

**FORM ADV PART 2A  
DISCLOSURE BROCHURE**

**Charles Capital, LLC dba  
Charles Capital**

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This brochure provides information about the qualifications and business practices of Charles Capital LLC. 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 314-550-7340. 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 Charles Capital LLC (CRD #313224) is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)

**APRIL 1, 2021**

## **Item 2: Material Changes**

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### **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.

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### **Material Changes since the Last Update**

Initial Filing.

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### **Full Brochure Available**

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

## Item 3: Table of Contents

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## **Item 4: Advisory Business**

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### **Firm Description**

Charles Capital LLC dba Charles Capital (“Charles Capital”) was founded in 2020 and became registered to offer investment advisory services in 2021. Charles Stiegemeier is 100% owner.

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### **Types of Advisory Services**

#### ASSET MANAGEMENT

Charles Capital offers discretionary and non-discretionary asset management services to advisory Clients. Charles Capital will offer Clients ongoing asset management services through determining individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, asset allocation, portfolio monitoring and the overall investment program will be based on the above factors.

#### Discretionary

When the Client provides Charles Capital discretionary authority the Client will sign a limited trading authorization or equivalent. Charles Capital will have the authority to execute transactions in the account without seeking Client approval on each transaction.

#### Non-Discretionary

When the Client elects to use Charles Capital on a non-discretionary basis, Charles Capital will determine the securities to be bought or sold and the amount of the securities to be bought or sold. However, Charles Capital will obtain prior Client approval on each and every transaction before executing any transaction.

#### ASSETS HELD AWAY

Charles Capital will work with individuals on determining their individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, and asset allocation are based on the above factors. The accounts will be monitored on a quarterly basis. In some instances where Charles Capital does not have the ability to execute trades, it will provide recommendations to the client on a quarterly basis, but implementation will be at the sole discretion of the client. The client will select who will be executing the trades on the advisory agreement.

#### SUBSCRIPTION/NEWSLETTERS

Charles Capital offers newsletters with trade signals via a subscription-based newsletter. These newsletters are only offered to Registered Investment Advisor firms and Investment Advisor Representatives.

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### **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 objectives. Clients may impose restrictions on investing in certain securities or types of securities. Agreements may not be assigned without written Client consent.

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### **Wrap Fee Programs**

Charles Capital does not sponsor any wrap fee programs.

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**Client Assets under Management**

As this is the initial filing of this brochure, Charles Capital has no Client assets under management.

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**Item 5: Fees and Compensation**

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**Method of Compensation and Fee Schedule****ASSET MANAGEMENT**

Charles Capital offers direct asset management services to advisory Clients. Charles Capital charges an annual investment advisory fee based on the total assets under management of 2%.

The annual fee is negotiable 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.).

Fees are billed quarterly in arrears based on the amount of assets managed as of the close of business on the last business day of the previous quarter. Lower fees for comparable services may be available from other sources. Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement with no obligation and without penalty. After five (5) business days, the Client may cancel by providing written notice to Charles Capital and Charles Capital may terminate advisory services with thirty (30) days written notice to the Client. For accounts opened or closed mid-billing period, fees will be prorated based on the days services are provided during the given period. All unpaid earned fees will be due to Charles Capital within 15 days of quarter end. Client shall be given thirty (30) days prior written notice of any increase in fees. Any increase in fees will be acknowledged in writing by both parties before any increase in said fees occurs.

In computing the market value of any investment of the Account, each security listed on any national securities exchange or otherwise subject to current last-sale reporting shall be valued at the last sale price on the valuation date. However, for assets such as alternative investments where a fee is charged and the custodian does not price the security, the asset may be priced by the provider of the asset according to their pricing policy or may also involve independent pricing services for assets that are priced in that manner. Charles Capital itself, does not price any investment or security for which it charges a management fee or that is included in the portfolio return.

The investment advisory fee is billed directly to the Custodian, with an informational copy of the invoice to Client. The Custodian deducts the fee for the Account upon receipt of the invoice, or shortly thereafter. Charles Capital will not be compensated based on the basis of a share of capital gains or capital appreciation of the assets in the Account.

**ASSETS HELD AWAY**

Fees for these services will be based on a percentage of Assets Under Management. The annual fee will be 2%. The annual fee is negotiable 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.). Fees will be paid in arrears every quarter. Client will be provided an invoice at the commencement of services payable within ten (10) days of receipt. Clients may choose to pay Charles Capital directly or have the amount deducted from another account managed by Charles Capital. Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement with no obligation and without penalty. If the Client cancels after five (5) business days, any unearned fees will be refunded to the Client, or any unpaid earned fees will be due to Charles Capital.

#### SUBSCRIPTION/NEWSLETTER

Charles Capital charges a monthly fee of \$250.00 or an annual fee of \$3,000.00. The subscription/newsletter fee is paid on a monthly or annual basis in arrears to Charles Capital directly via a Client invoice. The Client will elect the billing frequency on the Client Agreement. At its discretion, Charles Capital may negotiate or waive the subscription fee. The Client may cancel within five (5) business days of signing the agreement with no obligation and without penalty. If not cancelled within five (5) business days, the subscription will be set to automatically renew, month over month or year over year depending on the billing mode selected on the agreement, unless terminated by Charles Capital with thirty (30) days written notice or by the Client at any time with written notice to Charles Capital.

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#### **Client Payment of Fees**

Fees for asset management services are deducted from a designated Client account to facilitate billing or they may pay Charles Capital directly. The Client must consent in advance to direct debiting of their investment account.

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#### **Additional Client Fees Charged**

Custodians may charge brokerage commissions, transaction fees, and other related costs on the purchases or sales of mutual funds, equities, bonds, options and exchange-traded funds. Mutual funds, money market funds and exchange-traded funds also charge internal management fees, which are disclosed in the fund's prospectus. Charles Capital does not receive any compensation from these fees. All of these fees are in addition to the management fee you pay to Charles Capital. For more details on the brokerage practices, see Item 12 of this brochure.

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#### **Prepayment of Client Fees**

Charles Capital does not require any prepayment of fees.

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#### **External Compensation for the Sale of Securities to Clients**

Charles Capital does not receive any external compensation for the sale of securities to Clients, nor do any of the investment advisor representatives of Charles Capital.

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### **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.



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

## **Item 7: Types of Clients**

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### **Description**

Charles Capital generally provides investment advice to individuals and high net worth individuals.

Client relationships vary in scope and length of service.

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### **Account Minimums**

Charles Capital requires a minimum of \$50,000 to open an account. In certain instances, the minimum account size may be lowered or waived.

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

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### **Methods of Analysis**

Security analysis methods may include factor investing and quantitative analysis. Investing in securities involves risk of loss that Clients should be prepared to bear. Past performance is not a guarantee of future returns.

Factor investing is an investment approach that involves targeting quantifiable firm characteristics or “factors” that can explain differences in stock returns. Over the last fifty years, academic research has identified hundreds of factors that impact stock returns. A factor is a characteristic inherent in groups of financial assets which explain why these investments have different risk and return metrics from the market. The main factor used in creating models for clients can be momentum but additional ones may include value and size.

Quantitative analysis (QA) is a technique that seeks to understand behavior by using mathematical and statistical modeling, measurement, and research. Quantitative analysts aim to represent a given reality in terms of a numerical value. Quantitative investment strategies, which are guided by sets of rules, attempt to identify market abnormalities or opportunities with the goal to improve returns, control risk, or diversify the portfolio.

QA is employed for several reasons, including measurement, performance evaluation or valuation of a financial instrument, and predicting real-world events, such as changes in a country's gross domestic product (GDP). QA is a technique that seeks to understand behavior by using mathematical and statistical modeling, measurement, and research.

QA is used to analyze investment opportunities, such as when to purchase or sell securities. Quantitative analysis ranges from the examination of simple statistical data (e.g., price history or revenue) to complex calculations (e.g., market timing models or discounted cash flow).

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

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## **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 by providing written notice to Charles Capital. Each Client executes a Client profile form or similar form that documents their objectives and their desired investment strategy.

Other strategies may include long-term purchases, short-term purchases, trading, and margin.

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## **Security Specific Material Risks**

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with Charles Capital:

- *Market Risk:* The prices of securities in which clients invest may decline in response to certain events taking place around the world, including those directly involving the companies whose securities are owned by a fund; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and currency, interest rate and commodity price fluctuations. Investors should have a long-term perspective and be able to tolerate potentially sharp declines in market value.
- *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.
- *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.
- *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.
- *Management Risk:* The advisor's investment approach may fail to produce the intended results. If the advisor's assumptions regarding the performance of a specific asset class or fund are not realized in the expected time frame, the overall performance of the client's portfolio may suffer.
- *Equity Risk:* Equity securities tend to be more volatile than other investment choices. The value of an individual mutual fund or ETF can be more volatile than the market as a whole. This volatility affects the value of the client's overall portfolio. Small- and mid-cap companies are subject to additional risks. Smaller companies may

experience greater volatility, higher failure rates, more limited markets, product lines, financial resources, and less management experience than larger companies. Smaller companies may also have a lower trading volume, which may disproportionately affect their market price, tending to make them fall more in response to selling pressure than is the case with larger companies.

- *Fixed Income Risk:* The issuer of a fixed income security may not be able to make interest and principal payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on its obligation. If a rating agency gives a debt security a lower rating, the value of the debt security will decline because investors will demand a higher rate of return. As nominal interest rates rise, the value of fixed income securities held by a fund is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.
- *Investment Companies Risk:* When a client invests in open end mutual funds or ETFs, the client indirectly bears their proportionate share of any fees and expenses payable directly by those funds. Therefore, the client will incur higher expenses, which may be duplicative. In addition, the client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives). ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above or below their net asset value or (ii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are delisted from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. Adviser has no control over the risks taken by the underlying funds in which client invests.
- *Foreign Securities Risk:* Funds in which clients invest may invest in foreign securities. Foreign securities are subject to additional risks not typically associated with investments in domestic securities. These risks may include, among others, currency risk, country risks (political, diplomatic, regional conflicts, terrorism, war, social and economic instability, currency devaluations and policies that have the effect of limiting or restricting foreign investment or the movement of assets), different trading practices, less government supervision, less publicly available information, limited trading markets and greater volatility. To the extent that underlying funds invest in issuers located in emerging markets, the risk may be heightened by political changes, changes in taxation, or currency controls that could adversely affect the values of these investments. Emerging markets have been more volatile than the markets of developed countries with more mature economies.
- *Long-term purchases:* Long-term investments are those vehicles purchased with the intention of being held for more than one year. Typically the expectation of the investment is to increase in value so that it can eventually be sold for a profit. In addition, there may be an expectation for the investment to provide income. One of the biggest risks associated with long-term investments is volatility, the fluctuations in the financial markets that can cause investments to lose value.
- *Short-term purchases:* Short-term investments are typically held for one year or less. Generally, there is not a high expectation for a return or an increase in value.

Typically, short-term investments are purchased for the relatively greater degree of principal protection they are designed to provide. Short-term investment vehicles may be subject to purchasing power risk — the risk that your investment’s return will not keep up with inflation.

- *Trading risk:* Investing involves risk, including possible loss of principal. There is no assurance that the investment objective of any fund or investment will be achieved.
- *Trading on Margin:* In a cash account, the risk is limited to the amount of money that has been invested. In a margin account, risk includes the amount of money invested plus the amount that has been loaned. As market conditions fluctuate, the value of marginable securities will also fluctuate, causing a change in the overall account balance and debt ratio. As a result, if the value of the securities held in a margin account depreciates, the client will be required to deposit additional cash or make full payment of the margin loan to bring account back up to maintenance levels. Clients who cannot comply with such a margin call may be sold out or bought in by the brokerage firm.
- *Leveraged Risk:* The risks involved with using leverage may include compounding of returns (this works both ways – positive and negative), possible reset periods, volatility, use of derivatives, active trading and high expenses.

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## **Item 9: Disciplinary Information**

### **Criminal or Civil Actions**

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

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### **Administrative Enforcement Proceedings**

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

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### **Self-Regulatory Organization Enforcement Proceedings**

Charles Capital and its management have not been involved in legal or disciplinary events that are material to a Client’s or prospective Client’s evaluation of Charles Capital or the integrity of its management.

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## **Item 10: Other Financial Industry Activities and Affiliations**

### **Broker-Dealer or Representative Registration**

Charles Capital is not registered as a broker-dealer and no affiliated representatives of Charles Capital are registered representatives of a broker-dealer.

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### **Futures or Commodity Registration**

Neither Charles Capital nor its affiliated representatives are registered or have an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

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**Material Relationships Maintained by this Advisory Business and Conflicts of Interest**

Charles Stiegemeier has an outside business activity as an Electrical Contractor with PayneCrest Electric and Communications. The majority of his time is spent in this activity. This will not be a conflict of interest as there will not be any crossover clients.

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**Recommendations or Selections of Other Investment Advisors and Conflicts of Interest**

Charles Capital does not select or recommend other investment advisors.

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

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**Code of Ethics Description**

The affiliated persons (affiliated persons include employees and/or independent contractors) of Charles Capital have committed to a Code of Ethics (“Code”). The purpose of our Code is to set forth standards of conduct expected of Charles Capital affiliated persons and addresses conflicts that may arise. The Code defines acceptable behavior for affiliated persons of Charles Capital. The Code reflects Charles Capital and its supervised persons’ responsibility to act in the best interest of their Client.

One area which the Code addresses is when affiliated persons buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our Clients. We do not allow any affiliated persons 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.

Charles Capital’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 Charles Capital 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.

Charles Capital’s Code is based on the guiding principle that the interests of the Client are our top priority. Charles Capital’s officers, directors, advisors, and other affiliated persons 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 affiliated persons or the company.

The Code applies to “access” persons. “Access” persons are affiliated persons 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.

Charles Capital will provide a copy of the Code of Ethics to any Client or prospective Client upon request.

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**Investment Recommendations Involving a Material Financial Interest and Conflict of Interest**

Charles Capital and its affiliated persons do not recommend to Clients securities in which we have a material financial interest.

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

Charles Capital and its affiliated persons 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, affiliated persons are required to disclose all reportable securities transactions as well as provide Charles Capital with copies of their brokerage statements.

The Chief Compliance Officer of Charles Capital is Charles Stiegemeier. He reviews all trades of the affiliated persons each quarter. The personal trading reviews ensure that the personal trading of affiliated persons does not affect the markets and that Clients of the firm receive preferential treatment over associated persons' transactions.

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

Charles Capital 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, affiliated persons 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, affiliated persons are required to disclose all reportable securities transactions as well as provide Charles Capital with copies of their brokerage statements.

The Chief Compliance Officer of Charles Capital is Charles Stiegemeier. He reviews all trades of the affiliated persons each quarter. The personal trading reviews ensure that the personal trading of affiliated persons does not affect the markets and that Clients of the firm receive preferential treatment over associated persons' transactions.

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**Item 12: Brokerage Practices**

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**Factors Used to Select Broker-Dealers for Client Transactions**

Charles Capital will recommend the use of a particular broker-dealer or may utilize a broker-dealer of the Client's choosing. Charles Capital will select appropriate brokers based on a number of factors including but not limited to their relatively low transaction fees and reporting ability. Charles Capital 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 Charles Capital.

- *Directed Brokerage*

In circumstances where a Client directs Charles Capital to use a certain broker-dealer, Charles Capital still has a fiduciary duty to its Clients. The following may apply with Directed Brokerage: Charles Capital'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. The firm may

be unable to achieve most favorable execution of client transactions, and this practice may cost clients more money.

- *Brokerage for Client Referrals*

Charles Capital does not receive client referrals from any custodian or third party in exchange for using that broker-dealer or third party.

- *Best Execution*

Investment advisors who manage or supervise Client portfolios 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 affected, 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. Charles Capital does not receive any portion of the trading fees.

- *Soft Dollar Arrangements*

Charles Capital does not receive soft dollar benefits.

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### **Aggregating Securities Transactions for Client Accounts**

Charles Capital manages each account separately, and therefore, does not aggregate purchases and sales and other transactions. If orders are not aggregated, some clients purchasing securities around the same time may receive a less favorable price than other clients which may cost clients more money.

## **Item 13: Review of Accounts**

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### **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 Charles Capital. Account reviews are performed more frequently when market conditions dictate. Reviews of Client accounts include, but are not limited to, a review of Client documented risk tolerance, adherence to account objectives, investment time horizon, and suitability criteria, reviewing target allocations of each asset class to identify if there is an opportunity for rebalancing, and reviewing accounts for tax loss harvesting opportunities.

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### **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.

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### **Content of Client Provided Reports and Frequency**

Clients receive written account statements no less than quarterly for managed accounts. Account statements are issued by Charles Capital's custodian. Client receives confirmations of each transaction in account from Custodian and an additional statement during any month in which a transaction occurs. Performance reports will be provided by Charles Capital at least quarterly to Clients with assets under management.

## **Item 14: Client Referrals and Other Compensation**

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### **Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest**

Charles Capital does not receive any economic benefits from external sources.

### **Advisory Firm Payments for Client Referrals**

Charles Capital does not compensate for Client referrals.

## **Item 15: Custody**

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### **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 any documentation or reports prepared by Charles Capital.

Charles Capital is deemed to have limited custody solely because advisory fees are directly deducted from Client's accounts by the custodian on behalf of Charles Capital.

If Charles Capital is authorized or permitted to deduct fees directly from the account by the custodian:

- Charles Capital will provide the Client with an invoice concurrent to instructing the custodian to deduct the fee stating the amount of the fee, the formula used to calculate the fee, the amount of assets under management the fee is based on and the time period covered by the fee;
- Charles Capital will obtain written authorization signed by the Client allowing the fees to be deducted; and
- The Client will receive quarterly statements directly from the custodian which disclose the fees deducted.

## **Item 16: Investment Discretion**

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### **Discretionary Authority for Trading**

If applicable, Client will authorize Charles Capital discretionary authority, via the advisory agreement, 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. If applicable, Client will authorize Charles Capital discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement. If however, consent for discretion is not given, Charles Capital will obtain prior Client approval before executing each transaction.

Charles Capital allows Client's to place certain restrictions, as outlined in the Client's Investment Policy Statement or similar document. Such restrictions could include only allowing purchases of socially conscious investments. These restrictions must be provided to Charles Capital in writing.



The Client approves the custodian to be used and the commission rates paid to the custodian. Charles Capital does not receive any portion of the transaction fees or commissions paid by the Client to the custodian.

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## **Item 17: Voting Client Securities**

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### **Proxy Votes**

Charles Capital 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, Charles Capital will provide recommendations to the Client. If a conflict of interest exists, it will be disclosed to the Client. If the Client requires assistance or has questions, they can reach out to the investment advisor representatives of the firm at the contact information on the cover page of this document.

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## **Item 18: Financial Information**

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### **Balance Sheet**

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

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

Charles Capital has no condition that is reasonably likely to impair our ability to meet contractual commitments to our Clients.

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### **Bankruptcy Petitions during the Past Ten Years**

Charles Capital has not had any bankruptcy petitions in the last ten years.

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## **Item 19: Requirements for State Registered Advisors**

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### **Principal Executive Officers and Management Persons**

The education and business background for all management and supervised persons can be found in the Part 2B of this Brochure.

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### **Outside Business Activities**

The outside business activities for all management and supervised persons can be found in the Part 2B of this Brochure.

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### **Performance Based Fee Description**

Neither Charles Capital nor its management receive performance based fees. Please see Item 6 of the ADV 2A for more information.

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**Disclosure of Material Facts Related to Arbitration or Disciplinary Actions Involving Management Persons**

Neither Charles Capital nor its management have been involved in any of the following:

1. An award or otherwise been found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:
  - a) An investment or an investment-related business or activity;
  - b) Fraud, false statement(s) or omissions;
  - c) Theft, embezzlement or other wrongful taking of property;
  - d) Bribery, forgery, counterfeiting, or extortion;
  - e) Dishonest, unfair or unethical practices.
  
2. An award or otherwise been found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
  - a) An investment or an investment-related business or activity;
  
  - b) Fraud, false statement(s) or omissions;
  - c) Theft, embezzlement or other wrongful taking of property;
  - d) Bribery, forgery, counterfeiting, or extortion;
  - e) Dishonest, unfair or unethical practices.

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

There are no material relationships with issuers of securities to disclose.

Item 1 Cover Page  
**SUPERVISED PERSON BROCHURE**  
FORM ADV PART 2B

Charles Stiegemeier

**Charles Capital, LLC dba  
Charles Capital**

**Office Address:**  
158 Huntington Downs  
Saint Charles, MO 63301

Tel: 314-550-7340

[charles@charlescapitalllc.com](mailto:charles@charlescapitalllc.com)

This brochure supplement provides information about Charles Stiegemeier and supplements the Charles Capital LLC brochure. You should have received a copy of that brochure. Please contact Charles Stiegemeier if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about Charles Stiegemeier (CRD #7345869) is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**APRIL 1, 2021**

## Brochure Supplement (Part 2B of Form ADV)

### Supervised Person Brochure

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#### Principal Executive Officer – Charles Stiegemeier

- Year of birth: 1994
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#### Item 2 - Educational Background and Business Experience

##### Educational Background:

- Missouri University of Science and Technology; Bachelor of Science in Electrical Engineering; Minor in Economics; 2016

##### Business Experience:

- Charles Capital LLC.; Investment Advisor Representative/Chief Compliance Officer; 02/2021-Present
  - Charles Capital LLC; Managing Member; 03/2020-Present
  - PayneCrest Electric and Communications; Assistant Project Manager; 01/2017 – Present
  - Missouri University of Science and Technology; Undergraduate Research Assistant; 08/2016 – 12/2016
  - PayneCrest Electric and Communications; Project Engineer Intern; 05/2016 – 08/2016
  - Siemens; Applications Engineer Co-op; 01/2015 – 08/2015
  - ABB; Electrical Engineer Intern; 05/2014 – 08/2014
  - City of St. Charles; Concessions Employee; 04/2012 – 08/2013
  - Full time student; 01/2011 – 05/2016
- 

#### Item 3 - Disciplinary Information

- A. Mr. Stiegemeier has never been involved in a criminal or civil action in a domestic, foreign or military court of competent jurisdiction for which he:
1. Was convicted of, or pled guilty or nolo contendere (“no contest”) to (a) any felony; (b) misdemeanor that involved investments or an investment-related business, fraud, false statement or omissions, wrongful taking of property, bribery, perjury, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;
  2. Is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;
  3. Was found to have been involved in a violation of an investment-related statute or regulation; or
  4. Was the subject of any order, judgement or decree permanently or temporarily enjoining, or otherwise limiting, him from engaging in any investment related activity, or from violating any investment-related statute, rule, or order.
- B. Mr. Stiegemeier never had an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which he:

1. Was found to have caused an investment-related business to lose its authorization to do business; or the subject of an order by the agency or authority;
  2. Was found to have been involved in a violation of an investment-related statute or regulation or was the subject of an order by the agency or authority
    - (a) denying, suspending or revoking the authorization of the supervised person to act in an investment-related business; (b) barring or suspending his association with an investment-related business; (c) otherwise significantly limiting his investment-related activities; or (d) imposing a civil money penalty of more than \$2,500 on him.
- C. Mr. Stiegemeier has never been the subject of a self-regulatory organization (SRO) proceeding in which he:
1. Was found to have caused an investment-related business to lose its authorization to do business; or
  2. Was found to have been involved in a violation of the SRO's rules and was: (a) barred or suspended from membership or from association with other members, or was expelled from membership; (b) otherwise significantly limited from investment-related activities; or (c) fined more than \$2,500.
- D. Mr. Stiegemeier has not been involved in any other hearing or formal adjudication in which a professional attainment, designation, or license of the supervised person was revoked or suspended because of a violation of rules relating to professional conduct.

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**Item 4 - Other Business Activities**

Charles Stiegemeier has an outside business activity as an Assistant Project Manager with PayneCrest Electric and Communications. The majority of his time is spent in this activity. This will not be a conflict of interest as there will not be any crossover clients.

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**Item 5 - Additional Compensation**

Charles Stiegemeier does not receive additional advisory compensation. He does not receive any performance-based fees.

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**Item 6 - Supervision**

Since Charles Stiegemeier is the sole owner and investment adviser representative of Charles Capital and 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. He can be reached at [charles@charlescapitalllc.com](mailto:charles@charlescapitalllc.com) or 314-550-7340.

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**Item 7 - Requirements for State-Registered Advisors**

- A. Mr. Stiegemeier has not been involved in any of the following:
1. An award or otherwise been found liable in an arbitration claim alleging damages in excess of \$2,500 involving any of the following:
    - a) An investment or an investment-related business or activity;
    - b) Fraud, false statement(s) or omissions;
    - c) Theft, embezzlement or other wrongful taking of property;
    - d) Bribery, forgery, counterfeiting, or extortion;

- e) Dishonest, unfair or unethical practices.
- 2. An award or otherwise been found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
  - a) An investment or an investment-related business or activity;
  - b) Fraud, false statement(s) or omissions;
  - c) Theft, embezzlement or other wrongful taking of property;
  - d) Bribery, forgery, counterfeiting, or extortion;
  - e) Dishonest, unfair or unethical practices.
- B. Mr. Stiegemeier has never been the subject of a bankruptcy petition.