

Item 1: Cover Page



Queen City Capital Management, LLC

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Form ADV Part 2A – Firm Brochure

Dated: March 16, 2026

This Brochure provides information about the qualifications and business practices of Queen City Capital Management, LLC. If you have any questions about the contents of this Brochure, please contact us at 513-721-6089. 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.

Queen City Capital Management, LLC is a registered investment adviser. Registration does not imply a certain level of skill or training.

Additional information about Queen City Capital Management, LLC also is available on the SEC's website at www.adviserinfo.sec.gov, which can be found using the firm's identification number, 162785.

Item 2: Material Changes

The last annual update of this Brochure was filed on March 30, 2025. Since then, we have made the following material changes:

- We have discontinued our Wrap Fee Program. A wrap fee is when advisory fees and transaction fees are bundled together into one fee. Clients now will be charged separately for transaction fees by their custodian, however, many investment products we trade in do not have transaction fees. Please refer to your custodial agreement to view any fees applicable to your account.
- We have discontinued our ESG Values Based Portfolios.

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Item 4: Advisory Business

Description of Advisory Firm

Queen City Capital Management, LLC is an investment adviser registered with the United States Securities and Exchange Commission ("SEC") and is a limited liability company (LLC) formed under the laws of the State of Delaware. Queen City Capital Management, LLC became registered on July 23, 2012. Jeffrey Spitzmiller is the principal owner and Chief Compliance Officer ("CCO").

As used in this brochure, the words "QCCM", "we", "our firm", "Advisor" and "us" refer to Queen City Capital Management, LLC and the words "you", "your" and "Client" refer to you as either a client or prospective client of our firm.

Types of Advisory Services

QCCM is a fee-only firm, meaning the only compensation we receive is from our Clients for our services.

Asset Management Services

QCCM offers asset management services, which involves QCCM providing you with continuous and ongoing supervision over your specified accounts. You must appoint our firm as your investment adviser of record on specified accounts (collectively, the "Account"). The Account is managed by us based on your financial situation, investment objectives and risk tolerance. We actively monitor the Account and provide advice regarding buying, selling, reinvesting or holding securities, cash or other investments of the Account.

We will need to obtain certain information from you to determine your financial situation and investment objectives. You will be responsible for notifying us of any updates regarding your financial situation, risk tolerance or investment objective and whether you wish to impose or modify existing investment restrictions; however, we will contact you at least annually to discuss any changes or updates regarding your financial situation, risk tolerance or investment objectives. We are always reasonably available to consult with you relative to the status of your Account. When we provide asset management services, you 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.

We manage your account through various investment models and programs. One or more model allocations are available to you within the investor profile determined by the questionnaire you complete. In determining the initial allocation to be used, you will choose from several model portfolios of mutual funds, exchange traded funds/notes or variable annuity sub-accounts within your investor profile. A description of our investment programs can be found below.

All Star Funds Portfolios

Asset allocations in the All Star Funds Portfolios consist primarily of actively managed mutual funds. In certain instances, exchange traded funds or notes may also be used. The goal is to use "best of class" funds across many different fund families as determined by our Investment team, based on a variety of factors including transaction costs, manager tenure, and performance and risk measurements, amongst others. Our Investment team analyzes available funds to determine the most appropriate selection for each asset class.

Index Plus and Index Plus Tax Managed Portfolios

Asset allocations in the Index Plus and Index Plus Tax Managed Portfolios primarily use exchange traded funds or exchange traded notes. In the case where an appropriate exchange traded fund/note is not available for a particular asset class or where we believe an active manager can provide either a risk or return benefit, we may utilize a mutual fund in its place. The Index Plus and Index Plus Tax Managed Portfolios offer the individual investor the flexibility of investing in a managed portfolio of exchange traded funds/notes, that provide liquid, low cost, tax-efficient exposure to a wide range of asset classes, primarily based on indexes.

In the Index Plus Tax Managed Portfolio, the tax efficiency objective is pursued by utilizing predominantly tax efficient index-based exchange traded funds/notes along with municipal bond funds where appropriate. The Index Plus Tax Managed Portfolio allows us the ability to assist in tax management. Selling positions with significant losses can offset portions of the capital gains incurred during portfolio rebalancing and other necessary trading with the goal of improving after-tax performance along with overall portfolio tax efficiency. Tax managed accounts are individually monitored to evaluate potential tax management trading. Exchange traded fund/note positions with significant losses may be sold and replaced with a similar exchange traded fund/note or mutual fund in order to maintain optimal portfolio exposure. This feature results in a more customized portfolio as positions may be sold over time and replaced with others. Portfolios within the same model allocation may be holding different positions at any given point in time as results of the circumstances of trades placed and positions replaced during tax loss harvesting. However, despite some differences in actual positions held, overall portfolio asset allocation exposure is maintained across the accounts per the investment model strategy's asset class/style exposure. Please note: We do not provide tax advice.

Strategic Core Portfolios

The models in this strategy utilize strategic asset allocation as the foundation for the portfolios. Core holdings of the major asset classes of stocks, bonds, and alternative asset class investments are utilized. The holdings are designed to utilize index based mutual funds, exchange traded funds or exchange traded notes. Low costs, liquidity, and tax efficiency are some of the benefits to this program.

Managed Variable Annuity Program

We have entered into agreements with insurance companies that allow for the management and valuation of your variable annuity accounts within this program. Under our sub-account management services, QCCM manages your variable annuity or variable life contract by selecting, monitoring and exchanging as necessary between sub-accounts available from the insurance company issuing the variable annuity in accordance with your disclosed investment objective and risk tolerance.

Model allocations are strategically developed utilizing the sub-accounts available within some variable annuity products. We may limit the product offerings at insurance companies on which asset management services are available. The limitations may be due to variable annuity sub-account options, annuity riders added to contracts or other factors. Total portfolio expenses may be higher than other mutual fund or managed portfolios based on the product, mortality and expenses and additional riders that may be added to the policy.

Custom Programs

Our Custom Program is offered to individual clients, high net-worth clients, including endowments and foundations. Asset diversification will be utilized using mutual funds, equities, bonds, unit investment trusts, separately managed accounts and exchange traded funds. Allocations are reviewed periodically by our Investment Team. Rebalancing and tactical changes may be executed by our Investment Team at any time. We may hire a subadvisor/separate account manager (such as Vanguard Personalized Indexing, Goldman Sachs, or J.P. Morgan) to manage all or a portion of this portfolio.

Personalized Indexing and Separately Managed Accounts

QCCM will also recommend to clients that all or a portion of their investment portfolio be implemented by utilizing one or more Independent Managers. In such instances, the Client may be required to authorize and enter into an advisory agreement with the Independent Manager[s] that defines the terms in which the Independent Manager[s] will provide investment management and related services. QCCM may also assist in the development of the initial policy recommendations and managing the ongoing client relationship. The Adviser will perform initial and ongoing oversight and due diligence over the selected Independent Manager[s] to ensure the Independent Managers' strategies and target allocations remain aligned with its clients' investment objectives and overall best interests.

The Client, prior to entering into an agreement with unaffiliated investment manager[s] or investment platform[s], will be provided with the Independent Manager's Form ADV Part 2A and Form CRS, if applicable. The fees charged by the Independent Managers, range from 0.12% - 0.50%, paid monthly or quarterly in advance or in arrears, directly from the client's brokerage account for the management and trading. For equity portfolios, the client can choose from various benchmark indices, ESG screens, factor screens, sector and company tilts, as well as tax loss harvesting options. For bond portfolios there are various government, corporate and municipal options available.

Workplace Retirement Program

This program is designed for those clients who are employed at certain not-for-profit institutions, typically hospitals or universities, which have various retirement plans (i.e., 403(b), ARP) in place with Fidelity as the custodian. The portfolios under this program consist of actively and passively managed mutual funds, typically with Fidelity being the dominant choice. The number of funds available depends on the institution. The universe of available Fidelity Funds will be analyzed by the Investment Team to determine the most appropriate selection for each asset class.

Allocation Consulting Services

QCCM provides its models through Orion Portfolio Solutions, LLC ("OPS"), a separate and unaffiliated entity. OPS provides a fee-based platform for unaffiliated investment advisors to utilize OPS's selected institutional portfolio strategists (the "Strategist Program"). QCCM serves as a "Strategist". In our capacity as a Strategist, we are responsible for managing the models by using exchange traded funds and mutual funds and providing the registered investment adviser the signals to trade the portfolios. Where there is a change in any model, the registered investment adviser, not our firm, has the authority to conduct trading activity as necessary to change or rebalance your portfolio, and replicate those changes linked to the model accounts as instructed by the client. Whenever we are providing services as a Strategist, we do not have an advisory relationship with the end client.

Newsletters

QCCM occasionally prepares general, educational and informational newsletters. Newsletters are always offered on an impersonal basis, for informational purposes only and do not focus on the needs of a specific individual.

Client Tailored Services and Client Imposed Restrictions

We tailor the delivery of our services to meet the individual needs of our clients. We work with you on a one-on-one basis through interviews and questionnaires to determine your investment objectives and suitability information.

You have the ability to impose reasonable restrictions on the management of your accounts, including the ability to instruct us not to purchase certain securities. All such requests must be provided to QCCM in writing. QCCM will notify you if we are unable to accommodate any requests.

Assets Under Management

As of December 31, 2025, QCCM has \$114,372,168 in discretionary and \$0 in non-discretionary assets under management.

Item 5: Fees and Compensation

Please note, unless a Client has received this brochure at least 48 hours prior to signing an Advisory Contract, the Advisory Contract may be terminated by the Client within five (5) business days of signing the Advisory Contract without penalty or incurring any fees. At no time do we require prepayment of \$1,200 or more six months or more in advance of rendering the services.

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 Advisory Contract for more detailed information regarding the exact fees you will be paying. Fees are negotiable and some fees may vary by Client for similar services. Please note, lower fees for comparable services may be available from other sources.

Asset Management Services

The fee is based on a percentage of assets under management and is negotiable. The annualized fees for asset management services are based on the following fee schedule. The following table is the standard portion that QCCM retains. The maximum annualized fee that you will pay for an investment advisory relationship established with us is 1.55%, with the difference going to the promoter/solicitor:

Assets Under Management	Annual Advisory Fee
First \$250,000	0.55%
Next \$250,000 - \$499,999	0.40%
Next \$500,000 - \$999,999	0.30%
Next \$1,000,000 - \$2,499,999	0.20%
Above \$2,500,000	Negotiable

** Please see Item 7 of this Brochure for account minimum requirements.*

The annual advisory fee is paid monthly or quarterly in arrears based on the average daily balance of the Client's account(s). The advisory fee is a blended tier. For example, for assets under management of \$750,000, a Client would pay 0.55% on the first \$250,000, 0.40% on the next \$250,000, and 0.30% on the remaining balance.

In determining the advisory fee, we may allow accounts of members of the same household to be aggregated. Our advisory fee is prorated for any partial billing periods occurring during the engagement, including the initial and terminating billing periods. Advisory fees will be adjusted proportionately based on the value of cash or securities either added to or withdrawn from the account between billing periods.

For purposes of calculating investment advisory fees, securities in the Account that are listed on a national securities exchange or on NASDAQ at the closing price will be valued on the valuation date, on the principal market where the securities are traded. Other securities or investments in the Account will be valued in a manner that QCCM believes in good faith reflects the fair market value.

QCCM reserves the right to modify its fee schedule in the future by providing you with 30 days advance notice of any modification. Fees charged for our asset management services are negotiable based on the type of client, the complexity of the client's situation, the composition of the client's account (i.e., equities versus mutual funds), the potential for additional account deposits, the relationship of the client with the investment adviser representative, and the total amount of assets under management for the client. There may be contracts with a higher annual fee than published above. The maximum annualized management fee you will pay for an investment advisory relationship established with us is 1.55%. Your Advisory Contract

will outline the total amount collected by our firm and the Promoter. Please see Item 7 of this Brochure for requirements we have related to minimum account sizes in order to enter into one of our programs.

If QCCM utilizes an Independent Manager/Separate Account Manager (“Sub-Adviser”), the above fee schedule does not include the Sub-Adviser’s fee. The Sub-Adviser’s advisory fees, billing schedule, and payment procedures are set forth in their separate written disclosure documents, advisory agreements, and/or the account opening documents of your account Custodian.

Workplace Retirement Program

The fee is based on a percentage of assets under management and is negotiable. The annualized fees are based on the following fee schedule. The following table is the standard portion that QCCM retains. The maximum annualized fee that you will pay for an investment advisory relationship established with us is 1.00%, with the difference going to the promoter/solicitor:

Assets under Management	Annual Advisory Fee
\$50,000 - \$250,000	0.45%
\$250,001 - \$500,000	0.35%
\$500,001 - \$1,000,000	0.30%
\$1,000,001 - \$2,000,000	0.25%
Above \$2,000,000	0.20%

**Account Minimum for WorkPlace Retirement Portfolios is \$50,000*

The annual advisory fee is paid monthly or quarterly in arrears based on the value of Client’s account(s) as of the last day of the billing period or the average daily balance of the Client’s account(s). The advisory fee is a blended tier. For example, for assets under management of \$2,000,000, a Client would pay 1.00% on the first \$500,000, 0.90% of the next \$500,000, and 0.75% on the remaining balance. Note: TIAA CREF on certain WorkPlace accounts will actually calculate the fees based on the period end balance instead of average daily balance.

Our advisory fee is prorated for any partial billing periods occurring during the engagement, including the initial and terminating billing periods. For purposes of calculating investment advisory fees, securities in the Account that are listed on a national securities exchange or on NASDAQ at the closing price will be valued on the valuation date, on the principal market where the securities are traded. Other securities or investments in the Account will be valued in a manner that QCCM believes in good faith reflects the fair market value.

QCCM reserves the right to modify its fee schedule in the future by providing you with 30 days advance notice of any modification.

Allocation Consulting Services

For our allocation consulting services with Orion, the fees are 0.10% annually.

Newsletters

Newsletters are provided to clients and prospective clients free of charge.

Fee Payment

For Asset Management and Workplace Retirement Program services, we deduct our advisory fee from one or more account(s) held at an unaffiliated third-party custodian, as directed by the Client. Please refer to Item 15 of this Brochure regarding our policy on direct fee deduction.

Other Types of Fees and Expenses

Additional fees may be charged by Fidelity, the insurance company, the separate account manager, or the 401(k) or 403(b) provider. We do not share in those fees. 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 custodians for Client's transactions and determining the reasonableness of their compensation (e.g., commissions). Please note, additional charges may be incurred if you elect for paper documents instead of electronic delivery.

Participation in the Index Plus and Index Plus Tax Managed Portfolios may cost you more or less than investing directly in exchange traded funds without the assistance of our firm depending on the fees negotiated between you and the promoter or our firm and depending on the trading activity in your account. Index Plus, Index Plus Tax Managed and Personalized Index or SMA. Portfolios are not eligible to receive custodial statements and confirms by mail. Electronic delivery of these materials is required due to trading cost restrictions placed by the custodian.

There is a \$200 administrative model transfer fee for each model or portfolio change on a rolling calendar year. The first model change, which includes the initial model allocation, will not be charged any additional fees.

Terminations and Refunds

The Advisory Contract between you and our firm may be canceled at any time, for any reason, by either of us. Services provided under the Contract will continue until either you or we give written notice of termination to the other party or up to and through the day the assets leave our firm. Fees accrue to the date written notice is received or up to and through the day the assets leave our firm.

Upon termination, typically, all account holdings will not be liquidated to cash, unless otherwise instructed by the client or promoter. Upon termination of the Contract, you will be responsible for and you will be billed for fees on the prorated portion of the current month or quarter for which the agreement was in effect if the fee billing in the account is billed in arrears. The custodian, fund sponsors or insurance companies may charge additional termination fees. If an account is terminated and advisory fees are due or owed for advisory services, our firm may seek to collect those fees from any other account with like registration that you maintain with our firm for which we are providing investment advisory services. For variable annuities, the management of the account is removed but the annuity remains intact. Upon the death of the last surviving account owner, we will continue to manage the account until we receive written notice to discontinue management to the Account.

Sale of Securities or Other Investment Products

Advisor and its supervised persons 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.

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 asset management services to individuals, high net-worth individuals, pension and profit sharing plans, charitable organizations, corporations or other businesses, and other investment advisers.

QCCM requires the following minimum investments amounts in order to open a managed account:

- All Star Funds, Strategic Core: \$50,000
- Index Plus and Index Plus Tax Managed: \$100,000
- Managed Variable Annuity Program: \$50,000
- Custom SMA Portfolios: \$250,000
- Workplace Retirement: \$50,000

Accounts valued at \$30,000 or more may be accepted if the total aggregate household account value exceeds \$300,000.

Accounts under the stated minimum may be accepted on an individual basis at our discretion. We review account minimums periodically and they are subject to change. We may close an account whose value falls below the minimum upon written notice to you.

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

Below is a brief description of our methods of analysis and primary investment strategies.

Methods of Analysis

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.

Use of Sub-Advisers: We may refer clients to independent investment managers or independent investment management programs ("Sub-Advisers") offered by various sub-advisors to manage portions of a client's portfolio. The decision to use a Sub-Adviser is based on our assessment of the client's needs and objectives, and whether these solutions may be more appropriate than mutual funds or ETFs for certain portfolio allocations. Our due diligence and ongoing monitoring of Sub-Advisers involves evaluating their experience, expertise, investment philosophies, and historical performance to assess their ability to manage investments over various market cycles. We also review and monitor their underlying holdings, strategies, concentrations, and leverage as part of our periodic risk assessments. As part of our diligence process, we assess compliance infrastructure and enterprise-level business risks to help identify any operational concerns. Clients should be aware that past success by a Sub-Adviser or sub-advisor does not guarantee future performance. There is also a risk that these managers may deviate from their stated investment mandates, potentially making the strategy less suitable for our clients. Furthermore, because we do not oversee the daily business or compliance operations of these third parties, we may be unaware of deficiencies in internal controls that could lead to business, regulatory, or reputational risks.

Investment Strategies

We use a modified strategic asset allocation approach to manage our discretionary portfolios in our programs. Our portfolios are primarily designed using Modern Portfolio Theory in order to target an

appropriate return for a given level of risk. There is also some tactical asset allocation undertaken within a certain permissible range in response to our firm's judgment on future economic trends and conditions.

Securities in our model portfolios represent different asset classes including, but not limited to: money market or cash equivalents, bonds, large company stocks, small company stocks, international stocks, industry/sector holding positions and alternative investment instruments among others. We may use computer-based or qualitative strategic or tactical asset allocation programs and various mutual fund rating services to aid in the allocation decisions for the assets in the programs. We do not separately charge for any of these services or programs.

QCCM uses the following investment strategies when managing client assets and/or providing investment advice:

Long term purchases - Investments held at least a year.

Short term purchases - Investments sold within a year.

Frequent trading - This strategy refers to the practice of selling investments within 30 days of purchase.

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 - Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of client investments. This is also referred to as systemic risk.

Equity (stock) market risk - Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.

Company Risk - When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.

Fixed Income Risk (Interest Rate Risk) - When investing in bonds, there is the risk that the issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.

Options Risk - Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.

ETF and Mutual Fund Risk - When investing in an ETF or mutual fund, you will bear additional expenses based on your pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. You will also incur brokerage costs when purchasing ETFs.

Management Risk - Your investment with our firm varies with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our investment strategies do not produce the expected returns, the value of the investment will decrease.

Market Risk - The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.

Inflation Risk - The risk is that the rate of inflation will exceed the rate of return on an investment.

Currency Risk - Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

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

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 generally carry a higher risk of profitability than an electric company, which may generate much of 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.

Item 9: Disciplinary Information

Criminal or Civil Actions

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

Administrative Enforcement Proceedings

QCCM and its management persons have not been involved in any administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

QCCM and its management persons have not been involved in any self-regulatory organization (SRO) proceedings.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer Affiliation

Neither QCCM or its management persons is registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Other Affiliations

Neither QCCM or its management persons is registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

Related Persons

QCCM has minority owners that are also registered representatives and investment adviser representatives ("IAR") of Osaic Wealth Inc. (CRD No. 23131, "Osaic"), a dually registered broker-dealer and investment adviser. Minority owners of QCCM do not have control of QCCM, meaning they do not provide investment advice, do not supervise any investment adviser representatives of QCCM, or have voting rights greater than 25%. Due to the partial ownership, however, QCCM may have an incentive to recommend Osaic or invest clients in products, such as mutual funds, where Osaic may receive 12(b)-1 fees. QCCM does not have any arrangement where portfolio managers at QCCM nor the Firm share in 12(b)-1 fees.

Recommendations or Selections of Other Investment Advisers

QCCM recommends Clients to Sub-Advisers to manage their accounts. In the event that we recommend an Sub-Adviser, 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, Clients will receive a copy of the Sub-Adviser's Form ADV 2A, Firm Brochure, which also describes the Sub-Adviser's fee. You are not obligated, contractually or otherwise, to use the services of any Sub-Adviser we recommend. Moreover, QCCM will only recommend a Sub-Adviser who is properly licensed or registered as an investment adviser.

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

As a fiduciary, our firm has 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 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. Additionally, QCCM requires adherence to its Insider Trading Policy, and the CFA Institute's Asset Manager Code of Professional Conduct and Code of Ethics and Standards of Professional Conduct.

Code of Ethics Description

This Code of Ethics does not attempt to identify all possible conflicts of interest, and compliance with each of its specific provisions will not shield our firm or its access persons from liability for misconduct that violates a fiduciary duty to our Clients. A summary of the Code of Ethics' Principles is outlined below.

- Integrity - Access persons shall offer and provide professional services with integrity.
- Objectivity - Access persons shall be objective in providing professional services to Clients.
- Competence - Access 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 - Access 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 - Access 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 - Access persons conduct in all matters shall reflect the credit of the profession.
- Diligence - Access 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 access persons, 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, principal transaction, among others.

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

Our firm, its access persons, and its related persons may buy or sell securities similar to, or different from, those we recommend to Clients. In an effort to reduce or eliminate certain conflicts of interest, our Code of Ethics may require that we restrict or prohibit access persons' transactions in specific reportable securities. Any exceptions or trading pre-clearance must be approved by QCCM's Chief Compliance Officer in advance of the transaction in an account. QCCM maintains a copy of access persons' personal securities transactions as required.

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

From time to time our firm, its access persons, or its related persons may buy or sell securities for themselves at or around the same time as they buy or sell securities for Clients' account(s). To address this conflict, it is our policy that neither our firm or access persons shall have priority over Clients' accounts in the purchase or sale of securities.

Item 12: Brokerage Practices

Factors Used to Select Custodians

In recommending custodians, 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 custodian’s services. The factors we consider when evaluating a custodian for best execution include, without limitation, the custodian’s:

- 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 your account);
- 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 (ETFs), etc.);
- Availability of investment research and tools that assist us in making 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 prices;
- Reputation, financial strength, security and stability;
- Prior service to us and our clients.

With this in consideration, our firm recommends National Financial Services, LLC, Fidelity Brokerage Services, LLC, or TIAA-CREF.

Research and Other Soft-Dollar Benefits

We do not have any soft-dollar arrangements with custodians whereby soft-dollar credits, used to purchase products and services, are earned directly in proportion to the amount of commissions paid by a Client. However, as a result of being on their institutional platform, Fidelity may provide us with certain services that may benefit us.

QCCM has an arrangement with National Financial Services, LLC, and Fidelity Brokerage Services, LLC (together with all affiliates, “Fidelity”) through which Fidelity provides QCCM with Fidelity’s “platform” services. The platform services include, among others, brokerage, custodial, administrative support, record keeping and related services that are intended to support intermediaries like QCCM in conducting business and in serving the best interests of their clients, but that may benefit QCCM.

1. **SERVICES THAT BENEFIT YOU.** Fidelity provides access to a range of investment products, execution of securities transactions, and custody of client assets through National Financial Services, LLC and Fidelity Brokerage, LLC. Also, Fidelity provides discount brokerage rates that are generally lower than retail investor rates. Fidelity services described in this paragraph generally benefit you and your account.
2. **SERVICES THAT MAY NOT DIRECTLY BENEFIT YOU.** Fidelity 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, such as software and technology that may:
 - Assist with back-office functions, recordkeeping, and client reporting of our clients’ accounts.
 - Provide access to client account data (such as duplicate trade confirmations and account statements).

- Provide pricing and other market data.
 - Assist with back-office functions, recordkeeping, and client reporting.
 - Investment research.
 - Access to Fidelity's trading desk for Advisors.
 - Access to block trading.
3. **SERVICES THAT GENERALLY BENEFIT ONLY US.** By using Fidelity, we will be offered 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.
 - Vendor discounts to purchase business services, such as consulting, marketing and branding, technology support and other similar business services.
4. **YOUR BROKERAGE AND CUSTODY COSTS.** Fidelity charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity enables QCCM to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Fidelity's commission rates are generally considered discounted from customary retail commission rates. However, the commissions and transaction fees charged by Fidelity may be higher or lower than those charged by other custodians.

As part of its fiduciary duties to clients, QCCM endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by QCCM or its related persons in and of itself creates a potential conflict of interest and may indirectly influence QCCM's choice of Fidelity for custody and brokerage services.

Brokerage for Client Referrals

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

Clients Directing Which Broker/Dealer/Custodian to Use

Our firm requires Clients establish account(s) at Fidelity to execute transactions through. We will assist with establishing your account(s) at Fidelity, however, we will not have the authority to open accounts on the Client's behalf. Not all investment advisers require their Clients to use their recommended custodian. By requiring that Clients use Fidelity, we may be unable to achieve most favorable execution of Client transactions, and this practice may cost Clients more money. We base our recommendations on the factors disclosed in Item 12 herein and will only recommend custodians if we believe it's in the best interest of the Client.

We do not permit Clients to direct brokerage (direct us to a broker-dealer of your choosing).

Aggregating (Block) Trading for Multiple Client Accounts

We may elect to purchase or sell the same securities for several clients at approximately the same time. This process is referred to as aggregating orders, batch trading or block trading and is used by our firm when QCCM believes such action may prove advantageous to clients. If and when we aggregate client orders, allocating securities among client accounts is done on a fair and equitable basis. Typically, the process of aggregating client orders is done in order to achieve better execution, to negotiate more favorable commission rates or to allocate orders among clients on a more equitable basis in order to avoid differences in prices and transaction fees or other transaction costs that might be obtained when orders are placed independently.

QCCM uses the pro rata allocation method for transaction allocation. Under this procedure, pro rata trade allocation means an allocation of the trade at issue among applicable advisory clients in amounts that are proportional to the participating advisory client's intended investable assets. QCCM will calculate the pro rata share of each transaction included in a block order and assign the appropriate number of shares of each allocated transaction executed for the client's account.

If and when we determine to aggregate client orders for the purchase or sale of securities, including securities in which QCCM or our associated persons may invest, we will do so in accordance with the parameters set forth in the SEC No-Action Letter, SMC Capital, Inc. Neither we nor our associated persons receive any additional compensation as a result of block trades.

Item 13: Review of Accounts

Periodic Reviews

We review our managed accounts on a regular basis to monitor daily transactions for investment of additional deposits and for effects of market movements. We conduct quarterly reviews to determine if it is necessary to reallocate or rebalance accounts for tactical or strategic reasons. More frequent reviews may be conducted on an as needed basis. Reviews may also be done at your request, investment advisor representative/promoter or if merited by a change in your investment objectives. Members of the Investment Team, led by Jeffrey Spitzmiller, Chief Investment Officer, conduct these reviews.

Triggers of Reviews

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.

Review Reports

Clients will receive trade confirmations from the custodian(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.

We provide performance reports to you on accounts we manage quarterly. These quarterly reports include a summary of investment activity, including withdrawals, deposits, and miscellaneous charges, advisory fee details and investment committee commentary. We may also provide periodic commentary/market outlook or other newsletter on an as needed basis.

We urge you to compare the account statements received directly from the custodian to the performance reports provided by us with account statements you receive from Fidelity.

Item 14: Client Referrals and Other Compensation

Additional Compensation Received by Queen City Capital Management, LLC

Our firm and its representatives may receive reimbursements, allowances, or expense coverage from investment managers and service providers for attending seminars or meetings, without any sales requirements. There are no sales quotas to receive or provide these benefits.

Client Referrals

QCCM enters into agreements with promoters (referring parties) to refer clients to us. We compensate, either directly or indirectly, promoters for client referrals. The referral agreements between our firm and the referring parties are designed to comply with Rule 206(4)-1, under the Investment Advisers Act of 1940, as amended. We market our advisory services through promoters who have no advisory capacity in connection with our services. If a referred client enters into an investment advisory agreement with our firm and compensation is paid to the referring party, the fee will be paid as a percentage of your advisory fees payable by you to our firm for so long as you remain a referral client of the promoter. Written disclosure regarding the referral fees will be provided to you at the time a referral is made. Your investment adviser representative/promoter may agree to reduce their referral fee and any such reduction may be passed on to the particular client in the form of a lower fee.

The compensation to be paid in connection with these investment advisory services is subject to negotiation between our firm, you, and your investment adviser representative/promoter. The referral agreements between any referring party and our firm do not result in any charges to you in addition to the normal level of advisory fees charged. Upon termination of the promoter, we will continue to manage your portfolio and charge you management fees, unless you direct us in writing to terminate management of your account.

There may be a conflict of interest when a promoter recommends the services of any of our programs because the promoter may receive the potential benefit of a higher portion of the overall advisory fee charged than if otherwise recommending other advisory programs available. Promoters that are registered representatives of other broker-dealers, including Osaic, may receive a broker-dealer commission in addition to a percentage of the advisory fee when you buy a new variable annuity policy or mutual fund and requests to add our management to the policy or fund. No commissions are paid to our firm in the managed account programs utilizing the Fidelity Institutional Wealth Services platform. Advisory fees for asset management services may be more than the cost of purchasing the same services separately.

You may be able to obtain similar services for a less fee from other advisors. The advisory fees charged may vary among asset management services provided by our firm. You may buy the same investment product from another unaffiliated registered investment advisor firm or could implement securities transactions without the services provided by our firm. In that case, you would not receive the services provided by us.

We may also provide marketing or business development allowances, fee reductions, or other benefits to certain promoters based on client assets invested in our programs. These arrangements are negotiated individually. Additionally, we may offer consulting, education, training, and marketing support, sponsor annual conferences, and cover related travel or event expenses for promoters.

Item 15: Custody

QCCM does not hold, directly or indirectly, Client funds or securities, or have any authority to obtain possession of them. All Client assets are held at a qualified custodian.

If QCCM deducts its advisory fee from Client's account(s), the following safeguards will be applied:

- i. The Client will provide written authorization to QCCM, permitting us to be paid directly from Client's accounts held by the custodian.
- ii. The custodian will send at least quarterly statements to the Client showing all disbursements from the accounts, including the amount of the advisory fee.

We urge you to carefully review custodial statements and compare them to the account invoices or reports that we may provide to you and notify us of any discrepancies. Clients are responsible for verifying the accuracy of these fees as listed on the custodian's brokerage statement as the custodian does not assume this responsibility. Our invoices or reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

QCCM can establish a Standing Letter of Authorization or other similar asset transfer authorization arrangements ("SLOA") with qualified custodians in order for us to disburse funds to accounts as specifically designated by the Client. With a SLOA a Client can typically authorize first-party and/or third-party transfers. If transfers are third-party, QCCM complies with each of the requirements and conditions enumerated below:

1. The Client provides an instruction to the qualified custodian, in writing, that includes the Client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.
2. The Client authorizes QCCM, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
3. The Client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the Client's authorization, and provides a transfer of funds notice to the Client promptly after each transfer.
4. The Client has the ability to terminate or change the instruction to the Client's qualified custodian.
5. QCCM has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the Client's instruction.
6. QCCM maintains records showing that the third party is not a related party of QCCM or located at the same address as QCCM.
7. The Client's qualified custodian sends the Client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

Item 16: Investment Discretion

For those Client accounts where we provide Asset Management Services, QCCM has discretionary authority and limited power of attorney to determine the securities and the amount of securities to be bought or sold for a Client's account without having to obtain prior Client approval for each transaction. 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.

For sub-account management services, when discretionary authority has been granted in writing by you, QCCM will exercise limited discretionary authority to exchange sub-accounts available in the variable annuity and/or variable life contract without contacting you in advance to obtain your consent for each exchange. Under our sub-account management services, you have the ability to place reasonable restrictions on the available sub-accounts utilized by QCCM. You may also place reasonable limitations on the discretionary power granted to QCCM so long as the limitations are specifically set forth or included as an attachment to the client agreement.

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 has any questions 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 \$1,200 in fees six months or more in advance.

Item 1: Cover Page



Queen City Capital Management, LLC

212 East Third Street, Suite 100

Cincinnati, OH 45202

513-721-6089

Form ADV Part 2B – Brochure Supplement

Dated: March 16, 2026

For

Jeffrey J. Spitzmiller

Chief Executive Officer & Chief Investment Officer

This brochure supplement provides information about Jeffrey J. Spitzmiller that supplements Queen City Capital Management, LLC ("QCCM") brochure. You should have received a copy of that brochure. Please contact Jeffrey J. Spitzmiller if you did not receive QCCM's brochure or if you have any questions about the contents of this supplement.

Additional information about Jeffrey J. Spitzmiller is available on the SEC's website at www.adviserinfo.sec.gov which can be found using the identification number 4418218.

Item 2: Educational Background and Business Experience



Jeffrey J. Spitzmiller

Born: 1971

Educational Background

- Miami University, Bachelor's Degree in Business Administration: 1994
- Boston University, Master's Degree in Banking and Financial Services: 2007

Business Experience

- April 2012 to Present: Queen City Capital Management, LLC, Chief Executive Officer & Chief Investment Officer
- June 2007 to April 2012: Brecek and Young Advisors, Inc., Chief Investment Officer
- July 2003 to June 2007: Brecek and Young Advisors, Inc., Chief Investment Strategist

Professional Designation(s)

CFA®; Chartered Financial Analyst (2000): The CFA charter is a graduate-level professional designation established in 1962 and awarded by CFA Institute. To earn the CFA charter, candidates must pass three sequential, six-hour examinations over two to four years. The three levels of the CFA Program test a wide range of investment topics, including ethical and professional standards, fixed-income analysis, alternative, and derivative investments, and portfolio management and wealth planning. In addition, CFA charterholders must have at least four years of acceptable professional experience in the investment decision-making process and must commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

RLP®; Registered Life Planner designation from the Kinder Institute of Life Planning (2020): The Registered Life Planner designation is earned upon completion of three courses. After earning the RLP® designation, the Life Planner is expected to keep their skills sharp by attending at least eight hours of continuing education every two years.

Item 3: Disciplinary Information

Jeffrey J. Spitzmiller has never been involved in any criminal or civil actions, administrative proceedings, self-regulatory organization (SRO) proceedings, or other hearings or formal adjudications.

Item 4: Other Business Activities

Jeffrey J. Spitzmiller is not involved in any investment-related outside business activities or other businesses that take 10% of their time or income.

Item 5: Additional Compensation

Jeffrey J. Spitzmiller does not receive any economic benefit from any person, company, or organization, in exchange for providing Clients advisory services through QCCM.

Item 6: Supervision

Mr. Spitzmiller as Chief Compliance Officer, supervises the advisory activities of our firm. Mr. Spitzmiller is bound by and will adhere to the firm's policies and procedures and Code of Ethics. Clients may contact Mr. Spitzmiller at the phone number on this brochure supplement.