

Item 1: Cover Page



Coffeehouse Capital LLC

8050 N. Palm Ave., Suite 300
Fresno, California 93711

Form ADV Part 2A – Firm Brochure

(559) 500-2277

Dated March 30, 2026

This Brochure provides information about the qualifications and business practices of Coffeehouse Capital LLC, "CC". If you have any questions about the contents of this Brochure, please contact us at 559-500-2277 or by email at tommylopez@coffeehousecapital.com or tommy@coffeehousecapital.com. 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.

Coffeehouse Capital LLC is registered as an Investment Adviser with the State of California. Registration of an Investment Adviser does not imply any level of skill or training.

Additional information about CC is available on the SEC's website at www.adviserinfo.sec.gov, which can be found using the firm's identification number, 317317.

Item 2: Material Changes

Since the last annual update of this Brochure on March 28, 2025, the following material changes have been made to this version of the brochure:

- Business experience, Form ADV Part 2B, Item 2 Educational and Business experience
- Expanded types of advisory services, item 4, page 4

From time to time, we may amend this Brochure to reflect changes in our business practices, changes in regulations, and routine annual updates as required by securities regulators. Either this complete Brochure or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs in the business practices of Coffeehouse Capital LLC.

Added additional office numbers as listed below:

Main Office: (559) 500-2277

Direct Line: (559) 573-6672

Toll-Free Phone Number: 1 (855) BREW-PLN 1 (855) 273-9756

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Item 4: Advisory Business

Description of Advisory Firm

Coffeehouse Capital LLC (hereinafter referred to as “CC”, “we”, “firm”, and “us”) is registered as an Investment Adviser with the State of California. We were founded in October, 2021. Tommy Lopez Jr. is the principal Founder of CC.

Types of Advisory Services

CC is a fee-only firm, meaning the only compensation we receive is from our Clients for our services. We offer Investment Management and Financial Planning. From time to time, CC recommends third-party professionals such as attorneys, accountants, tax advisors, insurance agents, or other financial professionals. Clients are never obligated to utilize any third-party professional we recommend. CC is not affiliated with nor does CC receive any compensation from third-party professionals we may recommend.

Investment Management Services

We are in the business of managing individually tailored investment portfolios. Our firm provides continuous advice to a Client regarding the investment of Client funds based on the individual needs of the Client. Through personal discussions in which goals and objectives based on a Client's particular circumstances are established, we develop a Client's personal investment policy or an investment plan with an asset allocation target and create and manage a portfolio based on that policy and allocation targets. We will also review and discuss a Client's prior investment history, as well as family composition and background.

We primarily advise our Clients regarding investments in stocks, bonds, mutual funds, ETFs, U.S. government and municipal securities, and cash and cash equivalents. We may also provide advice regarding investments held in Client's portfolio at the inception of our advisory relationship and/or other investment types not listed above, at the Client's request.

When we provide investment management services, Clients grant us limited authority to buy and sell securities on a discretionary basis. More information on our trading authority is explained in Item 16 of this Brochure. Clients may impose reasonable restrictions in writing on investing in certain securities, types of securities, or industry sectors.

When appropriate, we utilize the services of one or more independent investment managers or independent investment management programs (“Outside Managers”) to assist with the management of Client accounts. The Outside Managers we recommend may engage our firm directly to provide sub-advisory services to client account(s) and/or may be accessible to our firm through an investment 4 platform offered through your Custodian. We will continue to serve as Client's primary advisor for the ongoing monitoring of the account(s) and the determination of the suitability of the Outside Manager's overall investment program and/or strategies. We will recommend adjustments to your account(s) when we believe such changes are in your best interests. Our review process and analysis of Outside Managers is further discussed in Item 8 of this Brochure.

Account supervision is guided by the stated objectives of the Client (e.g., maximum capital appreciation, growth, income, or growth, and income), as well as tax considerations. Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Pontera

If requested by the Client and upon mutual agreement, we also provide investment management services for held away accounts, such as 529 Plans, 401(k) and other employer sponsored tax qualified accounts, as well as other brokerage accounts that the Client maintains at other financial institutions. Clients who choose to have our firm manage their held-away accounts will be required to connect those accounts to a third-party trading and management platform provided by Pontera, which allows us to manage their investments without maintaining custody of their held away accounts. We will under no circumstances accept client log-in credentials to access or effect trades in Client's held-away accounts. Our firm is not affiliated with Pontera or under common control with Pontera.

For clients who engage us for Investment Management services, we may manage these portfolios through the use of an independent trading platform to help clients invest in digital assets through a qualified custodian.

SyntheticFi LLC

CC has a sub-advisory relationship with SyntheticFi LLC, an unaffiliated investment advisor (CRD# 330200/SEC# 801-129765). In exercising our discretion in making investment decisions for our clients, we may choose, if it is in a client's best interest, to engage SyntheticFi to implement trades in all or a portion of the client's account. CC primarily leverages SyntheticFi for lending purposes through the use of box-spread options contracts. If CC determines that engaging SyntheticFi is in a client's best interest, we will provide the client with SyntheticFi's relevant disclosure documents, including Form ADV 2A, Privacy policy and any other documents necessary to provide a complete description of SyntheticFi's services and fees.

Flourish Lending

Flourish Lending is a technology-enabled mortgage broker platform offered by SoraFinance, Inc., NMLS #2355841, a licensed mortgage broker which does business as Flourish Lending. SoraFinance, Inc. is a wholly-owned affiliate of Flourish, not a third-party. The platform experience, including branding and marketing, appears under the Flourish Lending banner, although we will include the name SoraFinance, Inc. in the disclosure sections of most materials, for regulatory compliance purposes.

Flourish Lending is a licensed mortgage broker, not a lender. We provide access to lenders in order to offer the products and services available on the platform (much like Flourish Annuities partners with insurance carriers to offer their products on our platform). We do not fund mortgage loans or service them once issued. Today, Flourish Lending supports:

- Residential purchase mortgages
- Rate and term refinances
- Cash-out refinances

Flourish Lending has been deliberately structured to avoid compensation-related conflicts for advisory firms and their advisors. There is:

- No referral fee(s)
- No revenue sharing or marketing services arrangement
- No volume-based compensation
- No compensation to advisors

Flourish Lending receives customary mortgage broker compensation from the third-party lenders in connection with successfully originated loans, consistent with industry practice. Clients are under no obligation to use it, and remain free to obtain mortgage financing from a provider of their choosing.

Referrals to Third Party Money Managers

Our firm utilizes the services of a third-party money manager for the management of client accounts. Investment advice and trading of securities will only be offered by or through the chosen third-party money manager. Our firm will not offer advice on any specific securities or other investments in connection with this service. Prior to referring clients, our firm will provide initial due diligence on third party money managers and ongoing reviews of their management of client accounts. In order to assist in the selection of a third-party money manager, our firm will gather client information pertaining to financial situation, investment objectives, and reasonable restrictions to be imposed upon the management of the account.

Our firm will periodically review third party money manager reports provided to the client at least annually. Our firm will contact clients from time to time in order to review their financial situation and objectives; communicate information to third party money managers as warranted; and, assist the client in understanding and evaluating the services provided by the third-party money manager. Clients will be expected to notify our firm of any changes in their financial situation, investment objectives, or account restrictions that could affect their financial standing.

Separately Managed Account Services (“SMA”): We participate in the Schwab Managed Account Program and offer separately managed accounts from the Managed Account Select and Managed Account Access programs. These Schwab programs allow access to independent money management firms offered by the Schwab Advisor Services division of Charles Schwab & Co. Inc. (“Schwab”). Our firm performs management searches of various investment managers. Based on the client's individual circumstances and we determine which selected manager's portfolio management style is appropriate for that client. Factors considered in making this determination include account size, risk tolerance, the objectives of each client and the investment philosophy of the selected manager. Clients should refer to the manager's Firm Brochure or other disclosure document for a full description of the services offered. We will furnish a copy of the disclosure brochures for each manager selected. We will recommend one or more managers who will manage the client's account on a discretionary basis. On an ongoing basis, we monitor the performance of the manager(s).

- **Managed Account Select (“Select”)** Under this program, the Schwab Center for Financial Research provides institutional investment research with insights and decision-making tools to help serve clients’ needs. Clients are provided a choice of prescreened money managers across various investment styles. The program then bundles the research, Schwab’s brokerage, custodial and client reporting under a single, all-inclusive fee, which is in addition to the fee charged by our firm. Access to managers in this program is offered at the following account levels: \$100,000 for Stock/Equity Managers and \$250,000 for Bond/Fixed Income Managers. Some money managers may have a

higher account minimum. The Schwab Managed Account Select program fees include the institutional money manager fee, Schwab's program fee and fees for brokerage/clearing/custodial services. Fees may include a minimum monthly fee, please see related program documents for a complete description of specific fees.

- **Managed Account Access ("Access")** Managed Account Access allows clients to work with an array of money managers and conduct their own research within a bundled fee program. Schwab's fees are charged in addition to fees charged by our firm. Access provides money manager services and Schwab's brokerage and custody services for a simple, asset-based fee and with streamlined paperwork. Features include single contract structure, low account minimums, bundled fees, manager and strategy flexibility and variety, performance reporting and managed account tools and resource. Access to managers in this program is offered at the following account levels: \$100,000 for Stock/Equity Managers and \$250,000 for Bond/Fixed Income Managers. Some money managers may have a higher account minimum.
- **Managed Account Marketplace ("Marketplace")** We participate in the Schwab Connection Marketplace program for certain larger clients. The services provided are "unbundled," meaning fees for asset management and fees for trading are charged separately, in addition to the fees charged by our firm. The fees for asset management with the money management firm are negotiated with the individual manager by our firm on behalf of the Client and are based on the total assets with that manager included in the program and the type of management services (equity or fixed income) provided. Execution of security transactions may be paid in one of two ways: (1) A percentage of assets based on pricing schedules set by Schwab that are determined by trade volume for an individual money manager; or (2) On a transaction basis, where each transaction is charged a commission as negotiated with Schwab. It may be possible for a client to use Marketplace and receive the same research services and benefits (subject to internal restrictions identified earlier) for a lower fee than available under the Select program. The bundled fees charged for the Select program may be higher than the "unbundled fees" charged under Marketplace because of the initial and ongoing due diligence provided by the Schwab Center for Financial Research and pricing set by the money management firms for each program.

Recommendation of Fee-Based Annuities

We offer fee-based annuities to our clients to help meet their income, preservation and liquidity needs. Fee-based annuities are an integral part of our analysis when building long-term investment strategies. Through this service, we are able to provide clients access to income streams on a fee-only basis without paying commissions. We assist clients in the selection of appropriate annuity carriers, completing the carrier's applications, and requests for medical records and exams.

For insurance products, CC provides access to fee based insurance providers. The investor is under no obligation to use recommended providers, and may seek insurance advice from any licensed agent. The insurance products and fee structures available may differ from those available from other third-party insurance agents. The company recommends that the investor fully evaluate products and fee structures to determine which arrangements are most favorable to the investor prior to making an investment decision. The company does not receive commissions for insurance products selected by the investor.

Financial Planning Services

Financial planning involves an evaluation of a Client's current and future financial state by using currently known variables to predict future cash flows, asset values, and withdrawal plans. The key defining aspect of financial planning is that through the financial planning process, all questions, information, and analysis will be considered as they affect and are affected by the entire financial and life situation of the Client. Clients purchasing this service will receive a written or an electronic report, providing the Client with a detailed financial plan designed to achieve his or her stated financial goals and objectives.

In general, the financial plan will address any or all of the following areas of concern. The Client and advisor will work together to select specific areas to cover. These areas may include, but are not limited to, the following:

Cash Flow and Debt Management: We will conduct a review of your income and expenses to determine your current surplus or deficit along with advice on prioritizing how any surplus should be used or how to reduce expenses if they exceed your income. Advice may also be provided on which debts to pay off first based on factors such as the interest rate of the debt and any income tax ramifications. We may also recommend what we believe to be an appropriate cash reserve that should be considered for emergencies and other financial goals, along with a review of accounts (such as money market funds) for such reserves, plus strategies to save desired amounts.

College Savings: Includes projecting the amount that will be needed to achieve college or other post-secondary education funding goals, along with advice on ways for you to save the desired amount. Recommendations as to savings strategies are included, and, if needed, we will review your financial picture as it relates to eligibility for financial aid or the best way to contribute to grandchildren (if appropriate).

Estate Planning: This usually includes an analysis of your exposure to estate taxes and your current estate plan, which may include whether you have a will, powers of attorney, trusts, and other related documents. Our advice also typically includes ways for you to minimize or avoid future estate taxes by implementing appropriate estate planning strategies such as the use of applicable trusts. We always recommend that you consult with a qualified attorney when you initiate, update, or complete estate planning activities. We may provide you with contact information for attorneys who specialize in estate planning when you wish to hire an attorney for such purposes. From time-to-time, we will participate in meetings or phone calls between you and your attorney with your approval or request.

Financial Goals: We will help Clients identify financial goals and develop a plan to reach them. We will identify what you plan to accomplish, what resources you will need to make it happen, how much time you will need to reach the goal, and how much you should budget for your goal.

Insurance: Review of existing policies to ensure proper coverage for life, health, disability, long-term care, liability, home, and automobile.

Investment Analysis: This may involve developing an asset allocation strategy to meet Clients' financial goals and risk tolerance, providing information on investment vehicles and strategies, reviewing employee stock options, as well as assisting you in establishing your own investment account at a selected

broker/dealer or custodian. The strategies and types of investments we may recommend are further discussed in Item 8 of this brochure.

Retirement Planning: Our retirement planning services typically include projections of your likelihood of achieving your financial goals, typically focusing on financial independence as the primary objective. For situations where projections show less than the desired results, we may make recommendations, including those that may impact the original projections by adjusting certain variables (e.g., working longer, saving more, spending less, taking more risk with investments).

If you are near retirement or already retired, advice may be given on appropriate distribution strategies to minimize the likelihood of running out of money or having to adversely alter spending during your retirement years.

Risk Management: A risk management review includes an analysis of your exposure to major risks that could have a significant adverse impact on your financial picture, such as premature death, disability, property and casualty losses, or the need for long-term care planning. Advice may be provided on ways to minimize such risks and about weighing the costs of purchasing insurance versus the benefits of doing so and, likewise, the potential cost of not purchasing insurance (“self-insuring”).

Tax Planning Strategies: Advice may include ways to minimize current and future income taxes as a part of your overall financial planning picture. For example, we may make recommendations on which type of account(s) or specific investments should be owned based in part on their “tax efficiency,” with the consideration that there is always a possibility of future changes to federal, state or local tax laws and rates that may impact your situation.

We recommend that you consult with a qualified tax professional before initiating any tax planning strategy, and we may provide you with contact information for accountants or attorneys who specialize in this area if you wish to hire someone for such purposes. We will participate in meetings or phone calls between you and your tax professional with your approval.

Financial Planning Services are offered on a limited scope and/or via an Ongoing Comprehensive engagement.

Ongoing Comprehensive Financial Planning: This service involves working one-on-one with a planner over an extended period of time. Clients get to work with a planner who will work with them to develop and implement their plan. The planner will monitor the plan, recommend any changes and ensure the plan is up to date.

Upon engaging us for ongoing financial planning, a Client will be taken through establishing their goals and values around money. They will be required to provide information to help complete the following areas of analysis: net worth, cash flow, insurance, credit scores/reports, employee benefit, retirement planning, insurance, investments, college planning, and estate planning. Once the Client's information is reviewed, their plan will be built and analyzed, and then the findings, analysis and potential changes to their current situation will be reviewed with the Client. Clients subscribing to this service will receive a written or an

electronic report, providing the Client with a detailed financial plan designed to achieve his or her stated financial goals and objectives. If a follow-up meeting is required, we will meet at the Client's convenience. The plan and the Client's financial situation and goals will be monitored throughout the year and follow-up phone calls and emails will be made to the Client to confirm that any agreed upon action steps have been carried out. On an annual basis, there will be a full review of this plan to ensure its accuracy and ongoing appropriateness. Any needed updates will be implemented at that time.

Limited Scope Financial Planning: We provide project-based financial planning services on a limited scope one-time engagement. Limited Scope Financial Planning is available for Clients looking to address specific questions or issues. The Client may choose from one or more of the above topics to cover or other areas as requested and agreed to by CC. For Limited Scope Financial Planning, the Client will be ultimately responsible for the implementation of the financial plan.

Retirement Plan Management: Our firm provides retirement plan services to employer plan sponsors on an ongoing basis. Such services consist of assisting employer plan sponsors or plan named fiduciaries in buying and selling securities within the Plan on a discretionary basis. More information on our trading authority is explained in Item 16 of this Brochure. Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors. As the needs of the plan sponsor dictate, areas of advising could also include: [design of investment policy statement, investment review and recommendations, fee analysis, participant education, and vendor searches & analysis].

In providing retirement plan services, our firm does not provide any advisory services with respect to the following types of assets: employer securities, real estate (excluding real estate funds and publicly-traded REITs), participant loans, non-publicly traded securities or assets, other illiquid investments, or brokerage window programs (collectively, "Excluded Assets").

Certain plans and/or clients that we may provide services to are regulated under the Employee Retirement Income Securities Act of 1974 ("ERISA"). We will provide employee benefit plan services to the plan sponsor and/or fiduciaries as described above for the fees set forth in Item 5 of this brochure. We are not subject to any disqualifications under Section 411 of ERISA. In performing fiduciary services, we are acting as an "investment manager" as defined in section 3(38) of ERISA pursuant to section 402(c)(3) of ERISA.

Retirement Plan Consulting

Our firm provides retirement plan services to employer plan sponsors on an ongoing basis. Generally, such services consist of assisting employer plan sponsors or plan named fiduciaries in establishing, monitoring, and reviewing their company's participant-directed retirement plan. As the needs of the plan sponsor dictate, areas of advising could include: design of investment policy statement, investment review and recommendations, fee analysis, participant education, and vendor searches & analysis.

In providing retirement plan services, our firm does not provide any advisory services with respect to the following types of assets: employer securities, real estate (excluding real estate funds and publicly-traded REITs), participant loans, non-publicly traded securities or assets, other illiquid investments, or brokerage window programs (collectively, "Excluded Assets").

Certain plans and/or clients that we may provide services to are regulated under the Employee Retirement Income Securities Act of 1974 ("ERISA"). We will provide employee benefit plan services to the plan

sponsor and/or fiduciaries as described above for the fees set forth in Item 5 of this brochure. The services we provide are advisory in nature. We are not subject to any disqualifications under Section 411 of ERISA. In performing fiduciary services, we are acting as a fiduciary of the plan as defined in Section 3(21)(A)(ii) under ERISA.

Estate Planning: We offer Estate Planning services that include an analysis of your exposure to estate taxes and your current estate plan, which may include whether you have a will, powers of attorney, trusts, and other related documents. Our advice also typically includes ways for you to minimize or avoid future estate taxes by implementing appropriate estate planning strategies such as the use of applicable trusts. We always recommend clients consult with a qualified attorney when you initiate, update, or complete estate planning services, and we will refer clients to an independent, unaffiliated, third-party estate planning attorney or legal document provider for this service. We do not share in any fees received by the third-party. From time-to-time, we will participate in meetings or phone calls between you and your attorney with your approval or request.

Tax Return Preparation

We may utilize the services of a third party accounting, bookkeeping, and tax preparation firm to facilitate the preparation and filing of your tax return and we will work with you and the third party in order to gather the necessary information as part of this service. We may ask for an explanation or clarification of some items, but we will not audit or otherwise verify Client data. The Client is responsible for the completeness and accuracy of information used to prepare the returns.

We may observe opportunities for tax savings that require planning or changes in the way the Client handles some transactions. While an engagement for tax return preparation does not include significant tax planning services, we will share any ideas we have with you and discuss terms for any additional work that may be required to implement those ideas.

In certain situations, we may absorb this fee for Clients engaged in any of our other services. All other clients will be billed separately by the third party.

Client Tailored Services and Client Imposed Restrictions

We consult with clients initially and on an ongoing basis, through the duration of their engagement with us, to determine risk tolerance, time horizon and other factors that may impact the clients' investment and/or planning needs. We ensure that clients' investment and planning recommendations are suitable for their needs, goals, objectives, and risk tolerance.

Clients are able to specify, within reason, any limitations they would like to place on discretionary authority as it pertains to individual securities and/or sectors that will be traded in their account. All such requests must be provided to CC in writing. CC will notify Clients if they are unable to accommodate any requests.

Wrap Fee Programs

We do not participate in wrap fee programs.

Assets under Management

Coffeehouse Capital LLC reports \$10,714,097.94 in discretionary Assets Under Management. Assets Under Management were calculated as of December 31, 2025.

CCR Section 260.235.2 Disclosure

For Clients who receive our Financial Planning services, we must state when a conflict exists between the interests of our firm and the interests of our Client. The Client is under no obligation to act upon our recommendation. If the Client elects to act on any of the recommendations, the Client is under no obligation to effect the transaction through our firm.

Item 5: Fees and Compensation

Please note, unless a Client has received this brochure at least 48 hours prior to signing an investment advisory and/or a Financial Planning Agreement (collectively, "Client Contract"), the Client Contract may be terminated by the Client within five (5) business days of signing the Client Contract without incurring any fees. How we are paid depends on the type of advisory services we perform. Below is a brief description of our fees, however, you should review your executed Client Contract for more detailed information regarding the exact fees you will be paying.

Investment Management Services

Our standard advisory fee is based on the market value of the assets under management and is calculated as follows:

Account Value	Annual Advisory Fee
\$0 - \$1,000,000	1.00%
\$1,000,001 - \$3,000,000	0.85%
\$3,000,001 - \$5,000,000	0.70%
\$5,000,001 - \$15,000,000	0.55%
\$15,000,001 and above	0.25%

The annual fees paid in arrears on a monthly basis. The advisory fee is a straight tiered fee and is calculated by assessing the percentage rates using the predefined levels of assets as shown in the above chart and applying the fee to the account value as of the last business day of the billing period. Fees are negotiable. Please note, the above fee schedule does not include the Outside Manager's fee. Any fees charged by the Outside Manager will be reviewed with you prior to incorporating the use of that Outside Manager in your portfolio. Total fees charged for this service will not exceed 3% of assets under management. No increase in the annual fee shall be effective without prior client consent.

Advisory fees are directly debited from Client accounts held at an unaffiliated third-party custodian, or the Client may choose to pay by electronic funds transfer or check. Accounts initiated during a billing period will be charged a prorated fee based on the amount of time remaining in the billing period. An account may be terminated with written notice at least 30 calendar days in advance. Since fees are paid in arrears, no refund will be needed upon termination of the account.

If CC determines to utilize the services of SyntheticFi, they charge an Annual Management fee of 0.50% of the loan amount which is calculated by the illustration below: For example, if SyntheticFi manages a client's \$100,000 portfolio and trades a box spread as a synthetic loan on January 1, 2023, that expires on December 31, 2023, with loan size (value-at-expiration) of \$50,000, the monthly management fee for July 2023 would be calculated as $\$50,000 \times 0.50\% \times (31/365) = \21.23 , regardless of the balance withdrawn. SyntheticFi shall be responsible for sending monthly client fee invoices via email. The fees will be charged via client credit card on file at SyntheticFi.

Some custodians for the accounts of clients in CC may charge maintenance or transaction fees that are separate from the advisory fees charged by CC for its advisory services. The custodian of the client's account, which may be a mutual fund or insurance company, may provide confirmations with each transaction and statements either monthly or quarterly. Any transfer fees, transaction fees, redemption fees, sales loads wiring fees, etc. charged against an account are separate from CC, and will be deducted from the account by the custodian.

Ongoing Financial Planning will be included for clients engaging in our Investment Management Service.

Limited-Scope and Hourly Financial Planning

CC charges either a fixed or hourly fee for Limited-Scope Financial Planning. Fixed fee rates range between \$1,000 to \$15,000. Our hourly rate is \$300.

The fee is negotiable. If a fixed fee program is chosen, half of the fee is due at the beginning of the process and the remainder is due at completion of work, however, CC will not bill an amount above \$500.00 more than 6 months in advance. If the hourly option is chosen, CC collects a portion of the fee in advance with the remainder due upon completion of the services. Fees for this service may be paid by electronic funds transfer or check. In the event of early termination any prepaid but unearned fees will be refunded to the Client and any completed deliverables of the project will be provided to the Client and no further fees will be charged.

Retirement Plan Consulting/Management

The fee for Retirement Plan Consulting or Retirement Plan Management is 0.50% of assets under management and is negotiable. The annual advisory fee is paid monthly in arrears based on the value of Client's account(s) as of the last day of the billing period. This does not include fees to other parties, such as record keepers, custodians, or third-party administrators. CC relies on the valuation as provided by Client's custodian in determining assets under management. Our advisory fee is prorated for any partial billing periods occurring during the engagement, including the initial and terminating billing periods.

Advisory fees are directly debited from Client accounts held at an unaffiliated third-party custodian, or the Client may choose to pay by electronic funds transfer or check. Accounts initiated during a billing period will be charged a prorated fee based on the amount of time remaining in the billing period. An account may be terminated with written notice at least 30 calendar days in advance. Since fees are paid in arrears, no refund will be needed upon termination of the account.

Estate Planning

Fees for this service will be billed at an hourly rate of \$300 with a minimum of 1 hour engagement. \$300 is due at the start of the engagement, with the remainder due upon completion. Fees for this service may be paid by electronic funds transfer or check. In the event of early termination any prepaid but unearned fees will be refunded to the Client and any completed deliverables of the project will be provided to the Client and no further fees will be charged.

Other Types of Fees and Expenses

Our fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which may be incurred by the Client. Clients may incur certain charges imposed by custodians, brokers, and other third parties such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer, and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual fund and exchange-traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees, and commissions are exclusive of and in addition to our fee, and we shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that we consider in selecting or recommending broker-dealers for Client's transactions and determining the reasonableness of their compensation (e.g., commissions).

We do not accept compensation for the sale of securities or other investment products including asset-based sales charges or service fees from the sale of mutual funds. As disclosed below in Item 10, Tommy Lopez Jr. is currently a licensed insurance agent, however, he no longer sells any insurance products, and is not affiliated with any insurance companies.

CCR Section 260.238(j) Disclosure

Please note, lower fees for comparable services may be available from other sources.

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

We do not offer performance-based fees and do not engage in side-by-side management.

Item 7: Types of Clients

We provide financial planning and portfolio management services to individuals, and high net-worth individuals.

We do not have a minimum account size requirement.

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

Fundamental analysis involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience, and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value. The risk of fundamental analysis is that the information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

Technical analysis involves using chart patterns, momentum, volume, and relative strength in an effort to pick sectors that may outperform market indices. However, there is no assurance of accurate forecasts or that trends will develop in the markets we follow. In the past, there have been periods without discernible trends and similar periods will presumably occur in the future. Even where major trends develop, outside factors like government intervention could potentially shorten them.

Furthermore, one limitation of technical analysis is that it requires price movement data, which can translate into price trends sufficient to dictate a market entry or exit decision. In a trendless or erratic market, a technical method may fail to identify trends requiring action. In addition, technical methods may overreact to minor price movements, establishing positions contrary to overall price trends, which may result in losses. Finally, a technical trading method may underperform other trading methods when fundamental factors dominate price moves within a given market.

Cyclical analysis is a type of technical analysis that involves evaluating recurring price patterns and trends based upon business cycles. Economic/business cycles may not be predictable and may have many fluctuations between long-term expansions and contractions. The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

CC may recommend the use of short-term trading (securities sold within 30 days), short sales, margin transactions or option writing. These strategies can increase costs by increased transaction costs, and potentially higher taxes due to short term capital gains (CSI) rates. In addition, these investment strategies involve certain additional degrees of risk, and they will only be used when consistent with the client's stated tolerance for risk. Further explanations of these strategies are listed below.

Options CC uses buying and selling options (call and puts) to accomplish several different investment goals; to buy equities, to sell equities and to limit potential loss on investing in certain equities or sectors. We

execute options as follows: buying calls to be able to move into positions at lower risk of capital, or to leverage gains where we expect growth in specific securities or sectors; selling calls on long hold positions to gain additional income for the client account or to move out of a position at a price that we feel secures acceptable gains; selling puts where we want to move into positions at an acceptable price and add income to client accounts, and buying puts where we want to hedge against a drop in value of a long position.

Short Sales Short selling is an investment strategy with a high level of inherent risk. Short selling involves selling assets that the investor does not own. The investor borrows the assets from a third-party lender (that is, broker-dealer) with the obligation of buying identical assets at a later date to return to the third-party lender. Individuals who engage in this activity only profit from a decline in the price of the assets between the original date of sale and the date of repurchase. Conversely, the short seller will incur a loss if the price of the assets rises. Other costs of shorting may include a fee for borrowing the assets and payment of any dividends paid on the borrowed assets.

Use of Margin The use of margin involves borrowing money from a broker dealer (ex. Charles Schwab) in order to enhance returns on a portfolio. Investing on margin can heighten the amount of gains or losses in a portfolio. One risk with using margin is when account values decrease, and the client may have to add more money to their account to eliminate the custodian from liquidating losing positions. This is called a margin call and the client should understand when using margin, they may be asked to add money or possibly be sold out of securities that have decreased substantially in value.

Modern Portfolio Theory (MPT)

The underlying principles of MPT are:

- Investors are risk averse. The only acceptable risk is that which is adequately compensated by an expected return. Risk and investment return are related and an increase in risk requires an increased expected return.
- Markets are efficient. The same market information is available to all investors at the same time. The market prices every security fairly based upon this equal availability of information.
- The design of the portfolio as a whole is more important than the selection of any particular security. The appropriate allocation of capital among asset classes will have far more influence on long-term portfolio performance than the selection of individual securities.
- Investing for the long-term (preferably longer than ten years) becomes critical to investment success because it allows the long-term characteristics of the asset classes to surface.
- Increasing diversification of the portfolio with lower correlated asset class positions can decrease portfolio risk. Correlation is the statistical term for the extent to which two asset classes move in tandem or opposition to one another. Risks Associated with Modern Portfolio Theory: Market risk is that part of a security's risk that is common to all securities of the same general class (stocks and bonds) and thus cannot be eliminated by diversification.

Use of Outside Managers: We may refer Clients to Outside Managers. Our analysis of Outside Managers involves the examination of the experience, expertise, investment philosophies, and past performance of the Outside Managers in an attempt to determine if that Outside Manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the Outside Manager's underlying holdings, strategies, concentrations, and leverage as part of our overall periodic risk assessment. Additionally, as part of our due diligence process, we survey the Outside Manager's compliance and

business enterprise risks. A risk of investing with a Outside Manager who has been successful in the past is that they may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a Outside Manager's portfolio. There is also a risk that a Outside Manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our Clients. Moreover, as we do not control the Outside Manager's daily business and compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

Investment Strategies

Asset Allocation In implementing our Clients' investment strategy, we begin by attempting to identify an appropriate ratio of equities, fixed income, and cash (i.e. "asset allocation") suitable to the Client's investment goals and risk tolerance.

A risk of asset allocation is that the Client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of equities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the Client's goals. We attempt to closely monitor our asset allocation models and make changes periodically to keep in line with the target risk tolerance model.

Charting analysis involves the gathering and processing of price and volume information for a particular security. This price and volume information is analyzed using mathematical equations. The resulting data is then applied to graphing charts, which is used to predict future price movements based on price patterns and trends. Charts may not accurately predict future price movements. Current prices of securities may not reflect all information about the security and day-to-day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

Goal-based asset allocation involves a focus on not only asset classes such as equities, fixed income, and cash, but also on a client's individual goals, risk tolerance, and time-horizon. FIRM believes that diversification across both asset classes and investment strategies is critical for achieving an attractive reward-to-risk ratio in the portfolio. FIRM employs both strategic and tactical asset allocation approaches. Through strategic asset allocation, long-term target weights for asset classes and strategies are constructed based on the client's time horizon, risk tolerance, and required rate of return to meet his or her financial goals. Through tactical asset allocation approaches, FIRM may deviate from target long-term weights established according to our strategic asset allocation approach within tolerance ranges based on our return expectations for asset classes and investment strategies at a given point in the market cycle.

Tactical analysis is an active management portfolio strategy that shifts the percentage of assets held in various categories to take advantage of market pricing anomalies or strong market sectors. This strategy allows portfolio managers to create extra value by taking advantage of certain situations in the marketplace. It is a moderately active strategy since managers return to the portfolio's original strategic asset mix once reaching the desired short-term profits.

Passive and Active Investment Management We may choose investment vehicles that are considered passive, active, or a combination of both styles.

Passive investing involves building portfolios that are composed of various distinct asset classes. The asset classes are weighted in a manner to achieve a desired relationship between correlation, risk and return.

Funds that passively capture the returns of the desired asset classes are placed in the portfolio.

Active investing involves a single manager or managers who employ some method, strategy or technique to construct a portfolio that is intended to generate returns that are greater than the broader market or a designated benchmark. Actively managed funds are also designed to reduce volatility and risk.

We may engage in both passive and active investing in your portfolio. However, we strive to construct portfolios of funds and individual securities that we believe will have the greatest probability for achieving our clients' personal financial goals with the least amount of volatility and risk rather than attempt to outperform an arbitrary index or benchmark.

Specific investment selections are based on a number of factors that we evaluate in order to select, what we believe to be, the highest quality funds or individual securities for our clients. These factors include but are not limited to underlying holdings of funds, percentage weighting of holdings within funds, liquidity, tax efficiency, bid/ask spreads, and other smart/strategic beta factors. These factors may or may not result in the lowest cost ETFs and mutual funds available when utilizing funds in a client's portfolio, but we strive to keep internal fund expenses as low as possible.

Socially Responsible Investing We may utilize various socially conscious investment approaches if a Client desires. CC may construct portfolios that utilize mutual funds, ETFs, or individual securities with the purpose of incorporating socially conscious principles into a Client's portfolio. These portfolios may sometimes also be customized to reflect the personal values of each individual, family, or organization. This allows our Clients to invest in a way that aligns with their values. CC may rely on mutual funds and ETFs that incorporate Environmental, Social and Governance ("ESG") research as well as positive and negative screens related to specific business practices to determine the quality of an investment on values-based merits. Additionally, CC may construct portfolios of individual securities in order to provide Clients with a greater degree of control over the socially conscious strategies they are utilizing. CC relies on third-party research when constructing portfolios of individual securities with socially conscious considerations.

If you request your portfolio to be invested according to socially conscious principles, you should note that returns on investments of this type may be limited and because of this limitation you may not be able to be as well diversified among various asset classes. The number of publicly traded companies that meet socially conscious investment parameters is also limited, and due to this limitation, there is a probability of similarity or overlap of holdings, especially among socially conscious mutual funds or ETFs. Therefore, there could be a more pronounced positive or negative impact on a socially conscious portfolio, which could be more volatile than a fully diversified portfolio.

Long-term/Short-term purchases We purchase securities and generally hold them in the Client's account for a year or longer. Short-term purchases may be employed as appropriate when:

- We believe the securities to be currently undervalued, and/or
- We want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Material Risks Involved

All investing strategies we offer involve risk and may result in a loss of your original investment which you should be prepared to bear. Many of these risks apply equally to stocks, bonds, commodities, and any other investment or security. Material risks associated with our investment strategies are listed below.

Market Risk: Market risk involves the possibility that an investment's current market value will fall because of a general market decline, reducing the value of the investment regardless of the operational success of the issuer's operations or its financial condition.

Strategy Risk: The Adviser's investment strategies and/or investment techniques may not work as intended.

Small and Medium Cap Company Risk: Securities of companies with small and medium market capitalizations are often more volatile and less liquid than investments in larger companies. Small and medium cap companies may face a greater risk of business failure, which could increase the volatility of the Client's portfolio.

Turnover Risk: At times, the strategy may have a portfolio turnover rate that is higher than other strategies. A high portfolio turnover would result in correspondingly greater brokerage commission expenses and may result in the distribution of additional capital gains for tax purposes. These factors may negatively affect the account's performance.

Limited markets: Certain securities may be less liquid (harder to sell or buy) and their prices may at times be more volatile than at other times. Under certain market conditions, we may be unable to sell or liquidate investments at prices we consider reasonable or favorable or find buyers at any price.

Concentration Risk: Certain investment strategies focus on particular asset-classes, industries, sectors or types of investment. From time to time these strategies may be subject to greater risks of adverse developments in such areas of focus than a strategy that is more broadly diversified across a wider variety of investments.

Interest Rate Risk: Bond (fixed income) prices generally fall when interest rates rise, and the value may fall below par value or the principal investment. The opposite is also generally true: bond prices generally rise when interest rates fall. In general, fixed income securities with longer maturities are more sensitive to these price changes. Most other investments are also sensitive to the level and direction of interest rates.

Legal or Legislative Risk: Legislative changes or Court rulings may impact the value of investments, or the securities' claim on the issuer's assets and finances.

Inflation: Inflation may erode the buying power of your investment portfolio, even if the dollar value of your investments remains the same.

Currency Risk: Companies typically have substantial foreign investments which are subject to fluctuations in the value of the dollar against the currency of the investment's originating country causing exchange rate risk.

Reinvestment Risk: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.

Business Risk: These risks are associated with a particular industry or a particular company within an industry. For example, oil drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which

generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.

Financial Risk: Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Options risk: Selling call options without owning the underlying security could require the purchase of the same security in the open market to deliver and satisfy the contract. Selling put options could require the purchase of that security at the price stated in the option contract.

Margin Risk: Margin is the act of borrowing money to enhance investment returns. Margin risk can include the following: You can lose more than deposited, the firm can force the sale of securities in your account, the firm can sell the securities without contacting you, and you are not entitled to an extension of time on a margin call.

Alternative Investments: Alternative investment products may have certain risk characteristics not found in exchange traded securities and mutual funds. These risks may include (but not necessarily found in all funds):

- High degree of risk
- Leverage
- Speculative investment practices
- Illiquidity
- Complex tax structures or delays in distributing important tax information
- No periodic valuation information
- Loose regulatory oversight
- High fees
- Underlying investments may be not transparent

Alternative investment performance can be volatile. An investor could lose all or a substantial amount of their investment. Often, alternative investment fund and account managers have total trading authority over their funds or accounts; the use of a single adviser applying generally similar trading programs could mean lack of diversification and, consequently, higher risk. There is often no secondary market for a client's interest in alternative investments, and none may develop. There may be restrictions on transferring interests in any alternative investment. Alternative investment products can execute a substantial portion of their trades on non-U.S. exchanges. Investing in foreign markets may entail risks that differ from those associated with investments in U.S. markets. Clients are encouraged to read the offering memorandum issued by a private investment before investing.

Risks Associated with Securities

Apart from the general risks outlined above which apply to all types of investments, specific securities may have other risks.

Common stocks may go up and down in price quite dramatically, and in the event of an issuer's bankruptcy or restructuring could lose all value. A slower-growth or recessionary economic environment could have an adverse effect on the price of all stocks.

Corporate Bonds are debt securities to borrow money. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities, such as zero coupon bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values accrete over time to face value at maturity. The market prices of debt securities fluctuate depending on factors such as interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. The longer the time to a bond's maturity, the greater its interest rate risk.

Bank Obligations including bonds and certificates of deposit may be vulnerable to setbacks or panics in the banking industry. Banks and other financial institutions are greatly affected by interest rates and may be adversely affected by downturns in the U.S. and foreign economies or changes in banking regulations.

Municipal Bonds are debt obligations generally issued to obtain funds for various public purposes, including the construction of public facilities. Municipal bonds pay a lower rate of return than most other types of bonds. However, because of a municipal bond's tax-favored status, investors should compare the relative after-tax return to the after-tax return of other bonds, depending on the investor's tax bracket. Investing in municipal bonds carries the same general risks as investing in bonds in general. Those risks include interest rate risk, reinvestment risk, inflation risk, market risk, call or redemption risk, credit risk, and liquidity and valuation risk.

Options and other derivatives carry many unique risks, including time-sensitivity, and can result in the complete loss of principal. While covered call writing does provide a partial hedge to the stock against which the call is written, the hedge is limited to the amount of cash flow received when writing the option. When selling covered calls, there is a risk the underlying position may be called away at a price lower than the current market price.

Exchange Traded Funds prices may vary significantly from the Net Asset Value due to market conditions. Certain Exchange Traded Funds may not track underlying benchmarks as expected. 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; (ii) the ETF may employ an investment strategy that utilizes high leverage ratios; or (iii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are de-listed from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. The Adviser has no control over the risks taken by the underlying funds in which the Clients invest.

Mutual Funds: When a Client invests in open-end mutual funds or ETFs, the Client indirectly bears its proportionate share of any fees and expenses payable directly by those funds. Therefore, the Client will incur higher expenses, many of 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).

Item 9: Disciplinary Information

Criminal or Civil Actions

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

Administrative Enforcement Proceedings

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

Self-Regulatory Organization Enforcement Proceedings

CC 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 CC or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

No CC employee is registered, or has an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

No CC employee is registered, or has an application pending to register, as a futures commission merchant, commodity pool operator or a commodity trading advisor.

CC does not have any related parties. As a result, we do not have a relationship with any related parties.

CC only receives compensation directly from Clients. We do not receive compensation from any outside source. We do not have any conflicts of interest with any outside party.

Tommy Lopez Jr. is currently a licensed insurance agent, however, he no longer sells any insurance products, and is not affiliated with any insurance companies. Tommy Lopez Jr. will not sell any insurance products to clients or prospective clients of CC.

Recommendations or Selections of Other Investment Advisers

As referenced in Item 4 of this brochure, CC recommends Clients to Outside Managers to manage their accounts. In the event that we recommend an Outside Manager, we do not share in their advisory fee. Our fee is separate and in addition to their compensation (as noted in Item 5 of this brochure). In addition, you will be provided a copy of the Outside Manager's Form ADV 2A, Firm Brochure, which also describes the Outside Manager's fee. You are not obligated, contractually or otherwise, to use the services of any Outside Manager we recommend. Moreover, CC will only recommend a Outside Manager who is properly licensed or registered as an investment adviser.

Disclosure of Material Conflicts

All material conflicts of interest under CCR Section 260.238(k) are disclosed regarding CC, its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.

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

As a fiduciary, our firm and its associates have a duty of utmost good faith to act solely in the best interests of each Client. Our Clients entrust us with their funds and personal information, which in turn places a high standard on our conduct and integrity. Our fiduciary duty is a core aspect of our Code of Ethics and represents the expected basis of all of our dealings. The firm also adheres to the Code of Ethics and Professional Responsibility adopted by the CFP® Board of Standards Inc., and accepts the obligation not only to comply with the mandates and requirements of all applicable laws and regulations but also to take responsibility to act in an ethical and professionally responsible manner in all professional services and activities.

Code of Ethics Description

This code does not attempt to identify all possible conflicts of interest, and literal compliance with each of its specific provisions will not shield associated persons from liability for personal trading or other conduct that violates a fiduciary duty to advisory Clients. A summary of the Code of Ethics' Principles is outlined below.

- Integrity - Associated persons shall offer and provide professional services with integrity.
- Objectivity - Associated persons shall be objective in providing professional services to Clients.
- Competence - Associated persons shall provide services to Clients competently and maintain the necessary knowledge and skill to continue to do so in those areas in which they are engaged.
- Fairness - Associated persons shall perform professional services in a manner that is fair and reasonable to Clients, principals, partners, and employers, and shall disclose conflict(s) of interest in providing such services.
- Confidentiality - Associated persons shall not disclose confidential Client information without the specific consent of the Client unless in response to proper legal process, or as required by law.
- Professionalism - Associated persons' conduct in all matters shall reflect the credit of the profession.
- Diligence - Associated persons shall act diligently in providing professional services.

We periodically review and amend our Code of Ethics to ensure that it remains current, and we require all firm access persons to attest to their understanding of and adherence to the Code of Ethics at least annually. Our firm will provide a copy of its Code of Ethics to any Client or prospective Client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

Neither our firm, its associates or any related person is authorized to recommend to a Client or effect a transaction for a Client, involving any security in which our firm or a related person has a material financial interest, such as in the capacity as an underwriter, adviser to the issuer, etc.

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

Our firm and its “related persons” may buy or sell securities similar to, or different from, those we recommend to Clients for their accounts. In an effort to reduce or eliminate certain conflicts of interest involving the firm or personal trading, our policy may require that we restrict or prohibit associates’ transactions in specific reportable securities transactions. Any exceptions or trading pre-clearance must be approved by the firm principal in advance of the transaction in an account, and we maintain the required personal securities transaction records per regulation.

Trading Securities At/Around the Same Time as Client’s Securities

From time to time, our firm or its “related persons” may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of CC to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, CC will never engage in trading that operates to the client’s disadvantage if representatives of CC buy or sell securities at or around the same time as clients.

Item 12: Brokerage Practices

Factors Used to Select Custodians and/or Broker-Dealers

Coffeehouse Capital LLC does not have any affiliation with Broker-Dealers. Specific custodian recommendations are made to the Client based on their need for such services. We recommend custodians based on the reputation and services provided by the firm.

In recommending broker-dealers, we have an obligation to seek the “best execution” of transactions in Client accounts. The determinative factor in the analysis of best execution is not the lowest possible commission cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of the broker-dealer’s services. The factors we consider when evaluating a broker-dealer for best execution include, without limitation, the broker-dealer’s:

- Execution capability;
- Commission rate;
- Financial responsibility;
- Responsiveness and customer service;
- Custodian capabilities;
- Research services/ancillary brokerage services provided; and
- Any other factors that we consider relevant.

With this in consideration, our firm recommends Charles Schwab & Co., Inc. (“Schwab”), an independent and unaffiliated SEC registered broker-dealer firm and member of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investor Protection Corporation (“SIPC”), and Altruist Financial Services LLC. Although clients may request us to use a broker-dealer of their choosing, we generally recommend that clients open brokerage accounts with Schwab. We are not affiliated with Schwab. The Client will ultimately make the final decision of the Custodian to be used to hold the Client’s investments by signing the selected broker-dealer’s account opening documentation.

1. Research and Other Soft-Dollar Benefits

Our qualified custodian(s) used for investment management may provide us with certain brokerage and research products and services that qualify as “brokerage or research services” under Section 28(e) of the

Securities Exchange Act of 1934 (“Exchange Act”). This is commonly referred to as a “soft dollar” arrangement. These research products and/or services will assist us in our investment decision making process. Such research generally will be used to service all of our client accounts, but brokerage charges paid by the client may be used to pay for research that is not used in managing that specific client’s account.

2. Brokerage for Client Referrals

We receive no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

We do recommend a specific custodian for Clients to use, however, Clients may custody their assets at a custodian of their choice. Clients may also direct us to use a specific broker-dealer to execute transactions. By allowing Clients to choose a specific custodian, we may be unable to achieve the most favorable execution of Client transaction and this may cost Clients money over using a lower-cost custodian.

The Custodian and Brokers We Use

Charles Schwab

The custodian and brokers we use maintain custody of your assets that we manage, although we may be deemed to have limited custody of your assets due to our ability to withdraw fees from your account (see Item 15 – Custody, below).

Your brokerage and custody costs: For our clients’ accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Certain trades (for example, many mutual funds and ETFs) may not incur Schwab commissions or transaction fees. Schwab is also compensated by earning interest on the uninvested cash in your account in Schwab’s Cash Features Program.

Products and services available to us from Schwab: Schwab Advisor Services is Schwab’s business serving independent investment advisory firms like us. They provide our clients and us with access to their institutional brokerage services (trading, custody, reporting and related services), many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts, while others help us manage and grow our business. Schwab’s support services are generally available on an unsolicited basis (we don’t have to request them) and at no charge to us. Following is a more detailed description of Schwab’s support services:

Services that benefit you: Schwab’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab’s services described in this paragraph generally benefit you and your account.

Services that may not directly benefit you: Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients’ accounts. They include investment research, both Schwab’s own and that of third parties. We may use this research to service all or a substantial number of our clients’

accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- provide access to client account data (such as duplicate trade confirmations and account statements)
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- provide pricing and other market data
- facilitate payment of our fees from our clients' accounts
- assist with back-office functions, recordkeeping, and client reporting

Services that generally benefit only us: Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession.

Altruist Financial LLC

Coffeehouse Capital LLC (CC) offers investment advisory services through the custodial platform offered by Altruist Financial LLC ("Altruist"), an unaffiliated SEC-registered broker-dealer and FINRA/SIPC member. Custody, clearing, and execution services are provided by Altruist Financial LLC as a self-clearing broker-dealer. CC clients establish brokerage accounts through Altruist. CC maintains an institutional relationship with Altruist whereby Altruist provides certain benefits to CC, including a fully digital account opening process, a variety of available investments, and integration with software tools that can benefit CC and its clients. CC is not affiliated with Altruist. Altruist does not supervise CC, its agents, activities, or its regulatory compliance.

Altruist Model Marketplace: CC participates in the Model Marketplace [and/or uses tax management tools] of Altruist LLC, an SEC-registered investment adviser and affiliate of Altruist Financial LLC. Through the Model Marketplace, CC has access to model portfolios including Altruist LLC-generated portfolios and Third-Party Portfolios, to assist it in managing or advising CC client accounts. CC also has the ability to create custom model portfolios and has access to tax management tools for use with Altruist LLC-generated portfolios, Third-Party Portfolios, and custom model portfolios, to assist CC in managing or advising its client accounts. Altruist LLC's Model Marketplace fees and tax management tool fees – each of which range between 0.00% and 1.00% and are listed in the Altruist LLC Fee Schedule available at altruist.com/legal – are automatically deducted from XYZ Advisor's house account or passed through to and debited from clients' accounts, according to the instruction of CC. Altruist LLC and its affiliates do not act as investment advisers or fiduciary to CC clients. CC is responsible for the suitability of all investment decisions and transactions for client accounts subscribed to model portfolios through the Model Marketplace.

Aggregating (Block) Trading for Multiple Client Accounts

Investment advisers may elect to purchase or sell the same securities for several clients at approximately the same time when they believe such action may prove advantageous to clients. This process is referred to

as aggregating orders, batch trading or block trading. We do not engage in block trading. It should be noted that implementing trades on a block or aggregate basis may be less expensive for client accounts; however, it is our trading policy is to implement all client orders on an individual basis. Therefore, we do not aggregate or “block” client transactions. Considering the types of investments we hold in advisory client accounts, we do not believe clients are hindered in any way because we trade accounts individually. This is because we develop individualized investment strategies for clients and holdings will vary. Our strategies are primarily developed for the long-term and minor differences in price execution are not material to our overall investment strategy.

Outside Managers used by CC may block Client trades at their discretion. Their specific practices are further discussed in their ADV Part 2A, Item 12.

Item 13: Review of Accounts

Tommy Lopez Jr., Founder and CCO of CC, will work with Clients to obtain current information regarding their assets and investment holdings and will review this information as part of our financial planning services. CC does not provide specific reports to hourly or limited engagement financial planning Clients, other than financial planning recommendations and/or financial plans. .

Client accounts with the Investment Advisory Service will be reviewed regularly on a quarterly basis by Tommy Lopez Jr., Founder and CCO. The account is reviewed with regards to the Client’s investment policies and risk tolerance levels. Events that may trigger a special review would be unusual performance, addition or deletions of Client imposed restrictions, excessive draw-down, volatility in performance, or buy and sell decisions from the firm or per Client's needs.

Clients will receive trade confirmations from the broker(s) for each transaction in their accounts as well as monthly or quarterly statements and annual tax reporting statements from their custodian showing all activity in the accounts, such as receipt of dividends and interest.

CC will provide written reports to Investment Management Clients on an annual basis. We urge Clients to compare these reports against the account statements they receive from their custodian.

Item 14: Client Referrals and Other Compensation

Aside from the soft dollar benefits disclosed in Item 12 above, we do not receive any economic benefit, directly or indirectly, from any third party, including Schwab and Altruist for advice rendered to our Clients. Nor do we, directly or indirectly, compensate any person who is not advisory personnel for Client referrals.

Item 15: Custody

CC does not accept custody of Client funds except in the instance of withdrawing Client fees.

For Client accounts in which CC directly debits their advisory fee:

- i. CC will send a copy of its invoice to the custodian at the same time that it sends the Client a copy.
- ii. The custodian will send at least quarterly statements to the Client showing all disbursements for the account, including the amount of the advisory fee.

- iii. The Client will provide written authorization to CC, permitting them to be paid directly for their accounts held by the custodian.

Clients will receive at least quarterly statements from the broker-dealer, bank or other qualified custodian that holds and maintains Client's investment assets. We urge you to carefully review such statements and compare such official custodial records to the account statements or billing invoices that we may provide to you. Our billing invoices or reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16: Investment Discretion

For those Client accounts where we provide Investment Management Services, we maintain discretion over Client accounts with respect to securities to be bought and sold and the amount of securities to be bought and sold. Investment discretion is explained to Clients in detail when an advisory relationship has commenced. At the start of the advisory relationship, the Client will execute a Limited Power of Attorney, which will grant our firm discretion over the account(s). Additionally, the discretionary relationship will be outlined in the advisory contract and signed by the Client. Clients may limit our discretion by requesting certain restrictions on investments. However, approval of such requests are at the firm's sole discretion.

Item 17: Voting Client Securities

We do not vote Client proxies. Therefore, Clients maintain exclusive responsibility for: (1) voting proxies, and (2) acting on corporate actions pertaining to the Client's investment assets. The Client shall instruct the Client's qualified custodian to forward to the Client copies of all proxies and shareholder communications relating to the Client's investment assets. If the Client would like our opinion on a particular proxy vote, they may contact us at the number listed on the cover of this brochure.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward you any electronic solicitation to vote proxies.

Item 18: Financial Information

We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to our Clients, nor have we been the subject of any bankruptcy proceeding. We do not have custody of Client funds or securities, except as disclosed in Item 15 above, or require or solicit prepayment of more than \$500 in fees six months in advance.

Item 19: Requirements for State-Registered Advisers

Tommy Lopez Jr.

Principal Officers

Tommy Lopez Jr. serves as Coffeehouse Capital LLC's sole principal. Information about Tommy Lopez Jr.'s education, business background, and outside business activities can be found on his ADV Part 2B, Brochure Supplement attached to this Brochure.

Outside Business

All outside business information, if applicable, of Coffeehouse Capital LLC is disclosed in Item 10 of this Brochure.

Performance-Based Fees

Neither Coffeehouse Capital LLC nor Tommy Lopez Jr. is compensated by performance-based fees.

Material Disciplinary Disclosures

No management person at Coffeehouse Capital LLC has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

Material Relationships That Management Persons Have With Issuers of Securities

Coffeehouse Capital LLC, nor Tommy Lopez Jr., have any relationship or arrangement with issuers of securities, in addition to what is described in Item 10.

Conflicts of Interest Pursuant to California Code of Regulations Section 260.238 (k) any material conflicts of interest regarding the investment adviser, its representatives or any of its employees are disclosed to the Client prior to entering into any Advisory or Financial Planning Agreement.

Business Continuity Plan

Coffeehouse Capital LLC maintains a written Business Continuity Plan that identifies procedures related to an emergency or significant business disruptions, including the death of the investment adviser or any of its representatives.

Coffeehouse Capital LLC

8050 N. Palm Ave., Suite 300
Fresno, California 93711
(559) 500-2277

Dated March 30, 2026

Form ADV Part 2B – Brochure Supplement

For

Tommy Lopez Jr. 5586802

Founder, and Chief Compliance Officer

This brochure supplement provides information about Tommy Lopez Jr. that supplements Coffeehouse Capital LLC (“CC”) brochure. A copy of that brochure precedes this supplement. Please contact Tommy Lopez Jr. if the CC brochure is not included with this supplement or if you have any questions about the contents of this supplement.

Additional information about Tommy Lopez Jr. is available on the SEC’s website at www.adviserinfo.sec.gov which can be found using the identification number 5586802.

Item 2: Educational Background and Business Experience

Tommy Lopez Jr.

Born: 1977

Educational Background

- 2004 – Bachelor of Science in Business Administration (Finance), California State University, Fresno

Business Experience

- 10/2021 – Present, Coffeehouse Capital LLC, Founder and CCO
- 04/2025 – 07/2025, 11 Financial LLC
- 03/2015–11/2021, Merrill Lynch, Pierce, Penner & Smith Inc., Wealth Management Advisor
- 10/2009 – 12/2014, Merrill Lynch, Pierce, Penner & Smith Inc., Senior Registered Client Associate

Professional Designations, Licensing & Exams

CFP (Certified Financial Planner)®: The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with Clients. Currently, more than 71,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination includes case studies and Client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real-world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and

- Ethics – Agree to be bound by CFP Board’s *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their Clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board’s enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

CRPC® (Chartered Retirement Planning Counselor)SM: The CHARTERED RETIREMENT PLANNING COUNSELORSM, and CRPC® are trademarks or registered service marks of the College for Financial Planning in the United States and/or other countries.

The CRPC® designation is a voluntary designation; no federal or state law or regulation requires financial planners to hold a CRPC® designation. Individuals who hold the CRPC® designation have completed a course of study encompassing pre-and post-retirement needs, asset management, estate planning and the entire retirement planning process using models and techniques from real client situations.

To be entitled to use this CRPC® mark, candidates must successfully complete the specialized graduate-level program that focuses exclusively on retirement planning and pass an examination, sign a code of professional ethics and complete a disclosure form attesting to their adherence to the College for Financial Planning “Standards of Professional Conduct” and to disclose any investigations or legal proceedings relating to professional or business conduct. Designees must also acknowledge adherence to the College’s Terms and Conditions governing the use of the College’s Marks. Authorization for continued use of the professional designation must be renewed every two years at the end of the authorization period, with subsequent authorization periods being two years in length. In addition, all CRPC® designees must sign a commitment to ongoing continuing education to ensure that they receive up-to-date information about current issues impacting the area of retirement planning. Every two years individuals must renew their right to continue using the CRPC® designation by: completing 16 hours of continuing education and reaffirming to abide by the Standards of Professional Conduct, Terms and Conditions, and self-disclose any criminal, civil, self-regulatory organization, or governmental agency inquiry, investigation, or proceeding relating to their professional or business conduct.

Violations of the College’s Standards of Professional Conduct are subject to disciplinary procedures based on the seriousness of the situation and may include, but are not limited to: Reprimand, Suspension and/or Revocation.

Item 3: Disciplinary Information

No management person at Coffeehouse Capital LLC has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

Item 4: Other Business Activities

Tommy Lopez Jr. is not involved with outside business activities.

Item 5: Additional Compensation

Tommy Lopez Jr. does not receive any economic benefit from any person, company, or organization, in exchange for providing Clients advisory services through CC.

Item 6: Supervision

Tommy Lopez Jr., as Founder and Chief Compliance Officer of CC, is responsible for supervision. He may be contacted at the phone number on this brochure supplement.

Item 7: Requirements for State Registered Advisers

Tommy Lopez Jr. has NOT been involved in an arbitration, civil proceeding, self-regulatory proceeding, administrative proceeding, or a bankruptcy petition.