

WRAP FEE PROGRAM BROCHURE

(PART 2A APPENDIX OF FORM ADV)

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.. This disclosure brochure is limited to describing the Wrap Fee Program and other information that the client should consider prior to establishing an account in the Wrap Fee Program. 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 filing of this brochure on February 3, 2015 there have been no changes.

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Item 4: Services, Fees and Compensation

Firm Description

Capital City Wealth Management, Inc. (“CCWM”) is an investment advisor registered with the State of North Dakota. CCWM offers investment advice to clients through a wrap fee program (“Program”) based on the individual needs of the client. CCWM is the sponsor of the Program. Benjamin J. Brandt Sr. is the investment adviser representative of CCWM and responsible for management of the Program accounts. This disclosure brochure is limited to describing the Program and other information that the client should consider prior to establishing an account in the Program. For a complete description of other services offered by CCWM, clients should refer to CCWM’s Form ADV Part 2A.

Program Services

The Program offers clients an asset management account in which CCWM directs and manages Program assets for the client. The Program permits a client to authorize CCWM to purchase and sell on a discretionary basis mutual funds, ETFs, equities, fixed income securities, and options. CCWM will determine the securities and the amount of securities to be bought and sold and with the prior client approval execute the transactions.

CCWM obtains the necessary financial data from the client and assists the client in setting appropriate investment objectives for the Program account. CCWM obtains updated information from the client as necessary in order to provide personalized investment advice to the client.

Client will be required to enter into a written agreement with CCWM in order to establish a Program account. Client will also be required to complete an application with the broker/dealer that will act as custodian for Program account assets.

A Wrap Fee Program is an investment advisory program in which you pay one fee for both investment advisory services and the transaction costs in your account.

The Program is not based directly upon the actual transaction or execution costs for the transactions within your account. Depending on the underlying investments in your Program and how much trading activity occurs, you may pay more or less than if you chose another advisory program that does not have a wrap fee, or if you chose to pay separately for all of your transaction costs (e.g., pay the advisory fee plus all transaction charges). Your financial advisor will review your investment options with you to determine the best offering for you. You could purchase services similar to those offered in the Program from another unaffiliated financial services provider.

Program Fees

The annual investment advisory fee for the Program is as follows:

Assets Held at CCWM’s Custodian		
Assets Under Management	Annual Fee	Quarterly Fee
Under \$500,000	1.0%	.25%
\$500,0001 to \$1,000,000	.95%	.2375%
\$1,000,001 to \$2,000,000	.85%	.2125%
\$2,000,001 to \$3,000,000	.75%	.1875%
Over \$3,000,001	.65%	.1625%

The annual fee is negotiable, is based on the value of the assets in the account, including cash holdings, and is payable quarterly in advance. For purposes of calculating Annual Fees, the account quarter begins on the first day in which the assets arrived in the account. The initial annual fee is due at the beginning of the quarter following account opening and includes a prorated fee for the initial quarter. Subsequent annual fee payments are due and assessed at the beginning of each quarter based on the value of the assets under management as of the close of business on the last business day of the preceding quarter as valued by the custodian. All annual fees are deducted from the account by the custodian unless other arrangements have been made in writing. The annual fee is paid to and retained by CCWM and the advisory representatives.

In addition to the annual fee, client may also incur certain charges imposed by third parties in connection with investments made through Program accounts, including those imposed by the custodian. These may include, but are not limited to, the following: mutual fund or money market 12b-1 fees, sub-transfer agent fees, omnibus processing fees and networking fees, mutual fund or money market management fees and administrative expenses, mutual fund transaction fees, certain deferred sales charges on previously purchased mutual funds transferred into the account, variable annuity expenses, other transaction charges and service fees, IRA and qualified retirement plan fees, alternative investment administrative fees, administrative servicing fees for trust accounts, creation and development fees or similar fees imposed by unit investment trust sponsors, hedge fund investment management fees, managed futures investor servicing fees, participation fees from auction rate preferred securities, and other charges required by law. CCWM does not receive any portion of these fees. Further information regarding charges and fees assessed by a mutual fund or variable annuity are available in the appropriate prospectus.

Mutual funds may also charge a redemption fee if a redemption is made within a specific time period following the investment. The terms of any redemption fee are disclosed in the fund's prospectus. Transactions in mutual fund shares (e.g., for rebalancing, liquidations, deposits or tax harvesting) may be subject to a fund's frequent trading policy.

Client should be aware that margin borrowing involves additional risks. Margin borrowing will result in increased gain if the value of the securities in the account go up, but will result in increased losses if the account value decreases.

Item 5: Account Requirements and Types of Clients

Account Minimum

CCWM target account minimum is \$500,000. However, it 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.).

Types of Clients

CCWM offers investment advice primarily to individuals and high net worth individuals.

Item 6: Portfolio Manager Selection and Evaluation

Portfolio Manager

Benjamin J. Brandt Sr., President manages all Program accounts.

In general, all individuals that render investment advice on behalf of CCWM are required to have a college degree and/or five (5) years of equivalent industry experience. In addition, all advisory representatives must have obtained all required licenses or a professional designation.

CCWM requires that individuals have high standards or morals and ethics and be committed to providing quality investment advice. Additionally, advisory representatives will be required to obtain any required regulatory examinations.

Conflicts of Interest

CCWM may receive support services and/or products from Fidelity Investments, which assist CCWM to better monitor and service Program accounts maintained at Fidelity Investments. These support services and/or products may be received without cost, at a discount, and/or at another negotiated rate, and may include investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, consulting services, attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by CCWM in furtherance of its investment advisory business operations. Clients do not pay more for services as a result of this arrangement. There is no corresponding commitment made by the CCWM to Fidelity Investments or any other entity to invest any specific amount or percentage of client assets in any specific securities as a result of the arrangement.

CCWM and advisory representatives may receive additional non-cash compensation from product sponsors. Compensation may include such items as gifts valued at less than \$100 annually, an occasional dinner or ticket to a sporting event, or reimbursement in connection with educational meetings or marketing or advertising initiatives.

The Program may cost the client more or less than purchasing Program services separately. Factors that bear upon the cost of the Program account in relation to the cost of the same services purchased separately include: the type and size of the account, the historical and/or expected size or number of trades for the account, and the number and range of supplementary advisory and client related services provided to the account.

The annual fee is an ongoing fee for investment advisory services and may cost the client more than if the assets were held in a traditional brokerage account. In a brokerage account, a client is charged a commission for each transaction and the representative has no duty to provide ongoing advice with respect to the account. If the client plans to follow a buy and hold strategy for the account or does not wish to purchase ongoing investment advice or management services, the client should consider opening a brokerage account rather than a Program account.

CCWM receives compensation as a result of the client's participation in the Program. The amount of this compensation may be more or less than what CCWM would receive if the client participated in other programs or paid separately for investment advice, brokerage and other client services. Therefore, CCWM may have a financial incentive to recommend the Program account over other programs and services. CCWM acts as the portfolio manager for the Program and retains the management fee less execution costs. This may create a conflict of interest because CCWM may have a disincentive to trade securities in the account to keep the execution costs low therefore retaining a larger portion of the management fee.

Advisory Business

CCWM offers clients an asset management account through the Program in which the CCWM directs and manages Program assets for client.

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.

In establishing a Program account, client elects to appoint Fidelity Investments as the sole and exclusive broker/dealer and custodian with respect to processing securities transactions for the Program account. CCWM does not maintain custody of client assets.

Securities transactions for Program account are effected without commissions being charged to client. While CCWM makes every attempt to obtain the best execution possible, there is no assurance that it will be obtained. Clients should consider whether or not the appointment of Fidelity Investments as the sole broker/dealer and custodian may or may not result in certain costs or disadvantages to the client as a result of possibly less favorable executions. In considering whether or not to restrict the execution of transactions through Fidelity Investments, CCWM considered the capabilities of Fidelity Investments.

Although client will not be charged a transaction charge for transactions through Fidelity Investments, client should be aware that CCWM will be required to pay transaction charges to Fidelity Investments. The transaction charges borne by CCWM vary based on the type of transactions (e.g., mutual fund, equity or fixed income security) and for mutual funds based on whether or not the mutual fund pays 12b-1 fees and/or sub-transfer agent fees that are retained by the custodian in amounts sufficient to cover the majority of trading costs. Client should understand that the cost to CCWM of transaction charges may be a factor the CCWM considers when deciding which securities to select and whether or not to place transactions in a Program account.

No agency-cross transactions or principal transactions are effected by CCWM in Program accounts.

CCWM may aggregate transactions for a client with other clients to improve the quality of execution. When transactions are so aggregated, the actual prices applicable to the aggregated transactions will be averaged, and the client will be deemed to have purchased or sold its proportionate share of the securities involved at the average price obtained.

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 potential 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.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

CCWM primarily uses fundamental analysis along with asset allocation and the monitoring of trends happening with global monetary policies. 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.

When creating a financial plan, CCWM utilizes fundamental analysis to provide review of insurance policies for economic value and income replacement, to review mutual funds, exchange-traded funds and individual stocks. 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 from client documents such as insurance policies, trusts, and tax returns and client consultation, a detailed strategy is tailored to the client's specific situation.

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.

The process of asset allocation may include one or all of the following approaches:

STRATEGIC ASSET ALLOCATION - uses historical data (mean rates of return, standard deviations and covariances) in an attempt to understand how the asset has performed and is likely to perform over long periods of time. The goal is not to "beat" the market, but to establish a long-term investment strategy using a core mix of assets.

TACTICAL ASSET ALLOCATION - uses periodic assumptions regarding the performance and characteristics of the assets and/or the economy. This approach attempts to improve portfolio performance by making "mid-course" changes in the long-term strategy based on near-term expectations.

DYNAMIC ASSET ALLOCATION - involves changes in investor circumstances, which may lead to the modification of policies, objectives and/or risk tolerances. Resulting changes are intended to maintain equilibrium between the investor's policies and objectives and the asset allocation process.

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.

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.
- *Funding Risk*: The risk that, as a result of mismatches or delays in the timing of cash flows due from or to the client or counterparty in the transactions, the client or counterparty may not have adequate cash available to fund current obligations.
- *Operational Risk*: The risk of loss to the client arising from inadequacies in or failures of system and controls for, monitoring and quantifying the risks and contractual obligations associated the transactions, for recording and valuing the transactions, or for detecting human errors or systems failures.
- *Credit Risk*: The risk of loss of principal stemming from a borrower's failure to repay a loan or otherwise meet a contractual obligation.

Proxy Voting

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 7: Client Information Provided to Portfolio Managers

Description

CCWM obtains the necessary financial data from the client and assists the client in setting appropriate investment objectives for the Program account. CCWM obtains updated

information from the client as necessary in order to provide personalized investment advice to the client.

Client will be required to enter into a written agreement with CCWM in order to establish a Program account. Client will also be required to complete an application with the broker/dealer that will act as custodian for Program account assets.

Item 8: Client Contact with Portfolio Managers

Restrictions

There are no restrictions placed on clients' ability to contact and consult with the portfolio managers.

Item 9: Additional Information

Disciplinary Information

Criminal or Civil Actions

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

Administrative Enforcement Proceedings

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

Self Regulatory Organization Enforcement Proceedings

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

Broker-Dealer or Representative Registration

Neither CCWM nor any of its employees are affiliated with a broker-dealer.

Futures or Commodity Registration

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

Other Financial Industry Activities and Affiliations

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.

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 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, 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 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.

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.

Review of Accounts

Schedule for Periodic Review of Client Accounts and Advisory Persons Involved

Account reviews are performed at least quarterly depending on the nature of the account and client relationship. All reviews are conducted by Benjamin J. Brandt Sr., Managing Manager. Account reviews are performed more frequently when market conditions dictate.

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 provided through Morningstar. Clients are urged to compare reports with the statements issued by the custodian.

Client Referrals and Other Compensation

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

CCWM utilizes the services of custodial broker dealers. Economic benefits are received by CCWM which would not be received if CCWM did not give investment advice to clients. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving CCWM participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to CCWM by third party vendors.

As part of its fiduciary duties to clients, CCWM endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by CCWM or its related persons in and of itself creates a conflict of interest and may indirectly influence CCWM's choice of Fidelity Investments for custody and brokerage services.

Advisory Firm Payments for Client Referrals

CCWM does not compensate for client referrals.

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 10: Requirements for State-Registered Advisers

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 (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
-

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