in advance, meaning CCWM bills you before the three-month period has started. Payment in full is expected upon invoice presentation. Fees are usually deducted from a designated client account to facilitate billing. The client must consent in advance to direct debiting of their investment account.

Fees for financial plans are due upon plan delivery.

Additional Client Fees Charged

Custodians may charge transaction fees on purchases or sales of certain mutual funds, equities, and exchange-traded funds. These charges may include Mutual Fund transactions fees, postage and handling and miscellaneous fees (fee levied to recover costs associated with fees assessed by self regulatory organizations). These transaction charges are usually small and incidental to the purchase or sale of a security. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security.

CCWM, in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

For more details on the brokerage practices, see Item 12 of this brochure.

Prepayment of Client Fees

Investment management fees are billed quarterly in advance.

External Compensation for the Sale of Securities to Clients

CCWM does not receive any external compensation for the sale of securities to clients, nor do any of the investment advisor representatives of CCWM.

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

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

CCWM does not use a performance-based fee structure because of the conflict of interest. Performance based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Item 7: Types of Clients

Description

CCWM generally provides investment advice to individuals and high net worth individuals.

Client relationships vary in scope and length of service.

Account Minimums

CCWM target account minimum is \$500,000. However, CCWM may waive the minimum fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

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

Methods of Analysis

Security analysis methods may include fundamental analysis, technical analysis, and cyclical analysis. Investing in securities involves risk of loss that clients should be prepared to bear. Past performance is not a guarantee of future returns.

Fundamental analysis involves evaluating a stock using real data such as company revenues, earnings, return on equity, and profits margins to determine underlying value and potential growth. Technical analysis involves evaluating securities based on past prices and volume. Cyclical analysis involves analyzing the cycles of the market.

When creating a financial plan, CCWM utilizes fundamental analysis to provide review of insurance policies for economic value and income replacement. Technical analysis is used to review mutual funds and individual stocks. The main sources of information include client documents such as tax returns and insurance policies.

In developing a financial plan for a client, CCWM's analysis may include cash flow analysis, investment planning, risk management, tax planning and estate planning. Based on the information gathered, a detailed strategy is tailored to the client's specific situation.

The main sources of information include financial newspapers and magazines, annual reports, prospectuses, and filings with the Securities and Exchange Commission.

Investment Strategy

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Policy Statement or Risk Tolerance that documents their objectives and their desired investment strategy.

Other strategies may include long-term purchases, short-term purchases, trading, and option writing (including covered options, uncovered options or spreading strategies).

Security Specific Material Risks

All investment programs have certain risks that are borne by the investor. Fundamental analysis may involve interest rate risk, market risk, business risk, and financial risk. Risks involved in technical analysis are inflation risk, reinvestment risk, and market risk. Cyclical analysis involves inflation risk, market risk, and currency risk.

Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with CCWM:

- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Market Risk:* The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- *Inflation Risk:* When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Business Risk:* These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Financial Risk:* Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Item 9: Disciplinary Information

Criminal or Civil Actions

The firm and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

The firm and its management have not been involved in administrative enforcement proceedings.

Self Regulatory Organization Enforcement Proceedings

The firm and its management have not been involved in legal or disciplinary events related to past or present investment clients.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

No affiliated representatives of CCWM are registered representatives of a broker-dealer.

Futures or Commodity Registration

Neither CCWM nor its employees are registered or has an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

No affiliated representatives of CCWM have any outside business activities; therefore there are no conflicts of interest.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

CCWM does not use TPMs at this time.

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

Code of Ethics Description

The employees of CCWM have committed to a Code of Ethics ("Code"). The purpose of our Code is to set forth standards of conduct expected of CCWM employees and addresses conflicts that may arise. The Code defines acceptable behavior for employees of CCWM. The Code reflects CCWM and its supervised persons' responsibility to act in the best interest of their client.

One area which the Code addresses is when employees buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our clients. We do not allow any employees to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our clients.

CCWM's policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other employee, officer or director of CCWM may recommend any transaction in a security or its derivative to advisory clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

CCWM's Code is based on the guiding principle that the interests of the client are our top priority. CCWM's officers, directors, advisors, and other employees have a fiduciary duty to our clients and must diligently perform that duty to maintain the complete trust and confidence of our clients. When a conflict arises, it is our obligation to put the client's interests over the interests of either employees or the company.

The Code applies to "access" persons. "Access" persons are employees who have access to non-public information regarding any clients' purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to clients, or who have access to such recommendations that are non-public.

The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

CCWM and its employees do not recommend to clients securities in which we have a material financial interest.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

CCWM and its employees may buy or sell securities that are also held by clients. In order to mitigate conflicts of interest such as trading ahead of client transactions, employees are required to disclose all reportable securities transactions as well as provide CCWM with copies of their brokerage statements.

The Chief Compliance Officer of CCWM is Benjamin J. Brandt Sr. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the firm receive preferential treatment over employee transactions.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

CCWM does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist. However, employees may buy or sell securities at the same time they buy or sell securities for clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide CCWM with copies of their brokerage statements.

The Chief Compliance Officer of CCWM is Benjamin J. Brandt Sr. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the firm receive preferential treatment over employee transactions.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

CCWM may recommend the use of a particular broker-dealer such as Fidelity Investments or may utilize a broker-dealer of the client's choosing. CCWM will select appropriate

brokers based on a number of factors including but not limited to their relatively low transaction fees and reporting ability. CCWM relies on its broker to provide its execution services at the best prices available. Lower fees for comparable services may be available from other sources. Clients pay for any and all custodial fees in addition to the advisory fee charged by CCWM.

- *Directed Brokerage*
In circumstances where a client directs CCWM to use a certain broker-dealer, CCWM still has a fiduciary duty to its clients. The following may apply with Directed Brokerage: CCWM's inability to negotiate commissions, to obtain volume discounts, there may be a disparity in commission charges among clients and conflicts of interest arising from brokerage firm referrals.
- *Best Execution*
Investment advisors who manage or supervise client portfolios on a discretionary basis have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is effected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. The firm does not receive any portion of the trading fees.
- *Soft Dollar Arrangements*
The Securities and Exchange Commission defines soft dollar practices as arrangement under which products or services other than execution services are obtained by WF from or through a broker-dealer in exchange for directing client transactions to the broker-dealer. As permitted by Section 28(e) of the Securities Exchange Act of 1934, CCWM receives economic benefits as a result of commissions generated from securities transactions by the broker-dealer from the accounts of CCWM. These benefits include both proprietary research from the broker and other research written by third parties.

A conflict of interest exists when CCWM receives soft dollars. This conflict is mitigated by the fact that CCWM has a fiduciary responsibility to act in the best interest of its clients and the services received are beneficial to all clients.

Aggregating Securities Transactions for Client Accounts

CCWM is authorized in its discretion to aggregate purchases and sales and other transactions made for the account with purchases and sales and transactions in the same securities for other Clients of CCWM. All clients participating in the aggregated order shall receive an average share price with all other transaction costs shared on a pro-rated basis.

Item 13: Review of Accounts

Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

Account reviews are performed quarterly by the Chief Compliance Officer of CCWM. Account reviews are performed more frequently when market conditions dictate. Financial Plans are considered complete when recommendations are delivered to the client and a review is done only upon request of client.

Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger a review of clients' accounts are changes in the tax laws, new investment information, and changes in a client's own situation.

Content of Client Provided Reports and Frequency

Clients receive account statements no less than quarterly for managed accounts. Account statements are issued by the CCWM's custodian. Client receives confirmations of each transaction in account from Custodian and an additional statement during any month in which a transaction occurs. CCWM will provide quarterly performance by request. Clients are urged to compare reports with the statements issued by the custodian.

Item 14: Client Referrals and Other Compensation

Economic benefits provided to the Advisory Firm from External Sources and Conflicts of Interest

CCWM does not receive any compensation beyond AUM fees billed from client accounts, and hourly charges for planning.

Advisory Firm Payments for Client Referrals

CCWM does not compensate for client referrals.

Item 15: Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly. Clients are urged to compare the account statements received directly from their custodians to the performance report statements prepared by CCWM.

CCWM is deemed to have constructive custody solely because advisory fees are directly deducted from client's accounts by the custodian on behalf of CCWM.

Item 16: Investment Discretion

Discretionary Authority for Trading

CCWM accepts discretionary authority to manage securities accounts on behalf of clients. CCWM has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. However, CCWM consults with the client prior to each trade to obtain concurrence if a blanket trading authorization has not been given.

The client approves the custodian to be used and the commission rates paid to the custodian. CCWM does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Item 17: Voting Client Securities

Proxy Votes

CCWM does not vote proxies on securities. Clients are expected to vote their own proxies. The client will receive their proxies directly from the custodian of their account or from a transfer agent.

When assistance on voting proxies is requested, CCWM will provide recommendations to the client. If a conflict of interest exists, it will be disclosed to the client.

Item 18: Financial Information

Balance Sheet

A balance sheet is not required to be provided because CCWM does not serve as a custodian for client funds or securities and CCWM does not require prepayment of fees of more than \$500 per client and six months or more in advance.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

CCWM has no condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

Bankruptcy Petitions during the Past Ten Years

Neither CCWM nor its management has had any bankruptcy petitions in the last ten years.

Item 19: Requirements for State Registered Advisors

Education and business background, including any outside business activities for all management and supervised persons can be found in the Supplement to this Brochure (Part 2B of Form ADV Part 2).

Material Relationship Maintained by this Advisory Business or Management persons with Issuers of Securities

None to report

SUPERVISED PERSON BROCHURE
FORM ADV PART 2B

Benjamin J. Brandt Sr., CFP®, RICP®

**Capital City Wealth
Management, Inc.**

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This brochure supplement provides information about Benjamin J. Brandt Sr. and supplements Capital City Wealth Management, Inc.'s brochure. You should have received a copy of that brochure. Please contact Benjamin J. Brandt Sr. if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about Benjamin J. Brandt Sr. (CRD #5177378) is available on the SEC's website at www.adviserinfo.sec.gov.

FEBRUARY 19, 2016

Brochure Supplement (Part 2B of Form ADV)

Supervised Person Brochure

Principal Executive Officer

Benjamin J. Brandt Sr. CFP®, RICP®

- Year of birth: 1981
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Educational Background and Business Experience

Educational Background:

- University of North Dakota; Bachelor of Arts - Economics; 2013

Business Experience:

- Capital City Wealth Management, Inc.; Investment Advisor Representative; 09/2014 – Present
 - Capital City Wealth Management, Inc.; President; 07/2014 - Present
 - Thrivent Investment Management Inc; Investment Advisor Representative; 05/2007 – 09/2014
 - Thrivent Investment Management Inc; Registered Representative; 03/2007 – 09/2014
 - Thrivent Financial for Lutherans; Financial Consultant; 06/2008 – 06/2014
 - Thrivent Financial for Lutherans; Financial Associate; 06/2006 – 02/2007
 - North Dakota National Guard; Specialist; 11/2000 – 11/2008
 - United States Army; Specialist; 12/2003 – 02/2005
-

Professional Certifications

Employees have earned certifications and credentials that are required to be explained in further detail.

Certified Financial Planner (CFP®): Certified Financial Planner is a designation granted by the CFP® Board. CFP® requirements:

- Bachelor's degree from an accredited college or university.
- Completion of the financial planning education requirements set by the CFP® Board (www.cfp.net).
- Successful completion of the 10-hour CFP® Certification Exam.
- Three-year qualifying full-time work experience.
- Successfully pass the Candidate Fitness Standards and background check.
- When you achieve your CFP® designation, you must renew your certification every two years, pay an annual certification fee and complete thirty (30) hours of continuing education every two years.

Retirement Income Certified Professional (RICP®): Retirement Income Certified Professional is a designation granted by The American College of Financial Services. RICP® requirements:

- Successfully complete all courses in program
- Three years full time business experience
- Meet ethics standards
- Agree to comply with The American College Code of Ethics and Procedures

Disciplinary Information

None to report

Other Business Activities

President Benjamin J. Brandt Sr. does not engage in any outside business activities.

Additional Compensation

Mr. Brandt does not receive any performance based fees.

Supervision

Since Mr. Brandt is the sole owner of Capital City Wealth Management, Inc., he is solely responsible for all supervision and formulation and monitoring of investment advice offered to clients. He will adhere to the policies and procedures as described in the firm's Compliance Manual.

Requirements for State-Registered Advisors

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None