Item 1: Cover Page

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March 20, 2025

Firm Brochure (Form ADV Part 2A)

This brochure provides information about the qualifications and business practices of O'Dell Capital Management. If you have any questions about the contents of this brochure, please contact us at the phone number listed above. 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 (e.g., "registered investment advisor") does not imply a certain level of skill or training.

Additional information about O'Dell Capital Management (CRD# 326354) also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Material Changes

Pursuant to Ohio State and SEC rules, O'Dell Capital Management will ensure that clients receive a summary of any material changes to this and subsequent disclosure brochures within 120 days after the Firm's fiscal year end, December 31. This means that if there were any material changes over the past year, clients will receive a summary of those changes no later than April 30. At that time, O'Dell Capital Management will also offer a copy of its most current disclosure brochure and may also provide other ongoing disclosure information about material changes as necessary. If there are no material changes over the past year, no notices will be sent.

Clients and prospective clients can always receive the most current disclosure brochure for O'Dell Capital Management at any time by contacting their investment advisor representative.

Since O'Dell Capital Management's last filing on January 26, 2024, no material changes have been made to this brochure.

Item 3: Table of Contents

Item 4: Advisory Business

Firm Description

O'Dell Capital Management ("OCM" or the "Firm") is an SEC-registered investment advisor. OCM was founded on February 10, 2009, and began operating as a Registered Investment Advisor in 2023.

The Principal Owner of OCM is Rick C. O'Dell, and Chief Compliance Officer of OCM is Denise Young.

Types of Advisory Services

OCM offers a large variety of services, including portfolio management, investment analysis and financial planning, retirement planning, and financial planning-focused estate planning for individuals and high net worth individuals. The Firm offers these services to clients or potential clients ("Clients" or "Client").

Investment Advisory Services

OCM specializes in quantitative, fundamental, technical, and economic analysis to determine what investments are in favor of OCM's investment models. OCM assesses clients 'current holdings and ensures alignment with both short- and long-term goals. The Firm performs ongoing reviews of investment performance and portfolio exposure to market conditions. Accordingly, the Firm is authorized to perform various functions without further approval from the client under a discretionary agreement, such as the determination of securities to be purchased or sold without prior permission from the client for each transaction. OCM also offers a non-discretionary arrangement, under which the same services are offered, but OCM must seek explicit approval from the client to purchase or sell securities. Any and all trades are made in the best interest of the client as part of OCM's fiduciary duty. However, risk is inherent to any investing strategy and model. Therefore, OCM does not guarantee any results or returns.

Prior to engaging OCM to provide any investment advisory services, OCM requires a written financial service agreement ("FSA") signed by the client prior to the engagement of any services. The FSA will outline services to which the client is entitled and fees the client will incur.

OCM maintains and utilizes six investment models to serve its clients' goals. Client assets will be placed in a particular model to be determined by a particular client's investment profile. The models to be utilized are as follows:

1. Lodestar Conservative
2. Lodestar Conservative Balanced
3. Lodestar Balanced
4. Lodestar Balanced Growth
5. Lodestar Growth
6. Lodestar Aggressive Growth

These models are listed in order from most to least conservative.

OCM is an asset-based fee investment management firm. The firm does not receive commissions for purchasing or selling stocks, bonds, mutual funds, real estate investment trusts, or other commissioned products for clients. The firm is not affiliated with entities that sell financial products or securities. No commissions in any form are accepted.

OCM does not act as a custodian of client assets. The client always maintains asset control. OCM places trades for clients under a limited power of attorney through qualified custodian/broker.

Retirement Plan Services:

OCM works with Plan Sponsors to provide investment advisory and consulting services plans per the terms and conditions of a Retirement Plan Consulting Agreement between OCM and the plan. Portfolio management clients paying management fees will receive these services free of charge. For such engagements, OCM assists Sponsors of retirement plans with the selection and/or monitoring of investment alternatives (generally open-end mutual funds) from which plan participants can choose in self-directing the investments for their individual plan retirement accounts. In addition, to the extent requested by the Plan Sponsor, OCM may also provide participant education designed to assist participants in identifying the appropriate investment strategy for their retirement plan accounts.

In engagements, OCM will serve as an investment adviser/fiduciary as those terms are defined under Sections 3(21) of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended.

Financial Planning & Consulting Services:

OCM offers standalone financial planning and consulting services for a negotiable fee. Portfolio management clients paying management fees will receive these services free of charge.

Financial Planning and Consulting services typically include investment and non-investment matters, business succession planning, estate planning, and family meetings.

To engage in financial planning and consulting services, clients enter into an engagement that sets the terms of the engagement, scope of services, and the negotiated fee. When requested by the client, OCM may recommend third parties to assist in implementation. The client retains discretion over implementation decisions and is free to accept or reject any recommendation of the Firm. It is the client’s responsibility to notify the Firm of changes to financial situations and objectives.

Services Tailored to Clients’ Needs

Services are provided based on a client’s specific needs within the scope of the services provided as discussed above. A review of the information provided by the client regarding the client’s current financial situation, goals, and risk tolerances will be performed and advice will be provided that is in line with available information.

OCM utilizes Goal Planning and Monitoring technology to assess client’s individual and unique objectives. The information gathered is used in recommending the appropriate investment model (allocation). Simulation software is used to guide towards the allocation with the highest probability of success. Clients may impose restrictions on investing in certain types of securities.

OCM manages six investment models under the Lodestar title (Lodestar Conservative, Lodestar Conservative Balanced, Lodestar Balanced, Lodestar Balanced Growth, Lodestar Growth and Lodestar Aggressive/All Equity), as discussed above. Each model contains mutual funds and/or ETFs to provide broad diversification in the areas of U.S. Stocks, International Stocks and U.S. Aggregate Bonds. OCM also manages an all equity, limited holdings model for clients who prefer individual stocks. This model (Lodestar Earnings and Profitability) focuses on 25-50 securities chosen for past earnings and profitability record.

Wrap Fee Program versus Portfolio Management Program

OCM does not offer a Wrap Fee Program.

Assets Under Management

As of December 31, 2024, Adviser has the following assets under management:

Discretionary assets:	$150,779,453
Non-discretionary assets:	$0

Item 5: Fees and Compensation

Fees and other charges

Individually Managed Accounts:
Fees for individually managed accounts are tier priced as follows:

Account Size	*Fee (Annual percentage) **
Under $250,000	1.50%
250,000 to 749,000	1.35%
750,000 to 999,999	1.20%
1 million to 5 million	1.00%
Over 5 million	0.75%

***Fees are negotiable based on account size and complexity.**

OCM offers investment and wealth management services for an annual fee based on the amount of assets under the Firm's management. This management fee varies between 75 and 150 basis points (0.75% – 1.50%), based upon the size and complexity of a Client's account, as well as the specific services such a client will utilize. OCM may, in its sole discretion, negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing/legacy client relationship, account retention and pro bono activities.

All asset-based fees are deducted by the qualified custodian of record <u>on a quarterly basis in advance</u>, or as otherwise indicated in the client agreement. Client statements for prior deductions will be provided on a quarterly basis.

All fees paid to OCM for investment advisory services are separate and distinct from the expenses charged by third-party managers and Investment Companies to their shareholders. These fees and expenses are described to the client in separate disclosures. These fees will generally include third-party management fees, an Investment Company management fee, other fund expenses, and in some situations a possible distribution fee.

Adviser will provide investment advisory services and portfolio management services but will not provide custodial or other administrative services. At no time will OCM accept or maintain custody of a client's funds or securities except for authorized fee deduction. The Client may contact the Custodian directly for disbursements, or account record changes, and may also do so in writing to the custodian. OCM may act at the client's convenience to facilitate such written communications to the Custodian, provided that such action is not construed to be custody of client assets.

Client is responsible for all custodial and securities execution fees charged by the custodian and executing broker-dealer. Fees paid to OCM are separate and distinct from the custodian and execution fees.

Clients may request to terminate their advisory contract with OCM, in whole or in part, by providing advance written notice. Upon termination, any fees paid in advance will be prorated to the date of termination and any excess will be refunded to Client through the Custodian. Client's advisory agreement with the Advisor is non-transferable without Client's written approval.

Defined Contribution Plan Asset Management Fees

Group self-directed, advisor discretionary, or trustee directed 401(k), 403(b), and/or other multi participant Qualified plans (when asset-based fees are elected by a plan sponsor in connection with open-architecture qualified plans) are billed quarterly in arrears and are negotiated with the Plan Sponsor.

Fee deductions are made from 401(k) and 403(b) by the Plan Administrator/Record Keeper on behalf of the Plan Sponsor according to the terms of the contract for services with the advisor and paid to the advisor by the Plan Administrator or Record Keeper.

Fee Deduction Disclosure

Where OCM deducts its management fee from client accounts utilizing a qualified custodian, the Firm is required to meet the following requirements.

a. Possess written authorization from the client to deduct advisory fees from an account held by a qualified custodian;

b. The firm must send the qualified custodian a written invoice detailing the fee amount to be deducted from the client account; and,

c. The firm must have a reasonable basis, after due inquiry, for believing that the qualified custodian sends an account statement, at least quarterly, to each of your clients for which it maintains funds or securities, identifying the amount of funds and of each security in the account at the end of the period and setting forth all transactions in the account during that period.

Fixed Fees

Fixed fees are commensurate with asset-based fees and may be negotiated for investment services including financial planning, retirement planning, and estate planning. These are established as fixed fees where the intent of the client is that fees are not variable automatically with changes in asset values on a quarterly basis. Fixed fee arrangements under the client agreement are for a period of one year, and then convert automatically to asset-based fees unless a new fixed fee agreement is established. Fixed fees are deducted and invoiced in the same fashion as asset-based fees for investment services.

All fixed fees for services offered by the firm will be determined in advance based on the agreement between the client and the firm and based on the information provided by the client at that time. These fees generally range from $250 - $500 per project when charged for financial planning. Once a financial plan has been delivered, clients are offered one hour of consultation regarding the plan. Additional consultation is offered at the rate of $100-$250 per hour.

Fixed fees paid in advance will be prorated to the date of termination and the excess refunded to the client by check as soon as practicable. Where the firm may request a fee in advance, the amount paid in advance will not be more than $1,200 per client and 6 months in advance. The remaining fixed fees will be paid after services are performed.

Right of Cancellation

In addition to the right to terminate an agreement pursuant to its terms, a client may cancel an agreement with Adviser within five (5) business days of first receiving a copy of this disclosure brochure and supplement without penalty or fee.

Additional Fees

Clients may incur certain fees or charges imposed by third-parties other than OCM in connection with investments or recommendations made by the Firm. We do not receive any portion of these fees. These fees and charges are separate and distinct from the fees or charges stated above and may include, but not be limited to: brokerage and transactions fees, mutual fund 12b-1 fees, certain deferred sales charges on previously purchased mutual funds transferred into the account, other transaction related fees, IRA and Qualified Retirement Plan fees, interest charged on margin borrowing, bank service fees, interest charged on debit balanced, “spreads” imposed by brokers and dealers representing implicit transaction costs, commissions and transfer taxes. Information regarding fees or charges assessed by any mutual funds held in client accounts is available in the appropriate prospectus. The firm is not responsible for, and does not receive any portion of, the fees imposed by such third parties. Please note, such fees will differ from client to client based on their own unique situation and selection of products and services.

Billing Methods

Adviser's Investment management fees are payable quarterly in advance, based on balance of the account on the last day of the previous quarter with adjustments for additional deposits and withdrawals of funds if any made in a quarter already billed, which will be billed in arrears at the beginning of the next quarter for the additional cash flow. Upon termination, any fees paid in advance will be prorated to the date of termination and any excess will be refunded to client by check issued to the customer as soon as practicable.

Neither OCM nor its supervised persons accept any commissions or compensation for the sale of investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

O'Dell Capital Management does not charge or accept performance-based fees.

Item 7: Types of Clients

O'Dell Capital Management provides investment advice to many different types of clients. These clients generally include individuals, trusts, estates, corporations, and other types of business entities.

Minimum Account Size

Adviser has a minimum investment account balance of $250,000.

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

A. Methods of Analysis

The Firm may use the following methods when considering investment strategies and recommendations.

Charting Review

Charting is a technical analysis that charts the patterns of stocks, bonds, and commodities to help determine buy and sell recommendations for clients. It is a way of gathering and processing price and volume information in a security by applying mathematical equations and plotting the resulting data onto graphs in order to predict future price movements. A graphical historical record assists the analyst in spotting the effect of key events on a security's price, its performance over a period of time, and whether it is trading near its high, near its low or in between. Chartists believe that recurring patterns of trading, commonly referred to as indicators, can help them forecast future price movements.

Fundamental Review

A fundamental analysis is a method of evaluating a company or security by attempting to measure its intrinsic value. Fundamental analysis attempts to determine the true value of a company or security by looking at all aspects of the company or security, including both tangible factors (e.g., machinery, buildings, land, etc.) and intangible factors (e.g., patents, trademarks, "brand" names, etc.). Fundamental analysis also involves examining related economic factors (e.g., overall economy and industry conditions, etc.), financial factors (e.g., company debt, interest rates, management salaries and bonuses, etc.), qualitative factors (e.g., management expertise, industry cycles, labor relations, etc.), and quantitative factors (e.g., debt-to-equity and price-to-equity ratios).

The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price with the aim of determining what sort of position to take with that security (e.g., if underpriced, the security should be bought; if overpriced the security should sold). Fundamental analysis uses real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for many types of securities.

Technical Review

A technical analysis is a method of evaluating securities that analyzes statistics generated by market activity, such as past prices and volume. Technical analysis does not attempt to measure a security's intrinsic value, but instead uses past market data and statistical tools to identify patterns that can suggest future activity. Historical performance of securities and the markets can indicate future performance.

Cyclical Review

A cyclical analysis assumes the market reacts in reoccurring patterns that can be identified and leveraged to provide performance. Cyclical analysis of economic cycles is used to determine how these reoccurring patterns, or cycles, affect the returns of a given investment, asset, or company. Cyclical analysis is a time-based assessment which incorporates past and present performance to determine future value. Cyclical analyses exist because the broad economy has been shown to move in cycles, from periods of peak performance to periods of low performance. The risks of this strategy are two-fold: (1) the markets do not always repeat cyclical patterns; and (2) if too many investors begin to implement this strategy, it changes the very cycles of which they are trying to take advantage.

Economic Review

An economic analysis determines the economic environment over a certain time horizon. This involves following and updating historic economic data such as U.S. gross domestic product and consumer price index as well as monitoring key economic drivers such as employment, inflation, and money supply for the world's major economies.

B. Investment Strategies

When implementing investment advice to clients, the Firm may employ a variety of strategies to best pursue the objects of clients. Depending on market trends and conditions, OCM will employee any technique or strategy herein described, at the Firm's discretion and in the best interests of the client. The Firm does not recommend any particular security or type of security. Instead, the Firm makes recommendations to meet a particular client's financial objectives. There is inherent risk to any investment and clients may suffer loss of ALL OR PART of a principal investment.

Long-Term Purchases

Long-term purchases are securities that are purchased with the expectation that the value of those securities will grow over a relatively long period, generally greater than one year. Long-term purchases may be affected by unforeseen changes in the company in which a client is invested or in the overall market. Long-term trading is designed to capture market rates of both return and risk. Frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes. Due to its nature, the long-term strategy can expose clients to various other types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include, but are not limited to, inflation (purchasing power) risk, interest rate risk, economic risk, and political/regulatory risk.

Short-Term Purchases

Short-term purchases are securities that are purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations. Short-term trading generally holds greater risk. Frequent trading can affect investment performance due to increased brokerage fees and other transaction costs and taxes.

Strategic Asset Allocation

Asset allocation is a combination of several different types of investments; typically, this includes stocks, bonds, and cash equivalents among various asset classes to achieve diversification. The objective of asset allocation is to manage risk and market exposure while still positioning a portfolio to meet financial objectives.

C. Risk of Loss

Investing inherently involves risk up to and including loss of the principal sum. Further, past performance of any security is not necessarily indicative of future results. Therefore, future performance of any specific investment or investment strategy based on past performance should not be assumed as a guarantee. OCM does not provide any representation or guarantee that the financial goals of clients will be achieved.

The potential return or gain and potential risk or loss of an investment varies, generally speaking, with the type of product invested in. Below is an overview of the types of products available on the market and the associated risks of each:

General Risks. Investing in securities always involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives can or will be met. Past performance is in no way an indication of future performance. We also cannot assure that third parties will satisfy their obligations in a timely manner or perform as expected or marketed.

General Market Risk. Investment returns will fluctuate based upon changes in the value of the portfolio securities. Certain securities held may be worth less than the price originally paid for them, or less than they were worth at an earlier time.

Common Stocks. Investments in common stocks, both directly and indirectly through investment in shares of ETFs, may fluctuate in value in response to many factors, including, but not limited to, the activities of the individual companies, general market and economic conditions, interest rates, and specific industry changes. Such price fluctuations subject certain strategies to potential losses. During temporary or extended bear markets, the value of common stocks will decline, which could also result in losses for each strategy.

Portfolio Turnover Risk. High rates of portfolio turnover could lower the performance of an investment strategy due to increased costs and may result in the realization of capital gains. If an investment strategy realizes capital gains when it sells its portfolio investments, it will increase taxable distributions to you. High rates of portfolio turnover in a given year would likely result in short-term capital gains and under current tax law you would be taxed on short-term capital gains at ordinary income tax rates, if held in a taxable account.

Non-Diversified Strategy Risk. Some investment strategies may be non-diversified (e.g., investing a greater percentage of portfolio assets in a particular issuer and owning fewer securities than a diversified strategy). Accordingly, each such strategy is subject to the risk that a large loss in an individual issuer will cause a greater loss than it would if the strategy held a larger number of securities or smaller positions sizes.

Model Risk. Financial and economic data series are subject to regime shifts, meaning past information may lack value under future market conditions. Models are based upon assumptions that may prove invalid or incorrect under many market environments. We may use certain model outputs to help identify market opportunities and/or to make certain asset allocation decisions.
There is no guarantee any model will work under all market conditions. For this reason, we include model related results as part of our investment decision process, but we often weigh professional judgment more heavily in making trades or asset allocations.

ETF Risks, including Net Asset Valuations and Tracking Error. An ETF's performance may not exactly match the performance of the index or market benchmark that the ETF is designed to track because 1) the ETF will incur expenses and transaction costs not incurred by any applicable index or market benchmark; 2) certain securities comprising the index or market benchmark tracked by the ETF may, from time to time, temporarily be unavailable; and 3) supply and demand in the market for either the ETF and/or for the securities held by the ETF may cause the ETF shares to trade at a premium or discount to the actual net asset value of the securities owned by the ETF. Certain ETF strategies may from time to time include the purchase of fixed income, commodities, foreign securities, American Depository

Receipts, or other securities for which expenses and commission rates could be higher than normally charged for exchange-traded equity securities, and for which market quotations or valuation may be limited or inaccurate.

Clients should be aware that to the extent they invest in ETF securities they will pay two levels of advisory compensation – advisory fees charged by OCM plus any advisory fees charged by the issuer of the ETF. This scenario may cause a higher advisory cost (and potentially lower investment returns) than if a Client purchased the ETF directly. An ETF typically includes embedded expenses that may reduce the ETF's net asset value, and therefore directly affect the ETF's performance and indirectly affect a Client's portfolio performance or an index benchmark comparison. Expenses of the ETF may include investment advisor management fees, custodian fees, brokerage commissions, and legal and accounting fees. ETF expenses may change from time to time at the sole discretion of the ETF issuer. ETF tracking error and expenses may vary.

<u>Inflation, Currency, and Interest Rate Risks.</u> Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of an investor's future interest payments and principal. Inflation also generally leads to higher interest rates, which in turn may cause the value of many types of fixed income investments to decline. In addition, the relative value of the U.S. dollar-denominated assets primarily managed by OCM may be affected by the risk that currency devaluations affect Client purchasing power.

<u>Liquidity Risk.</u> Liquidity is the ability to readily convert an investment into cash to prevent a loss, realize an anticipated profit, or otherwise transfer funds out of the particular investment. Generally, investments are more liquid if the investment has an established market of purchasers and sellers, such as a stock or bond listed on a national securities exchange. Conversely, investments that do not have an established market of purchasers and sellers may be considered illiquid. Your investment in illiquid investments may be for an indefinite time, because of the lack of purchasers willing to convert your investment to cash or other assets.

<u>Legislative and Tax Risk.</u> Performance may directly or indirectly be affected by government legislation or regulation, which may include, but is not limited to: changes in investment advisor or securities trading regulation; change in the U.S. government's guarantee of ultimate payment of principal and interest on certain government securities; and changes in the tax code that could affect interest income, income characterization and/or tax reporting obligations, particularly for options, swaps, master limited partnerships, Real Estate Investment Trust, Exchange Traded Products/Funds/Securities. We do not engage in tax planning, and in certain circumstances a Client may incur taxable income on their investments without a cash distribution to pay the tax due. Clients and their personal tax advisors are responsible for how the transactions in their account are reported to the IRS or any other taxing authority.

<u>Foreign Investing and Emerging Markets Risk.</u> Foreign investing involves risks not typically associated with U.S. investments, and the risks maybe exacerbated further in emerging market countries. These risks may include, among others, adverse fluctuations in foreign currency values, as well as adverse political, social, and economic developments affecting one or more foreign countries.

In addition, foreign investing may involve less publicly available information and more volatile or less liquid securities markets, particularly in markets that trade a small number of securities, have unstable governments, or involve limited industry. Investments in foreign countries could be affected by factors not present in the U.S., such as restrictions on receiving the investment proceeds from a foreign country, foreign tax laws or tax withholding requirements, unique trade clearance or settlement procedures, and potential difficulties in enforcing contractual obligations or other legal rules that jeopardize shareholder protection. Foreign accounting may be less transparent than U.S. accounting practices and foreign regulation may be inadequate or irregular.

Information Security Risk. We may be susceptible to risks to the confidentiality and security of its operations and proprietary and customer information. Information risks, including theft or corruption of electronically stored data, denial of service attacks on our website or websites of our third-party service providers, and the unauthorized release of confidential information are a few of the more common risks faced by us and other investment advisers. Data security breaches of our electronic data infrastructure could have the effect of disrupting our operations and compromising our customers' confidential and personally identifiable information. Such breaches could result in an inability of us to conduct business, potential losses, including identity theft and theft of investment funds from customers, and other adverse consequences to customers. We have taken and will continue to take steps to detect and limit the risks associated with these threats.

Tax Risks. Tax laws and regulations applicable to an account with OCM may be subject to change and unanticipated tax liabilities may be incurred by an investor as a result of such changes. In addition, customers may experience adverse tax consequences from the early assignment of options purchased for a customer's account. Customers should consult their own tax advisers and counsel to determine the potential tax-related consequences of investing.

Advisory Risk. There is no guarantee that our judgment or investment decisions on behalf of particular any account will necessarily produce the intended results. Our judgment may prove to be incorrect, and an account might not achieve her investment objectives. In addition, it is possible that we may experience computer equipment failure, loss of internet access, viruses, or other events that may impair access to accounts' custodians' software. OCM and its representatives are not responsible to any account for losses unless caused by OCM breaching our fiduciary duty.

Dependence on Key Employees. An accounts success depends, in part, upon the ability of our key professionals to achieve the targeted investment goals. The loss of any of these key personnel could adversely impacts the ability to achieve such investment goals and objectives of the account.

C. If the firm recommends primarily a particular type of security, explain the material risks involved. If the type of security involves significant or unusual risks, discuss these risks in detail.

OCM does not primarily recommend a particular type of security.

Item 9: Disciplinary Information

Registered investment advisers are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of the advisory business or integrity of the Firm's management.

O’Dell Capital Management has no disciplinary disclosures. Rick O’Dell, the owner and operator of O’Dell Capital Management, has no disciplinary disclosures.

Item 10: Other Financial Industry Activities and Affiliations

Registration as a Broker/Dealer or Broker/Dealer Representative

OCM is not registered and does not have an application pending to register, as a broker dealer and its management persons are not registered as broker/dealer representative.

Registration as a Futures Commission merchant, Commodity Pool Operator

OCM and its management persons are not registered and do not have application pending to register, as a futures commission merchant, commodity pool operator/advisor.

Relationships Material to this Advisory Business and Possible Conflicts of Interest

Certain representatives of OCM are also licensed insurance agents. From time to time, they will offer clients advice or products from those activities. Clients should be aware that these services pay a commission and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser. OCM always acts in the best interest of the client; including the sale of commissionable products to advisory clients. Clients always have the right to decide whether or not to utilize the services of any representative of OCM in such individual’s outside capacities.

Selection of other Advisors

OCM does not recommend or select other investment advisers for its clients.

Item 11: Code of Ethics, Conflicts of Interest, and Personal Trading

A. Fiduciary Status

According to federal law, an investment advisor is considered a fiduciary. As a fiduciary, it is an investment advisor’s responsibility to provide fair and full disclosure of all material facts. In addition, an investment advisor has a duty of utmost good faith to act solely in the best interest of each of its clients. OCM and its representatives have a fiduciary duty to all clients.

OCM and its representatives ’fiduciary duty to clients is considered the core underlying principle for OCM’s Code of Ethics and represents the expected basis for all representatives’ dealings with clients. OCM has the responsibility to ensure that the interests of clients are placed ahead of it or its representatives’ own investment interest. All representatives will conduct business in an honest, ethical, and fair manner. All representatives will always comply with all federal and state securities laws. Full disclosure of all material facts and potential conflicts of interest will be provided to clients prior to services being conducted. All representatives have a responsibility to avoid circumstances that might negatively affect or appear to affect the representatives 'duty of complete loyalty to their clients.

OCM and/or its investment advisory representatives may from time-to-time purchase or sell products or investments that they may recommend to clients. OCM has adopted 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 OCM deemed to be an Access Person and is intended to ensure that securities transactions effected by Access Persons of OCM are conducted in a manner that avoids any actual or potential conflict of interest between such persons and clients of the adviser or its affiliates.

Adviser collects and maintains records of securities holdings and securities transactions effected by Access Persons. These records are reviewed to identify and resolve potential conflicts of interest. OCM's Code of Ethics is available upon request.

Item 12: Brokerage Practices

A. Selection and Recommendation

OCM has an established relationship with a broker-dealer/custodian that the Firm will recommend to clients for custody or client transactions. OCM suggests this broker-dealer/custodian be used based on execution and custodial services offered, cost, quality of service and industry reputation. OCM has also considered factors such as commission price, speed and quality of execution, client management tools, and convenience of access for both the Firm and client in making its suggestion.

As an investment adviser, OCM has a fiduciary duty to seek the 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.

OCM utilizes a custodian that it believes offers a competitive price based upon the custodian's market access, the transaction confirmation and account statement practices, the execution, clearance and settlement capabilities, and the reasonableness of the commission or its equivalent for the specific transaction. The Firm will monitor the services offered by the custodian and make any changes, as appropriate.

It is the policy of the Firm to seek best execution in all portfolio trading activities for all investment disciplines and products, regardless of whether commissions are charged. This applies to trading in any instrument, security, or contract including equities, bonds, and forward or derivative contracts.

The standards and procedures governing best execution are set forth in several written policies. Generally, to achieve best execution, OCM considers the following factors, without limitation, in selecting brokers and intermediaries:

- Execution capability;
- Order size and market depth;
- Availability of competing markets and liquidity;
- Trading characteristics of the security;
- Availability of accurate information comparing markets;
- Quantity and quality of research received from the broker dealer;
- Financial responsibility of the broker-dealer;
- Confidentiality;
- Reputation and integrity;
- Responsiveness;
- Recordkeeping;
- Ability and willingness to commit capital;
- Available technology; and
- Ability to address current market conditions.

OCM evaluates the execution, performance, and risk profile of the broker-dealers it uses at least quarterly.

B. Research and Other Soft Dollar Benefits

Soft dollar practices are arrangements whereby an investment adviser directs transactions to a broker-dealer in exchange for certain products and services that are allowable under SEC rules. Client commissions may be used to pay for brokerage and research services and products as long as they are eligible under Section 28(e) of the Exchange Act of 1934. Section 28(e) sets forth a “safe harbor,” which provides that an investment adviser that has discretion over a client account is not in breach of its fiduciary duty when paying more than the lowest commission rate available if the adviser determines in good faith that the rate paid is commensurate with the value of brokerage and research services provided by the broker-dealer.

OCM does not currently have any soft dollar benefit arrangements.

C. Brokerage for Client Referrals

OCM does not receive client referrals from third parties recommending the use of specific broker-dealer brokerage services.

D. Directed Brokerage

OCM does not allow client directed brokerage.

E. Order Aggregation

OCM 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 Adviser's investment advisory 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 on 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. OCM 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.

F. Trade Error Policy

OCM maintains a record of any trading errors that occur in connection with investment activities of its clients. Both gains and losses that result from a trading error made by OCM will be borne or realized by OCM.

Item 13: Review of Accounts

A. Periodic Reviews

The Firm regularly reviews and evaluates client accounts for compliance with each client's investment objectives, policies, and restrictions. The Firm analyzes rates of return and allocation of assets to determine model strategy effectiveness. Such reviews are conducted by the Chief Compliance Officer of OCM and shall occur at least once per calendar year.

B. Intermittent Review Factors

Intermittent reviews may be triggered by substantial market fluctuation, economic or political events, or changes in the Client's financial status (such as retirement, termination of employment, relocation, inheritance, etc.). Clients are advised to notify OCM promptly if there are any material changes in their financial situation, investment objectives, or in the event they wish to place restrictions on their account.

C. Reports

Clients may receive confirmations of purchases and sales in their accounts and will receive, at least quarterly, statements containing account information such as account value, transactions, and other relevant information. Confirmations and statements are prepared and delivered by the custodian.

D. Financial Plans

All financial planning accounts are reviewed upon financial plan creation and plan delivery by Rick O'Dell. There are multiple levels of review for each financial plan. Each financial planning client will receive the financial plan upon completion.

Item 14: Client Referrals and Other Compensation

Client Referrals

OCM will not receive any economic benefit from another person or entity for soliciting or referring clients.

Other Compensation

OCM does not pay another person or entity for referring or soliciting clients for OCM.

Item 15: Custody

Custody means holding, directly or indirectly, client funds or securities or having any authority to obtain possession of them. OCM does not have direct custody of any client funds and/or securities. OCM generally will not maintain physical possession of client funds and securities. Instead, clients' funds and securities are held by a qualified custodian.

While OCM does not have physical custody of client funds or securities, payments of fees may be paid by the custodian from the custodial brokerage account that holds client funds pursuant to the client's account application.

In certain jurisdictions, the ability of OCM to withdraw its management fees from the client's account may be deemed custody. Prior to permitting direct debit of fees, each client provides written authorization permitting fees to be paid directly from the custodian.

As part of the billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period. The custodian does not calculate the amount of the fee to be deducted and does not verify the accuracy of OCM's advisory calculation. Therefore, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation. Clients should contact OCM directly if they believe that there may be an error in their statement.

Item 16: Investment Discretion

OCM may exercise full discretionary authority to supervise and direct the investments of a client's account. This authority will be granted by clients upon completion of OCM's FSA. This authority allows OCM and its affiliates to implement investment decisions without prior consultation with the client. Such investment decisions are made in the client's best interest and in accordance with the client's investment objectives. Other than agreed upon management fees due to OCM, this discretionary authority does not grant the Firm the authority to have custody of any assets in the client's account or to direct the delivery of any securities or the payment of any funds held in the account to OCM. The discretionary authority granted by the client to the Firm does not allow OCM to direct the disposition of such securities or funds to anyone except the account holder.

Item 17: Voting Client Securities

OCM does not perform proxy voting services on the client's behalf. Clients are encouraged to read through the information provided with the proxy voting documents and to make a determination based on the information provided. Upon the client's request, OCM's representatives may provide limited clarifications of the issues presented in the proxy voting materials based on his or her understanding of issues presented in the proxy voting materials. However, clients have the ultimate responsibility for making all proxy voting decisions.

Item 18: Financial Information

A. Balance Sheet Requirement

OCM is not the qualified custodian for client funds or securities and does not require prepayment of fees of more than $1200 per client, six (6) months or more in advance.

B. Financial Condition

OCM does not have any financial impairment that would preclude the Firm from meeting contractual commitments to clients.

C. Bankruptcy Petition

OCM has not been the subject of a bankruptcy petition at any time during the last 10 years.