

Item 1 – Cover Page

Disclosure Document
(Form ADV Part 2A)
March 13, 2025

Hawkins Investment Counsel, LLC
6269 SW Dahlia Way
Port Orchard, WA 98367
CRD Number 134857

This brochure provides information about the qualifications and business practices of Hawkins Investment Counsel, LLC (“HIC”). If you have any questions about the contents of this brochure, please contact Matt Hawkins, owner, at 360.536.2181

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. HIC is a registered investment adviser, however, registration does not imply a certain level of skill or training.

Additional information about HIC is also available via the SEC’s web site www.adviserinfo.sec.gov. You can search this site by a unique identifying number known as CRD. Our CRD number is 134857. The SEC’s web site also provides information about any persons affiliated with HIC who are registered, or are required to be registered, as investment adviser representatives of HIC.

Item 2 - Material Changes

Our last brochure was filed October 9, 2024. Since then, there have been no material changes.

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Item 4 - Advisory Business

Hawkins Investment Counsel, LLC (“HIC”) is owned and operated by Matt Hawkins.

Types of Advisory Services

Investment Management

We offer to provide investment management to our clients on a non-discretionary basis. This service includes, among other things, researching the global capital markets and managing custom securities portfolios that are tailored to meet each client’s unique needs. We believe that capital markets are fairly efficient. Furthermore, we believe an investor’s long term financial goals will normally be achieved through investment research, portfolio diversification and discipline,

At the beginning of each client relationship, we meet with each client to gain an understanding of their financial goals. The construction and management of the client’s unique portfolio is guided by the client’s risk profile, financial status, tax status, prior investment experience, liquidity needs and return objective. We prefer to build portfolios that we believe are efficient and strive to maximize the expected portfolio return per unit of portfolio risk. However, the client may impose restrictions on investing in certain securities or types of securities at any time. We simply ask that the client please state these restrictions to us in writing.

Financial Planning

When requested by a client, we will provide financial planning and consulting services. These services normally address estate planning, tax planning, college planning, insurance planning and investment planning. These plans are designed to be consistent with clients’ financial and tax status, risk profile, liquidity needs, time horizon and return objectives. Some written plans may include a personal balance sheet and financial projections. Any reports, financial statement projections, and analyses are intended exclusively for client use in developing and implementing a client’s financial plan. In view of this limited purpose, the statements should not be considered complete financial statements. We will not audit, review, or compile financial statements, and accordingly we will not express an opinion or other form of assurance on them, including the reasonableness of assumptions and other data on which any prospective financial statements are based. It is likely that there will be material differences between projected and actual results because events vary, and circumstances frequently do not occur as expected. Our analysis will be highly dependent on certain economic assumptions about the future. Therefore, the client should establish familiarity with historical data regarding key assumptions such as inflation and investment rates of return, as well as an understanding of how significantly these assumptions affect the results of our analyses. We may counsel clients as to the consistency of their assumptions with relevant historical data, but we will not express any assurance as to the accuracy or reasonableness of the client’s specific data and assumptions. The client is ultimately responsible for the assumptions and personal data upon which our procedures and projections are based. The financial plan assumptions and reports are primarily a tool to alert the client to certain

possibilities. The reports are not intended to provide any guarantee about future events including the client's investment returns. The implementation of the plan is solely the client's responsibility. We do not hold ourselves out as experts on taxes, tax planning, insurance or estate planning. Advice on these areas should be received by CPAs, tax attorneys, insurance brokers and estate planning attorneys.

Types of Investments

We strive to build diversified portfolios that have exposure to all available asset classes. We invest in these asset classes through no load open-end mutual funds, publicly traded closed-end mutual funds, exchange traded funds ("ETF"), exchanged traded notes ("ETN"), common and preferred stocks, bonds, mortgage backed securities, publicly traded business development companies, American depository receipts ("ADRs"), options, and publicly traded real estate investment trusts ("REITS").

As of December 31, 2024, we had \$150,833,739 in assets under management. The breakdown between discretionary and non-discretionary clients is as follows:

Non-discretionary	\$150,833,739
Discretionary	\$ 0

Item 5 – Fees and Compensation

Financial Planning Fee

Client will pay HIC a fee for financial planning/consulting services at a rate of \$400 per hour. This fee is negotiable. The total hours for the service will be agreed in advance and stated in the financial planning contract. Client may incur other fees charged by the broker/custodian for implementing the plan.

Investment Management Fee

The following table represents the standard fee schedule for our investment management service.

Portfolio Value	Quarterly Fee	Annualized Fee
First \$200,000	0.500%	2.00%
Next \$300,000	0.375%	1.50%
Remaining Amount over \$500,000	0.250%	1.00%

In general, we charge an annualized management fee based on the portfolio value.

An example of the standard annual fee for a client that has a portfolio worth \$1,000,000 is calculated as follows:

$$\begin{aligned}
 &\$200,000 \times 2.0\% = \$4,000 \\
 &+\$300,000 \times 1.5\% = \$4,500 \\
 &+\$500,000 \times 1.0\% = \underline{\$5,000} \\
 &\text{Total Annual Fee} = \$13,500
 \end{aligned}$$

This dollar fee is equal to 1.35% (\$13,500 / \$1,000,000) per year. This is 0.34% per quarter.

The client's specific annual fee arrangement will be described in the written Investment Advisory Agreement entered into between HIC and the client. The investment management fee we charge is negotiable at our sole discretion and is based several factors which include, but is not limited to, the market rate, the work required to manage the relationship, the total assets under management, the tenure of the relationship, whether the account is related to other accounts we manage, and/or whether the client wants to pay the standard fee. All clients do not pay the same fee. Some clients may pay more and some clients may pay less than the fee schedule, but this is our standard fee schedule.

Valuation of Portfolio

Portfolios managed by HIC are held at the broker/custodian that is recommended by HIC, but ultimately chosen by the client. HIC uses security prices and valuations provided by the independent broker/custodian for reporting and billing purposes.

HIC provides clients with an internally-produced report which is in addition to the statement provided directly by the broker/custodian. We encourage clients to carefully compare the report received from HIC to the statement received from the broker/custodian. There should be no differences between the values in these reports. Please contact us with any questions regarding the report or billing value. Investments are valued by the broker/custodian as of the end of business on the last trading day of the calendar quarter.

Cash Positions

Depending upon perceived or anticipated market conditions/events (there being no guarantee that such anticipated market conditions/events will occur), HIC may maintain cash and cash equivalent positions for defensive or liquidity purposes. Because these cash positions remain part of the investment management strategy employed by HIC, such cash and cash equivalent positions shall be included as part of the portfolio value for purposes of calculating HIC's investment management fee.

Payment of Investment Management Fee

Client will pay HIC a fee for the investment management service at the rate set forth in the aforementioned Fee Schedule. The fee will be payable quarterly in advance based on 30 days per month and 360 days per year. HIC will instruct the broker/custodian to deduct the fee from the client's brokerage account.

New accounts opened during the first or second month of the quarter are billed initially for the days from inception to the end of the quarter based on the inception value. New accounts opened during the last month of the quarter are billed initially for the days from inception to the end of the month. The inception date and the account open date are

defined as the month end when the assets are transferred or deposited with the broker/custodian. The initial payment will become due in full on the date of inception.

Subsequent quarterly fees will be calculated based upon the market value of client's investments on the last business day of the previous calendar quarter and will become due the following business day.

HIC will instruct the broker/custodian to deduct from the client's account any fee owed to HIC pursuant to the terms of the Investment Management Agreement and pay said fee to HIC or its designee. All fees paid to HIC will be reported to client on the regular statements provided by the broker/custodian.

In all instances, HIC will send the client a written invoice, including the fee, the formula used to calculate the fee, the fee calculation itself, the time period covered by the fee, and, if applicable, the amount of assets under management on which the fee was based and the name of the broker/custodian(s) on your fee invoice. HIC will send these to the client concurrent with the request for payment or payment of HIC's advisory fees. We urge the client to compare this information with the fees listed in the account statement provided by the broker/custodian.

If material assets are deposited or withdrawn from an account after the quarterly fee, a pro rata adjustment will be made to the quarterly fee paid.

Matt Hawkins is available to address any questions that a client or prospective client may have regarding the above fee billing practice.

Other Fees

Client is responsible for paying all fees and commissions associated with the execution of securities transactions and all fees associated with maintenance of the account with the broker/custodian. In addition, client is responsible for all mutual fund fees.

HIC's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by broker/custodians, brokers, third party investment and other third parties such as fees charged by managers, 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 funds 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 HIC's fee, and HIC shall not receive any portion of these commissions, fees, and costs.

In the event the Investment Advisor Agreement is terminated, HIC will refund to client, without penalty, the prorated portion of the fee for the quarter of termination. The agreement may be terminated by phone call, email or letter. The termination date is the date of the notification from the client.

Item 6 - Performance Based Fees and Side by Side Management

HIC does NOT charge fees that are based upon a share of capital gains or capital appreciation of client assets. We provide investment advisory services to many clients. Not all clients receive the same investment advice, nor do they pay the same fee. We strive to act in the best interests of each of our clients at all times.

Item 7 - Types of Clients

Our investment management service is designed to meet the needs of a wide range of clients. We are nimble enough to meet the needs of individuals, families, high net worth, businesses, and trusts. In addition, we are highly educated and experienced so we can meet the challenging needs of pension plans and other institutional clients. We do not require a minimum account size.

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

We generally use a top-down research approach to generate investment ideas for our clients' portfolios. We start with a general review of the global economy and analyze factors such as expected GDP, inflation, interest rates, corporate earnings, consumer confidence, geopolitical risk and currency risk. From there, we usually focus our attention on the US economy as this is usually the largest region we invest. In the US market, we analyze economic sectors and industries before focusing on a particular company or fund. We gather most of our information by reviewing financial news sources, listening to corporate earnings calls and reading research reports.

Economic Research

We review reports and statistics on various factors that affect the growth opportunity for the economy. In general, our reviews include, but are not limited to, the following:

- Consumer confidence to determine how likely consumers are to spend.
- Interest rates to gauge consumers' willingness to borrow and spend.
- Inflation rate to understand the potential loss of purchasing power.
- Expected corporate earnings to assess free cash flow to the economy.
- Unemployment rate determine overall health of labor market.
- GDP to understand overall health of the economy.

Firm Specific Stock Research

We research companies by using both quantitative and fundamental research. We generally use quantitative research to generate stock investment ideas and fundamental research to determine whether the identified stocks are fairly valued.

Quantitative research is a screening method performed by a sophisticated computer program to identify potential stocks for purchase. We use quantitative research to identify both growth and value stocks. We use various factors during our screening which normally includes, but is not limited to, the following:

- Market Cap
- P/E Ratio
- Dividend Yield
- Profit Margin
- Book Value
- Total Debt
- Free Cash Flow
- Earnings Growth

The stocks that meet our screening criteria are next subjected to our fundamental research process. Fundamental research focuses on various factors that determine a company's success. Examples of these factors include, but are not limited to, the following:

- Balance sheet
- Income statement
- Statement of cash flows
- Quality of earnings
- Quality of executive management
- Corporate governance

These factors are reviewed to determine whether the security is fairly valued, overvalued or undervalued.

We go through a similar process to identify bond investments.

Fund Research

We research funds using a combination of fundamental and quantitative research. The process is similar to stock research, but the focus is different. The quantitative piece of the fund research normally focuses on market cap, investment style, benchmark-relative performance, active risk, and total risk. This research results in an initial list of candidates. Next, the fundamental research focuses on factors including, but not limited to, the following:

- Experience, education and longevity of the investment team
- Investment style consistency
- Buy/sell discipline
- Research and investment process

These factors are reviewed to determine our thoughts on the future success of the funds.

Investment Philosophy and Portfolio Strategy

We believe that capital markets are fairly efficient. Furthermore, we believe that through research, diversification and discipline, an investor's long-term goals will normally be achieved. Our clients and their portfolio's are unique and we usually manage portfolios using a combination of funds and individual securities. The funds are used to provide

diversification and the individual securities are generally included to enhance the long term growth prospects of the portfolio.

We encourage our clients to embrace our investment strategy, however they are free to impose restrictions on the securities that we include in their individual portfolios and they can select securities that are not part of our portfolio strategy.

The Risk Involved in Investment Management

Investing is not without risk. Investing exposes you to the risk that you could lose your entire investment, the risk that your portfolio underperforms the stock market as a whole, the risk that the professional investment advisor performs poorly and the risk that the market as a whole performs poorly.

Risk of Loss

The risk of loss of principal is possible and it is something the client should be prepared to bear. At HIC, we use several strategies to try to reduce risk, including diversifying a liquid portfolio across multiple asset classes and monitoring the portfolio and the markets for changes in fundamentals. Despite these strategies, historical evidence clearly shows that every asset class has experienced severe declines in value—sometimes sustained over many years—throughout several periods of time in history. In addition, each of our strategies to minimize risk may not achieve that goal as the benefits of diversification decline if asset classes become more correlated. As with any investment, a client could lose all or part of their investments managed by HIC, and their account performance could trail that of other investments.

Asset Class Risk

A lack of diversification can expose an investor to the risk that your portfolio underperforms the market as a whole. Portfolios that are concentrated in a single asset class, style, sector, industry or security can experience extreme highs when the strategy pays off, but they can also experience extreme lows when the move turns out to be wrong. We seek to eliminate this risk through diversification.

Management Risk

Failure to hire an educated, experienced investor to manage your portfolio exposes an investor to management risk. This is the risk that the professional that is hired to manage your portfolio makes poor investment decisions because of a lack of education and experience and generates losses for your portfolio.

Market Risk

Market risk is fundamental to investing. It is the risk that a portfolio could decrease in value even though it's diversified and managed by a competent professional. It is the risk that is uncontrollable and due to the normal economic cycle. The only way to avoid market risk is to not invest in capital markets.

Item 9 - Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of HIC or the integrity of HIC's management. Neither HIC nor its investment advisor representatives have a disciplinary history.

Item 10 – Other Financial Industry Activities and Affiliations

This section is not applicable to HIC.

Item 11 – Code of Ethics

HIC developed a Code of Ethics that reflects our fiduciary obligations to our clients and the fiduciary obligations of the individuals it supervises. HIC's Code of Ethics sets out our ideals for ethical conduct premised on fundamental principals of openness, integrity, honesty and trust. A copy of our Code of Ethics is available by calling Matt Hawkins at 360.536.2181 or emailing at mhawkins@hawkinscounsel.com

HIC also has written supervisory procedures that address the potential conflicts of interest that arise when HIC or any of its representatives trade securities. As a manner of practice, neither HIC or any related persons recommends to clients, or buys or sells for client accounts, securities in which HIC or a related person has a material financial interest. For example, we do not act as principal in any securities transactions. Also, we do not act as a general partner in a partnership in which we solicit client investments.

On occasion, HIC or a related person will invest in the same security that HIC or a related person will recommend to clients. However, the written supervisory procedures are designed to assure that the personal securities transactions, activities and interests of the employees of HIC will not interfere with (1) making decisions in the best interest of advisory clients and (2) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Item 12 – Brokerage Practices

Client assets must be maintained in an account at a broker/custodian. HIC does not act as a broker/custodian and therefore relies on an unrelated third party for this service. It's important to note that we may be deemed to have custody of assets if a client gives us authority to withdraw assets from a client's account. Having custody of client assets without proper procedures and capital could result in disciplinary action from regulatory authorities. Therefore, we do not move assets on a client's behalf.

Preferred Broker/Custodian

Our clients are free to choose their broker/custodian. However, we frequently recommend that our clients use Charles Schwab and Co., Inc. ("Schwab"), Member SIPC. We are independently owned and operated and are not affiliated with any broker/custodians. Each broker/custodian will hold client assets and buy and sell securities when instructed. While we may recommend that clients use Schwab as a broker/custodian, the client will

decide whether to do so and will open their account with the broker/custodian by entering into an account agreement directly with them. We do not open the account for the client, although we may help them do so.

Other Brokers/Custodians

Ultimately, the choice of broker/custodian is entirely up to the client. HIC will make every effort to accommodate the choice of broker/custodian and provide a full range of investment advisory services.

How We Select Brokers/Custodians

We seek to recommend a broker/custodian who will hold client assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for client accounts)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds, etc.)
- Availability of investment research and tools that help us make investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the price
- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us

Brokerage and Custody Costs

For our clients' accounts that the broker/custodian maintains, the broker/custodian generally does not charge separately for custody services but is compensated by charging commissions, receiving payment for order flow or charging other fees on trades that it executes. We have determined that having the broker/custodian execute most trades is consistent with our duty to seek "best execution" of client trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those

listed above (see “How We Select Brokers/Custodians”). Schwab provides us with access to their institutional brokerage, trading, custody, reporting, and related services, many of which are not typically available to retail customers. They also make 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. Their support services generally are available on an unsolicited basis (we don’t have to request them) and at no charge to us

Services That Benefit Clients

Schwab’s services include access to a broad range of investment products, execution of securities transactions, banking services, custody of client assets and the ability to move money. The investment products available through the broker/custodian include some to which we might not otherwise have access.

Services That May Not Directly Benefit Clients

Schwab also makes available to us other products and services that benefit us but may not directly benefit clients or their accounts. These products and services assist us in managing and administering our clients’ accounts. They include investment research from the broker/custodian and from third parties. We may use this research to service all or a substantial number of our clients’ accounts. In addition to investment research, Schwab may also make 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
- Access to employee benefits providers, human capital consultants, and insurance providers

Schwab may provide some of these services themselves. In other cases, they will arrange for third-party vendors to provide the services to us. They may also discount or waive their fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel. The availability of these services from Schwab benefits us because we do not have to produce or purchase them.

Brokerage for Client Referrals

HIC does not have any agreements in place where securities transactions are directed to particular broker-dealers in exchange for client referrals.

Aggregation

When we deem the purchase or sale of securities to be in the best interest of one or more accounts, we sometimes aggregate the securities to be purchased or sold by all such clients for a variety of reasons, including seeking best execution. In such situations, each account would pay the executing broker's commission. Any aggregation or bunching of trades will be consistent with our duty to seek best execution.

Item 13 – Review of Accounts

Regular Review

Normally, each client advisor monitors their client's portfolio holdings on a daily basis. They monitor the portfolio's performance and consider making changes based on new economic, market or firm specific information. In most cases, we review each advisory client's goals and objectives at least annually in an effort to assure proper asset allocation. Individual client advisors conduct this review more frequently for some or all of their advisory clients. We often review an advisory client's goals and objectives more frequently in response to various events, including a change in market, political or economic conditions, or a change in an advisory client's circumstances or financial goals, among other things. The account broker/custodian sends brokerage statements to advisory clients no less frequently than quarterly. These statements list the account positions and activity in the account over the covered period, as well as other related information. The broker/custodian also sends trade confirmations to advisory clients following each transaction or on a consolidated basis as requested by the client.

Regular Reports

In addition to the statements and confirmations that advisory clients receive from their broker/custodian, we provide quarterly written reports that include details regarding investment holdings, trading, income and portfolio performance. These reports are prepared by HIC.

Trade Errors Policy

From time to time we may make an error in submitting a trade order on a client's behalf. When this occurs, we may place a correcting trade with the broker-dealer which has custody of the client's account. The goal of this transaction will be to restore the account

to the intended status at no cost to the client, and neither a gain nor loss due to the correcting trade will remain in the account.

Item 14 – Client Referrals and Other Compensation

This item is not applicable to HIC.

Item 15 – Custody

Clients should receive at least quarterly statements from the broker/custodian that holds and maintains client's investment assets. HIC urges clients to carefully review such statements and compare such official custodial records to the reports we provide to you.

Item 16 – Investment Discretion

HIC currently manages portfolios on a non-discretionary basis.

Item 17 – Voting Clients Securities

As a matter of firm policy and practice, HIC does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. HIC may provide advice to clients regarding the clients' voting of proxies.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about HIC's financial condition. HIC has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.