Form ADV Part 2A

Mann Capital Management LLC
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Revised: March 15, 2024

This brochure provides information about the qualifications and business practices of Mann Capital Management LLC (the "Firm"). If you have any questions about the contents of this brochure, please contact us at (859) 344-6266 or email to scm@mcmnky.com.

Additional information about Mann Capital Management LLC is also available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 139402.

Mann Capital Management LLC is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2: Material Changes

This brochure is new as of March 15, 2024. No material changes have been made since the last annual update of our brochure on March 28, 2023.

Item 3: Table of Contents

Item 4: Advisory Business

We provide investment management and financial planning services to individuals, families, businesses, and other entities. We began offering these services upon our formation in January 2006. The primary owner of Mann Capital Management LLC is Scott C. Mann, who is our Managing Member. As of December 31, 2023, we currently manage approximately $15,370789 in discretionary client assets and $0 in non-discretionary client assets. We do not have a minimum portfolio requirement or minimum fee level.

We offer investment management services on a fee basis. A detailed description of our fees and compensation are outlined in the following section, Item 5. For our investment management clients, we discuss with our client their objectives, time horizon, and tolerance for risk. With this information, we develop a portfolio that matches each client's specific needs. The portfolios we construct often consist of equities and fixed income securities. We use individual stocks, preferred stock, individual bonds, exchange traded funds, mutual funds, and limited partnerships that trade on national exchanges. We also advise on insurance related products such as variable annuity contracts and variable universal life insurance.

We also offer a broad range of financial planning services on a fee basis. A detailed description of our fees and compensation are outlined in the following section, Item 5. Financial planning services often include estate planning, insurance analysis and planning, asset allocation modeling, business coaching, and tax planning. We have been engaged by clients for both short and long periods of time and are open to providing advice in matters that we are either educationally or experientially qualified to offer.

Both investment management clients and financial planning clients will engage our firm through a written agreement detailing the scope and method of the requested services. You will receive a copy of this document at least forty-eight (48) hours prior to executing any agreement or have five (5) business days subsequent to executing any agreement to terminate our services without penalty. You can terminate our agreement at any time by notifying us, in writing, instructing us that you wish to terminate our agreement. If your investment needs, objectives, or time horizon should change, you should contact us immediately so that we can make any necessary adjustments to your portfolio.

Clients may impose restrictions on investing in certain securities or types of securities at their discretion.

Item 5: Fees and Compensation

We believe that the most advantageous compensation structure for both our firm and our clients is a fee-based system. Our fees for investment management are straight forward and transparent. Our fees for financial planning services are flexible to meet each client's situation and needs. The following is a detailed description of each fee structure:

The fees for those clients entering into an investment management agreement with our firm are outlined in the fee schedule below. Our fees are charged quarterly and in advance.

We do not make adjustments to our fees for assets withdrawn or deposited during the course of the billing quarter, if the amount is less than fifteen percent (15%) of the aggregate balance of your accounts on the previous trading day. So, for example, you routinely add $1,000 monthly to your account, we will not assess additional fees for the additional assets under management until your next billing cycle. We will, however, assess a pro rata fee for new withdrawals or deposits exceeding fifteen percent (15%) of the aggregate balance of your accounts, and adjustments will be made concerning breakpoint discount levels below that result from the new aggregate balance.

Our fee will be directly debited from your account and deposited by the custodian, Charles Schwab & Co., Inc., into our account at our direction. The quarterly fee will appear on that month's statement you receive and will be listed as an advisor fee. As of the date of this ADV filing, the Firm will also deliver duplicate quarterly fee invoices to advisory clients directly. Some of our clients may pay less than the stated fee.

Aggregate Portfolio Value	Quarterly Fee Assessed	Annualized Fee
Less than $100,000	0.425%	1.7%
$100,001 to $250,000	0.375%	1.5%
$250,001 to $500,000	0.35%	1.4%
$500,001 to $1,000,000	0.3%	1.2%
$1,000,001 to $2,000,000	0.25%	1.0%
Over $2,000,000	negotiable	

The management fee shall be prorated and paid quarterly, in advance, based upon the market value of the assets on the first business day following the last day of the quarter, based on the closing price on the final business day of the quarter. The value of fixed income securities will include the accrued interest due to you at the time of valuation. The management fee for the initial quarter shall be calculated on a pro rata basis commencing on the day the Assets are initially designated to us for management under this Agreement.

Fixed income securities, in addition to having a closing price on the last trading day of the quarter, also have an amount of interest that accrues daily - although your account may only be credited by the issuer of the security on a monthly or quarterly basis. For our fee calculation, accrued interest for fixed income securities in your account will be calculated as of the first business day following the last day of the calendar quarter. For example, if your quarter ends on April 30th, which for our example will be a Saturday, the pricing of your securities would be as of the market close on Friday and accrued interest as of Monday morning May 2nd. Therefore, you may notice some discrepancy between the custodian's month end statement of account value and the amount that we determine to be the ending quarterly value.

Investment management services will continue in effect until terminated by you or us. We will return any remaining balance of our management fee on a pro rata basis in a timely manner.

Our representatives do not receive commissions or other monetary compensation from the sale of securities through Mann Capital Management LLC. Some of our representatives, however, are also licensed insurance agents who may receive compensation, individually or through another corporation, outside the scope of our investment management agreement, should you choose to engage them in that manner. We receive various benefits as a result of our relationship with our custodian, Charles Schwab & Co., Inc., which includes trading software, market information and research, and various training opportunities.

You may encounter other charges from the custodian for trading expenses and other brokerage costs. You may also experience other fees from mutual funds, exchange traded funds, and limited partnerships – for further details you may request a copy of the prospectus. Lastly, you may incur charges for short-term trading of mutual funds.

The fees for those clients entering into a financial planning agreement with our firm are determined based on the scope and nature of the engagement. We may charge annual or monthly retainer fees, hourly engagements with a written estimate of hours anticipated, project-based fees, or pay as you go fees to meet your unique needs. Our hourly rate is two-hundred fifty dollars per hour ($250.00/hour). While financial planning fees are negotiable, they often range between $250 and $10,000. You always retain the option to purchase securities that we recommend through other brokers or agents not affiliated with Mann Capital Management LLC.

If you terminate our services, the balance of our unearned fees shall be refunded to you. For one-time fees, the hours spent on your plan will be billed at two-hundred fifty dollars per hour ($250/hour) and the unearned portion of your fee will be refunded promptly. For hourly engagements, no further hours will be billed, and any unearned retainer will be refunded promptly. For monthly retainers, no further charges will be incurred, and a *pro rata* balance will be refunded.

Item 6: Performance-Based Fees

We do not charge performance-based fees.

Item 7: Types of Clients

We work for individuals, trusts, estates, charitable organizations, and corporations. At this time, we do not have any clients who are bank or thrift institutions, pension or profit-sharing plans, or investment companies. We do not have a minimum account size or minimum level of fee.

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

We use various strategies for selecting the most appropriate securities for our clients. Our information comes from a variety of sources including newspapers, publications, websites, personal interviews, investor conference calls, company press releases, and analyst reports. Our custodian, Charles Schwab & Co., Inc., provides us with access to market information, analyst reports, and economic bulletins. We also utilize annual reports, prospectuses, and filings with the Securities and Exchange Commission to aid in our decision-making process.

In evaluating equity securities, we may use one or more of the following approaches to analyzing the information from the above listed sources. The risk involved in each method of analysis is that past performance does not guarantee future returns. While the various methods can be helpful in evaluating securities, each method is limited and uncertain.

- Qualitative analysis focuses on non-measurable aspects of a company such as reputation or image, how a customer feels about a product or line of business. We like buying stocks of businesses that we understand and companies whose products we use ourselves because of their quality, value, or effectiveness. Only when appropriate, we will subjectively evaluate non-quantifiable factors such as quality of management, labor relations, and strength of research and development factors not readily subject to measurement and predict changes to share price based on that data. A risk is using qualitative analysis is that our subjective judgment may prove incorrect.
- Quantitative analysis focuses on measurable aspects of a company such as revenue growth, debt ratios, and price to earnings ratios. We use mathematical models and statistical modeling in an attempt to obtain more accurate measurements of a company's quantifiable data, such as the value of a share price or earnings- per-share and predict changes to that data, where appropriate. A risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect. Quantitative analysis does not necessarily factor in all variables.
- Chart analysis focuses on identifying trading patterns or price movement of an individual stock through business cycles, calendar seasons, or other events. While chart analysis is rarely used as a primary method of selecting stocks, it can be a valuable complement to other methods. Risks include that cycles may invert or disappear and there is no expectation that this type of analysis will pinpoint turning points, instead be used in conjunction with other methods of analysis.
- Technical indicators such as 50- and 200-day moving averages are often used in our stock selection process. Momentum trading techniques help us to screen the universe of stocks by identifying those companies whose price is increasing/decreasing with corresponding increases/decreases in trading

volumes. The risk associated with this type of analysis is that analysts use subjective judgment to decide which pattern(s) a particular instrument reflects at a given time and what the interpretation of that pattern should be.

In evaluating equity mutual funds and other equity-based instruments, we may examine such factors as the tenure of the fund manager, performance through various market conditions, and the composition of the fund. We also consider the internal fee structure of the fund, as well as the fund's history of taxable distributions such as long- and short-term capital gains. Other equity-based instruments may include exchange traded funds.

In evaluating fixed income securities including preferred stock, exchange traded notes, and principle protected notes, we may examine the credit worthiness of the issuer by examination of publicly available balance sheet information and/or information provided by rating agencies such as Standard & Poor's or Moody's. We also employ many of the above-mentioned methods for examining equities in evaluating the issuers of fixed income securities. Fixed income mutual funds are screened in a similar manner as their equity counterparts, however, with the added component of duration (the average maturity of the underlying notes in the fund). We examine fixed income exchange traded funds in a very similar manner. Our investment strategy varies with each client's needs, objectives, and time horizon. The majority of our clients utilize a long-term, "buy and hold" approach to investments.

As with any investment you may experience a loss of principal. Past performance may not be a predictor of future returns. Other risks associated with securities may include:

- Systemic Risk is the risk of collapse of a financial system – whether global or national.
- Market Risk can occur in at least four main areas: the risk of increased volatility in security pricing upward or downward, the risk of interest rate adjustments, the risk of unfavorable exchange rates, and the risk of unfavorable commodity pricing or volatility.
- Credit Risk is the risk of default of an issuer of a given security.
- Reinvestment Risk is largely a risk associated with bonds. When bonds mature or are called (redeemed prior to maturity) the investor may not have an equivalent investment opportunity.
- Liquidity Risk is the risk that penalties may be incurred for early access to principal and interest, or that the bid/ask spread has dramatically widened in a security.

We work diligently to design portfolios that minimize and manage your exposure to these and other risks; however, no asset or investment of that asset is completely insulated from risk.

All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends, and other distributions), and the loss of future earnings. These risks include market risk, interest rate risk, issuer risk, and general economic risk. Regardless of the methods of analysis or strategies suggested for your particular investment goals, you should carefully consider these risks, as they all bear risks.

Item 9: Disciplinary Information

In August 2018, Mann Capital Management LLC (CRD#139402) and Managing Member Scott C. Mann (CRD#4333296) entered into an agreement, with the Kentucky Department of Financial Institutions, to resolve a matter without litigation or adversary proceedings. The purpose of the agreement was to compromise and settle all claims arising from deficiencies following the routine examination conducted by the Kentucky Department of Financial Institutions on June 27-28, 2017. We were found to: 1) have made false or misleading statements through the Investment Adviser Registration Depository ("IARD") and Central Registration Depository ("CRD") systems relating to Scott Mann's personal financial disclosures, 2) have failed to timely updated Mann Capital Management LLC Form ADV and Scott Mann Form U4 to accurately reflect Scott Mann's personal financial disclosures, and 3) have failed to deliver an accurate and current brochure (Form ADV Part 2A) to each client within 120 days after Mann Capital Management LLC fiscal year end. We agreed that a violation of KRS 292.336(2)(a), KRS 292.336(3), KRS 292.440, 808 KAR 10:030, and 808 KAR 10:110 had occurred. We have corrected the discrepancies identified and agreed to pay a fine of $10,000.00. The matter has reached final resolution.

Item 10: Other Financial Industry Activities & Affiliations

We do not receive commissions or other compensation from broker-dealers, other than software and informational benefits listed in the fee and compensation section above. Some of our representatives are also licensed insurance agents and may be engaged outside of their involvement with Mann Capital Management LLC. Scott Mann is also a licensed insurance agent with Risk Solutions LLC and receives commissions from the insurance products he sells. The receipt of insurance commissions represents a conflict of interest as the representative may recommend products based on compensation received. In order to address this concern, Mr. Mann discloses to his clients when he may receive a commission for an insurance product and will explain the benefits and costs of such a purchase, as well as non-commission alternatives. While we work closely with several other professionals, we receive no compensation from law firms, accounting firms, or banks.

Scott Mann owns a minority interest (36%) in Northbend Partners LLC, a marketing and consulting company, and does not have any conflicts of interest relating to that investment. Scott Mann and his family members own this business, which provides, among other things, website design, back-office support and training, and business consulting services for Mann Capital Management LLC as well as for other businesses and organizations.

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

We operate by a strict Code of Ethics that places your interests above our own. We have policies and procedures in place to monitor our representative's activities in relation to securities transactions and will provide you a copy of our Code of Ethics upon request.

We, along with our representatives, are permitted to buy or sell securities that we also recommend to our clients, consistent with our policies and procedures. However, when we, including our representatives, are considering a transaction of any security for our clients, we cannot affect a transaction in that same security prior to the completion of the transaction, or decision not to transact, for our clients. This restriction also holds true for any accounts that we, or our representatives and their spouse, minor children, or adults who may be living with them in the same household; as well as, trusts for which they may serve as trustee or any account in which our representatives have a beneficial interest. Under certain limited circumstances, exceptions may be made to the policies stated above. We will maintain records of these trades, including the reasons for any exceptions. We maintain and enforce written policies reasonably designed to prevent the unlawful use of material non-public information by us or our representatives. As more fully described in the next section, we also seek best execution for our client's securities transactions.

Item 12: Brokerage Practices

Unless you direct us otherwise, we will arrange for the execution of securities brokerage transactions for the assets through a broker-dealer that we reasonably believe will provide best execution. Currently, our firm uses Charles Schwab to execute our clients' brokerage transactions. In seeking best execution, the determinative factor 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 including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although we will seek competitive commission rates, we may not necessarily obtain the lowest possible commission rates for your transactions.

Consistent with obtaining best execution, transactions for your account may be directed to registered broker-dealers in return for research products and/or services that assist us in our investment decision-making process. Such research generally will be used to service all of our clients, but brokerage commissions paid by you may be used to pay for research that is not used in managing your Account. Thus, you may pay the Broker-Dealer a greater commission than another qualified broker-dealer might charge to affect the same transaction where we determine in good faith that the commission is reasonable in relation to the value of the brokerage and research services received.

Transactions for each client account generally will be affected independently, unless we decide to purchase or sell the same securities for several clients at approximately the same time. We may (but are not obligated to) combine or "batch" such orders to obtain best execution, negotiate more favorable commission rates, or allocate equitably among our clients' differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among our clients in proportion to the purchase and sale orders placed for each client account on any given day. To the extent that we aggregate client orders for the purchase or sale of securities, including securities in which our Advisory Affiliates may invest, we shall do so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the Securities and Exchange Commission. We shall not receive any additional compensation or remuneration as a result of the aggregation. We shall endeavor to process all Account transactions in a timely manner, but do not represent nor warrant that any such transaction shall be processed or effected by the Broker-Dealer on the same day as requested.

You may direct us in writing to use a particular broker-dealer ("Directed Broker") to execute some or all transactions for your Account (referred to as "directed brokerage"). In that case, you will have the sole responsibility to negotiate terms and arrangements for the Account with the Directed Broker and we will not seek better execution services or prices from other broker-dealers or be able to "batch" transactions for execution through other broker-dealers with orders for other accounts we manage. As a result, you may pay higher commissions or other transaction costs, greater spreads, or receive less favorable net prices on transactions for the Account than would otherwise be the case.

Item 13: Review of Accounts

Scott Mann will review your account(s) at least semi-annually. We prefer to meet with you at least annually to review your situation and discuss the performance of your account. The terms of your financial planning agreement, should you have so engaged us, will be reviewed by Scott Mann.

Item 14: Client Referrals and Other Compensation

The Firm nor its related persons receive an economic benefit from a person who is not a client for providing investment advice or other advisory services to the Firm's clients. Further, the Firm nor its related persons directly or indirectly compensate an outside person for client referrals.

Item 15: Custody

Custody means holding, directly or indirectly, client funds or securities or having any authority to obtain possession of them.

As of the date of this ADV filing, MCM does not have direct custody of any client funds and/or securities. MCM will not maintain physical possession of client funds and securities. Instead, clients' funds and securities are held by a qualified custodian.

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

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

For clients that have their fees deducted directly from their account(s) or that have provided MCM with discretion as to amount and timing of disbursements pursuant to a standing letter of authorization to disburse funds from their account(s), MCM will typically be deemed to have limited custody over such clients' funds or securities pursuant to the SEC's custody rule and subsequent guidance thereto. At no time will MCM accept full custody of client funds or securities in the capacity of a custodial broker-dealer, and at all times Client accounts will be held by a third-party qualified custodian as described in Item 12, above.

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

In addition, MCM will send advisory clients' quarterly fee invoices directly.

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Sends invoices

Item 16: Investment Discretion

As an investment management client, you appoint us as your investment adviser to perform the investment management services as outlined in our written agreement. We shall be responsible for the investment and reinvestment of those assets that you designate to be subject to our management in accordance with the most recent client profile you have provided us.

You appoint us as your attorney-in-fact and grant us limited power-of-attorney and trading authority over your Account with discretionary authority to buy, sell, or otherwise effect investment transactions involving the assets. We are authorized, without your prior consultation, to buy, sell, and trade in stocks, bonds, mutual funds, index funds, exchange traded funds, variable annuity sub-accounts and other securities and/or contracts relating to the same, including investing assets in short-term money-market instruments when we deem necessary, and to give instructions in furtherance of such trading authority to the broker-dealer of the account and the custodian of the assets.

The qualified custodian, Charles Schwab & Co., Inc., will mail account statements monthly to your address of record. You may communicate directly with Charles Schwab & Co., Inc. at any time, in addition to utilizing our office for service and management of the account.

Unless otherwise specifically and expressly indicated in the agreement, you acknowledge and understand that the service to be provided by us under the agreement is limited to the management of the assets and does not include financial planning or any other related or unrelated services. To the extent that you desire any services outside the scope of the agreement, the specific nature of the services required shall be set forth in a separate written agreement for which services we shall be paid a separate and additional fee.

Item 17: Voting Client Securities

The Firm does not vote proxies for securities held in clients' accounts. All proxies will be forwarded to the appropriate client for voting by the client. This official policy has gone into effect June 1, 2022; however, Mann Capital Management has not voted proxies for securities held in clients' account since 2017. Client agreements will reflect this policy. Clients are encouraged to contact advisor for voting advise.

Item 18: Financial Information

Our Firm has never filed bankruptcy and is able to continue with our obligations to our clients and our vendors. We do not accept more than $500 in fees six months or more in advance.

In May 2020, the Firm received a $1000 economic incentive from the federal government as a result of the global pandemic. In June 2020, the Firm received an Economic Injury Disaster Loan ("EIDL") from the U.S. Small Business Administration in the amount of $81,300. In April 2022, the EIDL was modified and increased by $117,900, resulting in a total loan amount of $199,200. The terms of the EIDL are 3.75% interest over 30 years, with payment deferred for two years.

The effect of the EIDL was to increase the working capital position of the Firm. A significant part of the proceeds thereof was used to fund Firm expenditures for which working capital is typically used, including office rent, IT/telecommunication charges, business insurance, professional fees, and compensation to Mr. Mann as the key employee operating the business. The Firm's financial condition at the end of 2022 did not meet Kentucky net capital requirements for Investment Advisors. As of the date of the ADV Filing, the Firm has acquired a Surety Bond to satisfy and be in compliance with these requirements.

Item 19: Requirements for State-Registered Advisors

A. Identify each of your principal executive officers and management persons, and describe their formal education and business background.

Scott C. Mann is the principal owner of Mann Capital Management, LLC He is also the Chief Compliance Officer. His individual CRD number is 4333296.

For additional information about Scott Mann, please see Form ADV Part 2B Brochure Supplement, specifically Item 2.

B. Describe any business in which you are actively engaged (other than giving investment advice) and the approximate amount of time spent on that business. If you have supplied this information elsewhere in your Form ADV, you do not need to repeat it in response to this Item.

For additional information about Scott Mann, please see Form ADV Part 2B Brochure Supplement, specifically item 4.

C. In addition to the description of your fees in response to Item 5 of Part 2A, if you or a supervised person are compensated for advisory services with performance-based fees, explain how these fees will be calculated. Disclose specifically that performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Mann Capital Management does not charge performance-based fees.

D. If you or a management person has been involved in one of the events listed below, disclose all material facts regarding the event.

As a disclosure item, Mr. Mann personally filed for bankruptcy protection under Chapter 13 in the Eastern District of Kentucky in January 2011 (Case No. 11-20070). Under this filing, Mr. Mann was able to establish a payment plan through the bankruptcy court for debts he personally incurred due to a significant decrease in business income, extraordinary medical expenses, and a dispute with a former business associate. In January 2014, the case was dismissed for late payments. As a matter of required personal financial disclosure, Scott Mann had five outstanding federal tax liens filed by the Internal Revenue Service in Boone County Circuit Court located in Burlington, Kentucky (E158PG217, filed 07/31/2017, $26,122.12, released on 4/21/2021; E156PG587, filed 01/23/2017, $69,569.53, released on 4/21/2021; E156PG29, filed 11/14/2016, $22,519.74, released on 4/21/2021) and Benzie County Michigan Recorder of Deeds located in Beulah, Michigan (62358, filed on 3/29/2017, $236,090.53, released on 4/21/2021), and Kenton County Circuit Court located in Covington, Kentucky (14111705900166 filed 11/17/2014,

$71,880.37, released on 4/21/2021). Mr. Mann also has a Kentucky state income tax lien filed in Boone County Circuit Court in Burlington, Kentucky (E131PG65, filed 1/18/2011, $55,606.98); a lien as a member of Northbend Partners LLC filed in Boone County Circuit Court in Burlington, Kentucky (000610671, filed on 11/05/2010, and released on 2/15/2012); and an errant property tax lien that was released the following month in Boone County Circuit Court in Burlington, Kentucky (E148PG270, filed on 08/26/2014, released on 09/03/2014). His CRD number is 4333296.

In August 2018, Mann Capital Management LLC (CRD#139402) and Managing Member Scott C. Mann (CRD#4333296) entered into an agreement, with the Kentucky Department of Financial Institutions, to resolve a matter without litigation or adversary proceedings. The purpose of the agreement was to compromise and settle all claims arising from deficiencies following the routine examination conducted by the Kentucky Department of Financial Institutions on June 27-28, 2017. We were found to: 1) have made false or misleading statements through the Investment Adviser Registration Depository ("IARD") and Central Registration Depository ("CRD") systems relating to Scott Mann's personal financial disclosures, 2) have failed to timely updated Mann Capital Management LLC Form ADV and Scott Mann Form U4 to accurately reflect Scott Mann's personal financial disclosures, and 3) have failed to deliver an accurate and current brochure (Form ADV Part 2A) to each client within 120 days after Mann Capital Management LLC fiscal year end. We agreed that a violation of KRS 292.336(2)(a), KRS 292.336(3), KRS 292.440, 808 KAR 10:030, and 808 KAR 10:110 had occurred. We corrected the discrepancies identified and paid a fine of $10,000.00. The matter has reached final resolution.

In December 2019, the Disciplinary and Ethics Commission (Commission) and Mr. Mann entered into a settlement agreement in which Mr. Mann agreed that CFP Board would issue a Letter of Admonition. In the settlement agreement, Mr. Mann consented to findings based on an Agreed Order with the Kentucky Department of Financial Institutions (Kentucky) finding that he and his firm made multiple false and/or misleading filings relating to his four federal tax liens and a Chapter 13 bankruptcy filing, failed to timely update his Form ADV and his Form U4 to reflect the tax lien filings and a Chapter 13 bankruptcy filing, and failed to deliver an accurate and current Form ADV brochure to each of his clients. Kentucky ordered Respondent to cease and desist from violating the Securities Act of Kentucky and pay a fine of $10,000. Pursuant to the settlement agreement, Mr. Mann also consented to findings that his conduct violated Rules 2.1, 4.3, and 6.5 of the *Rules of Conduct*, providing grounds for discipline pursuant to Article 3(a) of the *Disciplinary Rules and Procedures.* Accordingly, the Commission issued a Letter of Admonition to Mr. Mann.

On December 3, 2020, Scott Mann, and his wife Vanessa Mann, completed an Offer in Compromise with the Internal Revenue Service. In full settlement for tax years 2008 – 2017, Scott and Vanessa Mann agreed to pay $34,439.00. This amount was paid in full on January 5, 2021, and the tax liens for federal income tax have been released.

E. In addition to any relationship or arrangement described in response to Item 10.C. of Part 2A, describe any relationship or arrangement that you or any of your management persons have with any issuer of securities that is not listed in Item 10.C. of Part 2A.

Mann Capital Management, LLC and Scott Mann do not have any relationships to disclose here.