



Firm Brochure

Part 2A of Form ADV

ZHP Capital

18-5 E. Dundee Road

Suite 330

Barrington, IL 60010

Phone: 847-400-6982

admin@zhpcapital.com

www.zhpcapital.com

This brochure provides information about the qualifications and business practices of ZHP Capital. If you have any questions about the contents of this brochure, please contact me at 847-400-6982 and/or admin@zhpcapital.com.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Registration with the SEC or any state securities authority does not imply a certain level of skill or training.

Additional information about ZHP Capital is also available on the SEC's website at www.adviserinfo.sec.gov.

06/23/2021

Material Changes

This Brochure dated June 23, 2021 has the following changes from the March 31, 2018 version.

- Financial Coaching Service launched

We will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business's fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting David Johnson at admin@zhpcapital.com.

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Firm Brochure: Part 2A of Form ADV

Advisory Business

Description of Advisory Business

David B. Johnson operates as a sole proprietor doing business as ZHP Capital. As a sole proprietor, David owns and controls 100% of ZHP Capital. Under the law, ZHP Capital and David B. Johnson are the same entity. Throughout this brochure, references to “ZHP Capital” “ZHP” “David Johnson” “David” “Dave” “we” or “I” all refer to the same entity.

ZHP Capital provides investment advisory services including portfolio asset allocation, investment management and limited financial planning to individuals, corporations, or organizations. My investment advisory process typically involves:

- 1) Identification of financial goals and objectives,
- 2) Gathering client data,
- 3) Evaluating the client's financial status,
- 4) Developing and presenting investment recommendations or alternatives,
- 5) Implementing the recommendations, when the client so chooses, and,
- 6) Monitoring the investment outcomes.

ZHP consults with the client to obtain detailed investment objectives, current financial status, attitude towards risks and other pertinent data through one or more personal interviews. The client will generally complete an investor profile, which together with the interviews, enables ZHP and the client together to determine appropriate investment guidelines, risk tolerance and other factors that are important in designing a suitable investment portfolio. ZHP may summarize the investment plan in a written Investment Policy Statement (IPS) for the client, which will reflect the client's current financial circumstances, financial outlook, and personal objectives. The IPS will include:

- an analysis of the client's current investment portfolio,
- guidance as to investment products which we believe are either appropriate or inappropriate given the client's
 - current and anticipated income,
 - financial goals,
 - tax bracket and
 - risk tolerance,
- an appropriate asset allocation, and
- recommendations on how to implement the investment plan.

The IPS will address common specific financial objectives such as retirement planning or college savings. If applicable, the IPS will address client-specific issues such as low-basis stock holdings, employee stock options or restricted stock, and company retirement plans.

If the client chooses to have ZHP implement the investment plan, ZHP will establish an Investment Management Services fee-based account for the client. If a client chooses not to have ZHP implement

the investment plan, clients may contract for annual, or more frequent, reviews and monitoring. In certain instances, a financially sophisticated client might hire ZHP strictly for Investment Management Services (described below) without undertaking the formal Investment Advisory process described here.

ZHP Capital will generally require a minimum asset value of \$500,000 to provide investment management services or continuous asset allocation monitoring, but will waive that minimum at its sole discretion.

Investment Management Services

ZHP provides discretionary and non-discretionary investment advice and portfolio management on an on-going basis. My service includes an appropriate allocation of the managed assets among cash (money market funds), equity (common stocks and mutual funds) and fixed income securities (bonds and bond mutual funds) designed to meet the specific needs and risk tolerance of each client. ZHP Capital bases investment decisions about portfolio structure and transactions on the principles of diversification, overall asset allocation and a long-term investment horizon. Specific security selection focuses on no-load mutual funds, exchange traded funds (ETF's), large capitalization common stocks and government or corporate bonds.

Investment Management clients, whether individuals, corporations or organizations typically complete a questionnaire concerning the client's current financial situation, financial goals, and attitudes toward risk. The questionnaire and personal discussions help ZHP to assess the client's personal situation and enables ZHP to recommend an initial asset allocation based on the client's specific needs and goals, developed with the use of standard asset allocation methodology. ZHP's objective is to design portfolios that provide risk diversification that helps meet the client's stated investment goals. Should the client's individual situation change, the client should notify ZHP, who will assist the client in revising the current portfolio or prepare a new questionnaire with the client so that ZHP can determine if a different asset allocation is appropriate to the client's new situation.

Financial Coaching (Planning) Service

ZHP Capital offers a Financial Coaching service, typically to young (ages 25-45) clients, charging a set monthly subscription fee. This service provides the client with investment guidance (usually non-discretionary) on any retirement vehicles, such as 401k or IRAs, and general savings portfolios, typically meant as "emergency" funds. I am also available for any general questions the client has on financial decisions. The client and ZHP Capital may work together to create a financial plan modeling specific investment goals relevant to the clients' financial circumstances. Primarily this will include the sufficiency of retirement savings to meet expected retirement spending, but also may cover college-savings goals for the client or their children, charitable or legacy gifting, and other specific needs. The service includes preparation of the clients' annual tax returns.

Specified Investment Consulting Services

Special purpose, or one-off, Investment Consulting will include advice on only an isolated area(s) of concern, such as college savings, or retirement planning. ZHP can also provide specific consultation and administrative services regarding investments and other financial concerns, such as an analysis of resources and cash flow with respect to saving for, or spending on, a major purchase, or appropriate debt level and structure. ZHP will offer to clients an asset allocation review of existing investment

holdings, and based on a client's stated objectives, whether the asset allocation is appropriate, or owns too little or too much of any asset class or security holding. ZHP will also offer clients a 401(k) review service, which will analyze investment options and allocations, and make recommendations for updates to client allocations. On-going monitoring is available. These reviews might prompt the client to engage ZHP for a more complete investment plan, as described above.

As an investment advisor, ZHP will identify and evaluate tax consequences and their implications in general terms, but ZHP typically will not render any formal tax advice in connection with an investment plan or consultation. However, as David Johnson also is trained in tax preparation, and prepares tax returns for individuals and small businesses, ZHP can also work with clients on tax planning and strategies. Otherwise, clients should consult with their chosen licensed professionals for all matters requiring legal or tax advice.

Pension Consulting and Corporate Planning Services

ZHP will consult with small businesses about pension and /or profit-sharing plans they offer to their employees. These consultations may include, but not limited to, evaluation of existing plans, design of new plans, and evaluation of money managers or mutual funds engaged by the plan. Business planning services may include a variety of services contracted and paid by a business on behalf of the employees or the business. Services may include financial planning services for employees, business financial planning services and/or business seminar services. ZHP will negotiate all fees for consulting and planning fees individually, based upon the complexity of the plan, number of employees covered, and assets in the plan. Fees will likely include one-time consulting fees, and on-going asset-based fees for monitoring of pension plans. ZHP Capital will generally require a minimum asset value of \$500,000 to provide pension consulting services.

Assets under Management

As of 4/30/2021, ZHP Capital reported total assets under management of \$16,081,973.

Fees and Compensation

Fee Schedule and Policies

Fee Schedule – Investment Advisory Services:

ZHP will charge asset-based fees for discretionary or non-discretionary investment management based upon the average quarterly value of the portfolio (Average calculated using each month end valuation in the quarter). Standard fees are billed quarterly in arrears according to the following schedule.

0.50% annually on Assets under Management up to \$5mm

0.375% annually on Assets under Management over \$5mm

ZHP Capital has in the past and does entertain negotiation of this fee schedule.

Fee Schedule – Financial Coaching (Planning) Service:

This service charges a subscription fee of \$50-175/month, plus an asset advisement fee, if applicable. The monthly fee is negotiated and set annually based on client's overall financial circumstances. The asset advisement fee will be up to 0.20% (20 bps) on the balance of the clients' current investment

assets, including 401(k) or similar retirement plans, IRAs, College savings plans, emergency fund and savings accounts. Amounts over \$250,000 will be negotiated separately, as regular on-going investment management may be appropriate. The fee is billed monthly for 12 months, based on prior balances as of the agreement's annual anniversary date.

ZHP may make an additional charge (up to \$150) for more complex tax returns, specifically those including Schedule C (Sole proprietor), Schedule E (rental property) or a large volume of investment transactions reported on Schedule D.

Fee Schedule – Investment Consulting Services:

ZHP will charge a fixed or hourly fee for specific investment planning and consultations. ZHP will negotiate fees with the client depending on the complexity of the client's financial circumstances and the services provided. The maximum fee that ZHP will charge is an hourly rate of \$250 per hour. In most cases, ZHP will quote a fixed maximum fee based upon the anticipated number of hours to complete the investment plan. ZHP will quote this fee after meeting with client and reviewing the client's documents and financial statements to determine the scope of the engagement.

- Initial Consultation - \$500-\$2500, depending on complexity of client's accounts and assets. (For example, a client with \$500,000 or less, held at 2 or fewer institutions, and invested in 8 or fewer mutual funds, would be charged \$500. A client with \$5mm or more, held at 5 or more institutions, and invested in 30 or more securities, including mutual funds and individual common stocks, bonds, derivatives, variable annuities, and/or private securities, would be charged the maximum \$2500.)
- Annual reviews, with written recommended re-balancing - minimum \$250 per year
- Quarterly reviews, with written recommended re-balancing - minimum \$500 per year (Cost of reviews will vary with complexity of client's accounts and assets, similar to consultations.)

ZHP Capital is providing advisory services under existing contracts that call for different fees and does entertain negotiation of this fee schedule. Families of accounts will be grouped together for determining the management fee level. If a client opens or closes an account during a quarter, the management fee will be assessed on a pro-rata basis. Other fees are billed upon completion of the service provided. ZHP Capital does NOT deduct fees from client accounts and does NOT require payment of investment management fees in advance.

ZHP Capital does not receive other compensation from the sale or recommendation of securities or other investment products, such as the mutual funds recommended to clients. This type of compensation creates a conflict of interest, which would provide ZHP Capital an incentive to recommend a product based on ZHP's compensation rather than the clients' needs. ZHP Capital will predominantly recommend mutual funds that do not charge "loads" or "Rule 12b-1 fees" (sales charges collected by the mutual fund and used to compensate the broker or advisor). In the unlikely event ZHP Capital receives such compensation in a rare situation, ZHP Capital would rebate the compensation to the client.

Other Client Expenses

To minimize client costs and expenses, ZHP recommends that its clients establish accounts at the Vanguard Group Inc., through Vanguard Brokerage Services, a division of Vanguard Marketing Corporation, a member of FINRA and SIPC. Therefore, ZHP expects that Vanguard will hold most ZHP Capital clients' assets, unless a client chooses otherwise. Vanguard is the largest issuer of mutual funds in the world and the second-largest issuer of exchange-traded funds (ETFs) as of 2018. Vanguard prides itself on its stability, transparency, low costs and risk management. Vanguard's corporate structure is unique in that it is owned by its mutual funds, and each mutual fund is owned by the fund's shareholders. This means Vanguard can avoid the conflicts of interest faced by other typical investment management firms with outside shareholders. ZHP receives no payment or anything of else of value from Vanguard for recommending Vanguard to its clients.

ZHP Capital primarily selects no-load mutual funds to fill components of the client's overall investment strategy. My annual advisory fees do not include the customary fees and expenses associated with investing in mutual funds or other costs of establishing and maintaining an account with mutual funds. Some mutual fund costs include Rule 12b-1 fees and other expenses to compensate the fund for paying broker/distributors to sell fund shares. Since ZHP Capital is NOT a broker, and does NOT accept payments from investment providers, it is unlikely any funds recommended by ZHP for client portfolios would include those fees, but in any instance that a client portfolio includes funds that collect 12b-1 fees, the client would incur that expense. Each fund prospectus describes these fees and expenses.

A client can invest in mutual funds directly, without the services provided by ZHP, which among other things, assists the client in determining which portfolio of mutual funds or other securities are most appropriate to the client's financial condition and objectives. Accordingly, a client should review both the fees charged by the funds and the fees charged by ZHP to understand fully the total amount of fees they will pay and to evaluate the value of the advisory service provided by ZHP.

Clients will pay any applicable brokerage commissions for equity trades, transaction fees to purchase or sell certain mutual funds, and mark-ups or "spread" on individual bond trades. These expenses are determined by the custodian/broker that holds the client's assets and executes trades. ZHP will provide the client a schedule of the custodian's fees prior to opening an account.

Clients will pay annual account maintenance fees if imposed by the custodian, although the custodian often waives these based on the client's level of assets, or if the client chooses to receive account information electronically rather than in paper copy.

Performance-Based Fees and Side-By-Side Management

ZHP Capital does not currently charge any clients performance-based fees and does not foresee that changing.

Though most clients provide ZHP Capital discretionary trading authority, I will manage clients' assets on a non-discretionary basis. Clients with non-discretionary accounts may be at a slight disadvantage versus discretionary clients, as ZHP capital will be executing transactions for the discretionary accounts while waiting to receive trade authorization from non-discretionary clients.

Types of Clients

ZHP Capital provides its wealth management services primarily to individuals, including to high-net worth individuals, defined as those with over \$1.0 million managed by ZHP, or whose net worth I believe exceeds \$2.0 million. When ZHP advises a client with assets held in a revocable trust, I consider the client to be the individual. ZHP also advises trustees of irrevocable trusts, which often have multiple beneficiaries, which might be individuals, other trusts, or charities. In those cases, ZHP considers the client to be the trust itself. As of 4/30/2021, I provided advice to 38 non-business clients, 9 of whom qualify as HNW individuals, and 2 Trusts.

ZHP Capital also provides advisory services to small businesses, generally about retirement plans and options for the owner or the firm's employees.

Methods of Analysis, Investment Strategies and Risk of Loss

Analysis and Investment Strategy

Overall, ZHP Capital employs a long-term buy and hold approach to the markets, focused on conservative security selection in liquid, high-quality investments. I believe that an investor should base investment decisions on investment principles, not on predictions. I will be, and I believe you should be, concerned with diversification of your portfolio, an overall asset allocation and a long-run horizon, not someone's prediction of what "the market" is going to do over the next week, month or even year. ZHP Capital does NOT engage in market timing, high levels of trading to capture small amounts of return, or buying the most recent hyped and high-performing market or securities. While ZHP Capital is happy to be called "stodgy," "boring," or traditional, our process is based on academic research we believe to be sound and time-tested and it will remain so.

When selecting individual mutual funds for selection in a client portfolio, ZHP Capital emphasizes long-term performance, investment philosophy and consistency, investor costs including the fund's trading turnover, portfolio manager tenure, and the management firm's business reputation.

When purchasing or holding individual stocks in a client portfolio, ZHP Capital emphasizes "high-quality" companies whose stock's market price is reasonably low relative to the business's fundamental value. What do these two characteristics mean in practice?

High quality companies are ones that:

- have produced positive operating cash flow and profits over recent periods,
- whose management have demonstrated the ability to grow the level of cash flow and profits over time,
- generally have low levels of debt,
- display consistent earnings,
- and usually, but not necessarily, pay dividends to investors. When they do pay dividends, the company has earnings that easily support the current level of dividends. As an alternative to dividends, high quality companies may purchase their own stock from existing shareholders with excess cash flow.

The price the investor pays matters, so ZHP Capital looks for companies that represent a **“value” investment**. This usually means a combination of measures.

- The company’s market price has been less volatile than the overall stock market (“Beta”).
- The market price will be low relative to a measure of the company’s cash flow or earnings (“P/E ratio”).
- The market price will be low relative to the value of the company’s assets, usually measured by its reported balance sheet (“book value”).

Bonds as an asset class have a place in almost all client portfolios. Most client portfolios will get this exposure through mutual funds or ETFs that invest in government, or investment-grade quality corporate and municipal bonds. When purchasing individual bonds in a client portfolio, ZHP Capital will only consider high-quality (“A-rated” or better) bonds with a maturity less than ten years.

Risk of Loss

All investments entail a risk of loss, so I consider ZHP Capital to be as much a Risk Manager as an Investment Manager. What is Risk? I think of risk as the uncertainty of the expected investment outcome. How much risk is appropriate depends on the client’s risk tolerance and time horizon.

- Risk tolerance combines the client’s financial ability to weather negative outcomes and their emotional willingness to live through down markets.
- Time horizon measures the time until they reasonably could face the need to make significant withdrawals from their portfolio to meet financial and life objectives.

My objective is to make sure the client’s portfolio does not bear more risk than appropriate for the client’s circumstances or with which the client is comfortable. I manage the risk of client portfolios primarily through broad diversification, and a focus on high quality investment selection. When you combine into one portfolio different securities whose price changes do not move consistently together (uncorrelated), then the result is a portfolio that has a lower level of risk (a greater likelihood of achieving a certain expected outcome) than the individual securities, OR a higher expected outcome and the same or lower risk.

- First, I diversify a portfolio across several asset classes, such as stocks, bonds, and cash. Every client will have a target asset allocation that we have agreed upon.
- Second, within each asset class, I diversify the portfolio securities by characteristics like country, industry, business size, relative price, and growth prospects.
- Third, most of this security diversification comes in the form of holding multiple mutual funds: different fund investment managers will bring unique ideas about the value and attractiveness of individual securities, so even managers of like asset classes will have different portfolios of securities.

Additionally, through a reliance on high-quality, liquid investments, purchased at a reasonable price, client portfolios should generally avoid the extreme price fluctuations common to more speculative investments, less liquid holdings, or non-diversified portfolios.

Finally, with a focus on long-term outcomes, I seek to protect client portfolios from loss due to excessive commissions and other trading costs or taxes. ZHP's trading activity is generally very low, primarily just to re-balance to the client's agreed asset allocation targets. I also look for mutual funds that have historically had low trade turnover within the fund.

The price and total return risk of a bond is driven by the bond's sensitivity to changes in interest rates ("duration"), which is mostly a function of the time to maturity of the bond. For bond mutual funds, we measure duration based on all the bonds in the portfolio. ZHP Capital manages the overall duration of a client's portfolio consistent with the client's investment horizon.

Disciplinary Information

ZHP Capital has no disciplinary information to report to clients.

The SEC and state securities authorities require an advisor to report any legal or disciplinary events that are material to a client's or prospective client's evaluation of my advisory business or the integrity of my management and personnel. The regulatory authorities provide a list of events presumed to be material, which includes criminal or civil actions, and administrative proceedings before the SEC or any regulatory body including self-regulatory organizations.

Other Financial Industry Activities and Affiliations

ZHP Capital is not a broker-dealer or commodity advisor and does not have any relationships or arrangements with other broker-dealers, investment companies or hedge funds, financial professionals or other financial industry firms that would cause a material conflict of interest with my clients.

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

ZHP Capital's Code of Ethics

As a CFA Institute member, David B. Johnson agrees to abide by the CFA Institute Code of Ethics and Standards of Professional Conduct. In addition, ZHP Capital has adopted and complies with the CFA Institute Asset Manager Code. Clients can request a copy of any of these documents by writing to ZHP Capital, PO Box 3552, Barrington, IL 60011-3552, or by visiting the CFA Institute website. At any time that ZHP Capital has other employees involved in the investment process, ZHP will adopt a firm-specific Code of Ethics designed to avoid conflicts of interest between client transactions and employee transactions.

Conflicts in Client Transactions and Personal Trading

ZHP Capital does not enter into any principal transactions with its clients.

ZHP capital may recommend or buy or sell securities for clients in which ZHP Capital has a financial interest. However, ZHP Capital fully recognizes its fiduciary responsibility to place client interests ahead of its own or its employees. However, under limited circumstances, ZHP's principal, or employees with the principal's prior permission, may sell a security that ZHP is buying or held in client accounts. In addition, there are no restrictions on transactions in US Government securities, shares of open-end mutual funds, or exchanged traded index funds on broad market indices (S&P500, DJIA, NASDAQ). ZHP's principal or employees cannot participate in any initial or secondary public offering of securities

except under very limited circumstances. All employees (other than the sole proprietor) will obtain pre-approval of personal trades and will report quarterly all securities transactions.

Aggregation and Allocation of Transactions

Although each client account will be individually managed, ZHP Capital might at times purchase and/or sell the same securities for many clients on the same day. Since Vanguard Brokerage Services currently does not act as a broker aggregating all ZHP's client assets and does not accept trades executed for clients at other brokers, ZHP will place trades individually for each client.

Because clients have different investment strategies and objectives, it is possible that ZHP Capital may be purchasing or holding a security for one client and selling the same security for another client. At no time will ZHP Capital act as principal (buying a security from one client and selling it to another at a different price) or create an agency cross transaction (buying a security for one customer and selling it to another without a broker).

Brokerage Practices

My current practice, when the client allows ZHP a choice, is for the client to open an account with Vanguard Group Inc., and direct brokerage trades through Vanguard Brokerage Services. Clients can investigate Vanguard Marketing Corporation (CRD# 7452) through FINRA's BrokerCheck website (<http://brokercheck.finra.org/>) and the parent company The Vanguard Group, Inc. through the SEC's Investment Adviser Public Disclosure website (<https://www.adviserinfo.sec.gov/IAPD/>).

For Investment Management clients, ZHP Capital generally has discretionary authority to determine the securities to buy or sell for clients, and the amount of such securities, subject to client established guidelines. In recommending brokerage firms and in negotiating commissions, ZHP Capital will consider the cost of brokerage trades and account maintenance, the brokerage firm's reliability, the quality of its execution services on a continuing basis, and the financial condition of the brokerage firm.

ZHP Capital's clients may have and wish to maintain existing relationships with brokerage firms. In these situations, the client typically negotiates the commission rates. In some situations, ZHP will not have authority to negotiate commission rates with the existing broker. In these cases where the client selects the broker and negotiates his own commission rates or fee arrangement, the client may pay higher commission or transaction costs than if ZHP Capital had discretion to choose a broker.

ZHP Capital does not intend to participate in any soft-dollar arrangements with brokers. In a soft-dollar arrangement, a broker purchases or provides research to ZHP Capital in exchange for commissions. ZHP does not serve as a paid solicitor for any third-party money managers

Review of Accounts

On a regular and systematic basis, ZHP's principal reviews every client account for compliance with established guidelines and adherence to client objectives. In addition, ZHP's principal reviews individual security holdings and mutual funds for appropriateness given the long-term economic and market outlook. I evaluate and approve mutual funds for holding based on manager tenure, long-term performance after fees, and adherence to investment style.

On a quarterly basis, each client will receive a Portfolio Review including quarter-end holdings, analysis, and account performance. If requested, ZHP Capital will provide to clients a year-end summary including tax-related information.

Client Referrals and Other Compensation

ZHP Capital does not receive any compensation from others for providing my investment advice to my clients, such as sales awards or bonuses.

ZHP Capital is not compensating anyone for referring clients to us. However, if I accept a client under a referral and agree to compensate the individual making the referral (“solicitor”), SEC rule 206(4)-3 requires that I disclose in writing that arrangement to the referred client, and that I have a written agreement with the solicitor.

Custody

ZHP Capital does not maintain custody of clients’ funds or securities. A separate and independent custodian, usually Vanguard Brokerage Services, a division of Vanguard Marketing Corporation, member FINRA and SIPC, always fills that role, although a client may elect to use their own preferred custodian. In any circumstance, the client will receive regular account statements from the custodian, and I recommend clients review them carefully and familiarize themselves with the information provided by the custodian. ZHP Capital will mail account reviews and analysis to clients, and the client should compare the custodian statement to my statements regularly.

Investment Discretion

ZHP will place trades in discretionary accounts without prior notice to clients. Other than the ability to place trades, ZHP Capital does not have any authority over the client’s funds and securities held in the custodian account(s). With Vanguard Group, this means the client executes a “limited agent authorization” giving ZHP Capital the right to direct trades within the account and direct payments to a similarly titled bank account for the client. ZHP Capital does not have the authority to remove funds or securities from the custodial account, to change the client address, bank information or beneficiaries.

Voting Client Securities

As a matter of firm policy and practice, ZHP Capital 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 all securities maintained in their accounts. If requested, I will provide advice to clients regarding the voting of proxies.

Financial Information

ZHP Capital does not take custody of client funds or accept fees in excess of \$1,200 six months or more in advance.

I do not have any financial commitments that would impair my ability to meet contractual and fiduciary commitments to clients. I have not been the subject of a bankruptcy proceeding.

Requirements for State-Registered Advisers

ZHP Capital provides all required information elsewhere in this form.

ZHP Brochure Supplement

Part 2B of Form ADV

David B. Johnson, CFA
Principal

ZHP Capital

18-5 E. Dundee Road

Suite 330

Barrington, IL 60010

Phone: 847-400-6982

admin@zhpcapital.com

www.zhpcapital.com

This brochure supplement provides information about David B. Johnson that supplements the ZHP Capital brochure. You should have received a copy of that brochure. Please contact us at 847-400-6982 and/or admin@zhpcapital.com if you did not receive ZHP Capital's brochure or if you have any questions about the contents of this supplement.

Additional information about David B. Johnson is available on the SEC's website at

www.adviserinfo.sec.gov.

06/23/2021

ZHP Capital places a high value on education. Its associates providing investment advice will have advanced degrees in business, or the equivalent, including holding CFA charters, and will demonstrate continued studies in the field of investment management. Individuals must not have a history of any disciplinary actions by securities market regulatory agencies. Associates will hold themselves to a high standard of ethics and moral behavior, including recognizing their fiduciary responsibility to clients.

David B. Johnson, CFA

Educational background and experience

David B. Johnson (b. 1959) Principal and Sole Proprietor of ZHP Capital has worked for over twenty years in the institutional investment management business, and since 2008 has managed personal and family assets through ZHP Capital. Previously, he served as Chief Operating Officer of a registered investment adviser with over \$3 billion in assets under management. Prior to that, he managed fixed income portfolios for a variety of organizations, including mutual funds, insurance companies and institutional pension advisers. From 2007-18, Dave was an adjunct faculty member for the University of Phoenix - Chicagoland campus and since 2014 for Lake Forest Graduate School of Management. Dave received a BA in Economics and Political Science from Iowa State University, and an MBA in Finance from the University of Chicago. Dave is a CFA charterholder.

Disciplinary Information

None.

Other Business Activities

David Johnson serves as a part-time faculty member for Lake Forest Graduate School of Management, teaching finance and economics courses. This activity occupies approximately 8 hours per week of Dave's time for the near future.

David Johnson, through ZHP Capital also provides accounting, bookkeeping and tax preparation services to individuals and businesses that may or may not be wealth management clients. These services occupy approximately 10 hours per week of Dave's time for the near future.

Additional Compensation

As sole proprietor of ZHP Capital, David receives all income, and bears all expenses incurred in operating the business. No outside firms provide compensation to David for providing advisory services or client referrals.

Supervision

David Johnson is the sole proprietor and sole employee of ZHP Capital, and therefore is not subject to any management oversight or supervision.

Requirements for State-Registered Adviser

None. All information provided elsewhere in this brochure supplement or in ZHP Capital's Firm brochure.

CFA Institute Code of Ethics and Standard of Professional Conduct

The Code of Ethics and Standards of Professional Conduct (Code and Standards) are the ethical benchmark for investment professionals around the globe. As a CFA Institute member, David B. Johnson is required to follow the Code and Standards. Annually, as part of renewing membership, every member must complete a Professional Conduct Statement to disclose any potential violations of the Code and Standards. The Professional Conduct Program administers the disciplinary process for CFA Institute, conducting investigations into allegations, determining violations, imposing sanctions, conducting disciplinary proceedings, and disclosing violations.

Get the full text of the Code of Ethics and Standards of Professional Conduct here:

<https://www.cfainstitute.org/en/ethics/codes/code-of-ethics-and-standards-of-professional-conduct>

CFA Institute Asset Manager Code

This voluntary code of conduct helps asset managers practice ethical principles that put client interests first. By adopting the Code, asset management firms signal their commitment to commonly held ethical principles and allow plan sponsors and other investors to easily identify which asset managers uphold the principles that resolve conflicts of interest in favor of investors.

Get the full text of the Asset Manager Code here:

<https://www.cfainstitute.org/ethics/codes/asset-manager-code>

Privacy Policy

My Commitment to You

Your trust is the cornerstone of our relationship, and the most important asset of my organization. I strive to maintain this trust and confidence, an important element of which is my commitment to protect your personal information, and to act responsibly and in your best interests. Because your personal and financial data is your private information, I hold myself to the highest standards in its safekeeping and use. This means that I never have and never will sell personal information about my clients to third party businesses for their marketing purposes. I will not disclose your personal information to anyone unless required or permitted by law, is at your direction, or is necessary to provide you with my services.

The following Privacy Notice explains how I collect, use, and protect the personal information of my clients. I ask that you read it carefully. I may revise my privacy policy in the future. If you would like a current copy of my privacy policy, you may view it on my website, at www.zhpcapital.com or by calling 1-847-400-6982. Additionally, I will provide clients with my privacy policy annually.

The Information I Collect About You

ZHP Capital collects and maintains certain personal information so that I can provide investment advisory services to you. This information includes:

- Personal information such as your address, taxpayer identification number, or phone number
- Financial information such as bank accounts, assets, and income level
- Information I create to service your account, such as trade tickets and account statements
- Information I receive from others in servicing your accounts, such as trade confirms from brokerage firms or custodian statements

How I Use Information about You

As highlighted above, I never sell the private information that I collect, or distribute such information, except in very limited circumstances and as permitted by law, such as:

- To brokers and/or custodians to complete transactions for your account
- To companies that help me service your account, such as my technology vendor in generating client statements
- To bring to your attention related financial products and services that I may offer

To fulfill my commitment to you, I have in place firm-wide practices to safeguard your personal information.

- I restrict access to your information to those employees who need it to provide my services to you
- I have physical, electronic, and procedural safeguards in place to protect your information
- I protect the information of former or prospective clients to the same extent as my current clients