Part 2A of Form ADV: Firm Brochure
Item 1 Cover Page

Blackbear Capital, LLC
114 Evergreen Hills Rd.
Cottageville, West Virginia 25239
CRD No. 310990

This brochure provides information about the qualifications and business practices of Blackbear Capital, LLC If you have any questions about the contents of this brochure, please contact us at 304-532-0056 and/or jpwhitney92@gmail.com.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Additional information about Blackbear Capital, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Blackbear Capital, LLC's registration as an investment adviser does not imply a certain level of skill or training.

Effective Date: November 11, 2020

Item 2 Material Changes

Last Annual Update: N/A

Summary of Material Changes

This section will be updated as required in the event any material changes are made to the Blackbear Capital, LLC Firm Brochure (the "Brochure"):

- Blackbear Capital, LLC is a new investment advisory firm, so there are no material changes to report at this time.

Delivery Requirements

We will provide a summary of any material changes to this Brochure to our clients at least annually, within 120 days of our fiscal year end. Furthermore, we will provide our clients with other interim disclosures about material changes as necessary.

A complete copy of our current Form ADV Part 2A and/or 2B may be requested free of charge by contacting us by telephone at 304-532-0056 or by email at jpwhitney92@gmail.com.

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Item 4 Advisory Business

FIRM DESCRIPTION

Blackbear Capital, LLC (hereinafter referred to as "Blackbear Capital," "we," "us," or "our firm") is organized as a Limited Liability Company under the laws of the State of West Virginia with its principal office located in Cottageville, West Virginia. The managing members of the firm are Jack Preston Whitney and Maxwell Knapp. The chief compliance officer is Jack Preston Whitney.

As a registered investment adviser, we are a fiduciary to you, our client, meaning we have a fundamental obligation to act and provide investment advice that is in your best interest. Should any material conflicts of interest exist that might affect the impartiality of our investment advice, they will be disclosed to you in this Brochure. We urge you to review this Brochure carefully and consider our qualifications, business practices and the nature of our advisory services before becoming our client.

Blackbear Capital is a newly established investment adviser with no assets under management. Clients may request more current information at any time by contacting our firm.

ADVISORY PROGRAMS

Blackbear Capital provides investment management services to our clients. In connection with our investment management services, Blackbear Capital provides advice with respect to a broad range of asset classes, including equities (common stocks and equivalents), mutual funds, exchange traded funds, fixed income instruments, and alternative investment strategies. Our advice is generally limited to these types of investments, but we reserve the right to advise or not advise our clients on certain investments should we deem it appropriate based on their particular circumstances.

Blackbear Capital's advisory services are tailored to the needs of our clients based on their individual investment objectives, risk tolerance, cash or income needs, and any investment restrictions. Although Blackbear Capital seeks to accommodate any reasonable investment restrictions or guidelines set by our clients, we may decline to accommodate certain investment restrictions that are incompatible with our firms' investment philosophy or that may have an adverse effect on our ability to manage your account.

Our advisory services are offered through certain individuals who have registered with Blackbear Capital as its investment adviser representatives ("advisors"). Clients should refer to such advisor's Form ADV Part 2B (the "Brochure Supplement") for more information about their qualifications.

Blackbear Capital enters into a formal written agreement with our clients setting forth the terms and conditions under which we will provide our advisory services (the "Investment Management

Agreement"). The Investment Management Agreement sets forth the scope of the services to be provided and the compensation we receive from the client for such services. The Investment Management Agreement may be terminated by either party in writing at any time by giving thirty (30) days signed written notice to the other party.

Our advisors offer the advisory services described below to our clients:

Investment Management. Blackbear Capital provides ongoing investment management services where client portfolios are managed according to the client's stated investment goals and objectives. Working closely with an advisor, clients will establish realistic and measurable investment goals, and objectives to meet those goals will be defined. An advisor will recommend that clients allocate their investment portfolio among various asset classes, then once the appropriate asset allocation has been determined, the portfolio will be monitored and rebalanced on an ongoing basis as changes in market conditions and client circumstances occur. As part of these investment management services, we have an ongoing responsibility to select and make recommendations to our clients as to specific securities or other investments that may be purchased or sold for a client's portfolio.

Blackbear Capital exercises discretionary authority over client investments where we manage the client's account(s) without client consultation after the initial establishment of the client's investment objectives and appropriate asset allocation. Blackbear Capital receives discretionary authority from our clients through our Investment Management Agreement at the outset of our advisory relationship.

Blackbear Capital provides financial consulting services as a complementary offering to investment clients. This service is not offered as a standalone service.

> **Financial Consulting.** Blackbear Capital provides on-going financial consulting services where an advisor will work with clients to update their financial plan on a continuous basis to reflect changes in client circumstances, goals and financial behaviors. Quarterly meetings with the client will identify any such changes, and the client will work with the advisor to update the financial plan accordingly with revisions to any of the following: net worth, cash flow, debt management, college savings, credit scores, estate planning, financial goals, insurance, investments, mortgage analysis, real estate ownership analysis, retirement planning, risk management, and tax strategies.

The consulting services are offered as part of Blackbear Capital's investment management services, at no additional charge, and include investment implementation as well as on-going investment supervision, monitoring, and reporting services. The client is under no obligation to act upon their advisor's recommendations. If the client elects to act on any of our recommendations, the client is under no obligation to effect their transactions through our firm. Investors considering rolling over assets from a qualified employer-sponsored retirement plan ("Employer Plan") to an Individual Retirement Account ("IRA") should review and consider the

advantages and disadvantages of an IRA rollover from their Employer Plan. A plan participant leaving an employer typically has four options (and may engage in a combination of these options): (1) Leave the money in the former employer's plan, if permitted; (2) Rollover the assets to a new employer's plan (if available and rollovers are permitted); (3) Rollover Employer Plan assets to an IRA; or, (4) Cash out the Employer Plan assets and pay the required taxes on the distribution. At a minimum, Investors should consider fees and expenses, investment options, services, penalty-free withdrawals, protection from creditors and legal judgments, required minimum distributions, and employer stock. Blackbear Capital encourages you to discuss your options and review the above listed considerations with an accountant, third-party administrator, investment advisor to your Employer Plan (if available), or legal counsel, to the extent you consider necessary.

By recommending that you rollover your Employer Plan assets to an IRA, Blackbear Capital may earn asset-based fees as a result. In contrast, leaving assets in your Employer Plan or rolling the assets to a plan sponsored by your new employer likely results in little or no compensation to Blackbear Capital. Blackbear Capital has an economic incentive to encourage investors to rollover Employer Plan assets into an IRA managed by Blackbear Capital. Investors may face increased fees when they move retirement assets from an Employer Plan to a rollover IRA account.

Information related to tax and legal consequences that is provided as part of an investment plan is for informative purposes only and should not be considered tax or legal advice. Clients should contact their tax and/or legal advisor for personalized advice.

Wrap Fee Programs. Blackbear Capital does not participate in any wrap fee programs.

Important Note: It is the client's responsibility to ensure that Blackbear Capital is promptly notified if there are ever any significant changes to their financial situation, goals, objectives or needs so we can review our previous recommendations and make any necessary adjustments.

Item 5 Fees and Compensation

ADVISORY FEES

The following information describes how Blackbear Capital is compensated for the advisory services we provide to our clients. The specific manner in which fees are charged and the compensation we receive may differ between clients depending upon the individual Investment Management with each client. Blackbear Capital reserves the right to negotiate our compensation with clients depending on the scope of our advisory relationship, and we may charge higher or lower fees than are available from other firms for comparable services. Blackbear Capital has the general discretion to waive all or a portion of our fees.

Investment Management Fees. In consideration for providing investment management services and pursuant to the Investment Management Agreement with the client, Blackbear Capital charges an annualized asset-based fee based on the client's assets under management ("AUM") as valued by the custodian. Investment Management fees range from 1.25% to 0.50% based on the following schedule:

Fee Schedule	
AUM	**Annualized Fee %**
First $250,000	1.25%
Next $1,750,000	1.00%
Next $3,000,000	.80%
Next $5,000,000	.65%
Next $10,000,000	.50%

Fees are negotiated with each client based on a variety of factors, such as the amount of assets being managed, future deposits to the accounts under our management, the level and type of services provided and/or the nature of the relationship with the client.

Blackbear Capital generally bills our fees on a monthly basis in arrears. Clients must authorize the deduction of our fees from their managed accounts by the qualified custodian and choose the method by which our fees will be calculated. All fees will be supported by an invoice to the client itemizing the fee.

Additional Fees and Expenses. Clients will incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or qualified custodian through which account transactions are executed. For more information on our brokerage practices, please refer to Item 12 (Brokerage Practices) of this Brochure.

The fees that clients pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or exchange traded funds (described in each fund's prospectus) to their shareholders. The fees charged directly by mutual funds and exchange traded funds will typically include a management fee and other fund expenses.

To fully understand the total costs associated with their investment portfolio, clients should review all the fees charged by mutual funds, exchange traded funds, our firm and others.

Termination. The Investment Management Agreement with our clients may be terminated by either party at any time upon thirty (30) days written notice. Upon termination of our status as the client's investment adviser, Blackbear Capital will not take any further action with respect to the client's account(s) unless specifically notified by the client in writing. Clients will be

responsible for instructing their custodian and monitoring their account for the final disposition of assets.

Refunds. Upon receipt of a proper notice of termination from the client, as described in the Engagement Agreement, any earned unpaid fees will be billed on a pro-rata basis based on the amount of work performed by us up to the point of termination.

Brokerage Commissions. Blackbear Capital does not receive brokerage commissions from the sale of securities or other investment products. Our compensation for recommending securities and investment products is limited to the advisory fees described above.

ERISA Accounts. Blackbear Capital is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Blackbear Capital may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which our firm and/or our related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset Blackbear Capital' advisory fees.

Any material conflicts of interest between clients and Blackbear Capital or our employees are disclosed in this Brochure. If at any time, additional material conflicts of interest develop, Blackbear Capital will provide our clients with written notification of those material conflicts of interest or an updated Brochure.

Item 6 Performance-Based Fees

PERFORMANCE BASED FEES

Blackbear Capital does not charge our clients fees based on a share of capital gains on or capital appreciation of the assets in their accounts.

Item 7 Types of Clients

TYPES OF CLIENTS

Blackbear Capital offers investment advisory services to a diversified group of clients including individuals and high net worth individuals. Client relationships may vary in scope and length of service.

ACCOUNT REQUIREMENTS

Blackbear Capital generally requires a minimum account balance of $50,000 for our investment management services. However, Blackbear Capital in its sole discretion may waive or lower our minimum account balance requirement based on various criteria (i.e., anticipated future additional assets to be managed, related accounts, account composition, negotiations with the client, etc.).

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

METHODS OF ANALYSIS

The securities analysis methods employed by Blackbear Capital may include fundamental analysis, quantitative and qualitative analysis, and asset allocation.

Fundamental Analysis
For public securities, we attempt to assess the value of a security by evaluating economic and financial factors specific to the particular security as well as conditions in the relevant sector and the overall economy. Fundamental analysis attempts to incorporate all of the relevant security-specific attributes and the many macro-driven factors that may affect the security in order to arrive at a solid assessment of the current value of a security.

Fundamental analysis does not necessarily attempt to anticipate market movements. Since the prices of securities may change in conjunction with overall market movements, securities identified by fundamental analysis as having good prospects may decline in value. Even if this occurs, however, our fundamental analysis may enable us to select securities that will perform better on a relative basis, regardless of the overall market's direction.

Quantitative Analysis
For certain public securities, we use mathematical models to obtain an objective measure of the quality of a company's business model and compare the results of that assessment to the market's perception of that company using valuation and price-related factors. A risk in using quantitative analysis is that the models may be more backward looking in nature and may be based on assumptions that prove to be incorrect or that the quantitative model may not capture all relevant or current information necessary to determine a company's value.

Qualitative Analysis
For certain public securities, we use information that is not numerical to understand the business and its potential to grow in the future. A company's business model and competitive advantage are vital components of qualitative analysis, along with news articles, interviews with management, third-party research reports, etc. Qualitative analysis provides an opportunity to be forward-looking, and when combined with quantitative analysis the research provides an understanding of where a company has been and where it might go in the future.

Asset Allocation
Where requested by the client, in addition to focusing on security selection, we attempt to identify and invest the account in an appropriate mix of different asset classes (stocks, bonds, cash, etc.) or investment strategies based on the client's objectives. The purpose of asset allocation is to seek to improve overall portfolio performance or reduce volatility by diversifying the client's investments consistent with the client's investment objectives and risk tolerance.

A risk of asset allocation is that the client's ability to participate in sharp increases in a particular security, industry, or market sector is limited because portfolio diversification necessarily limits the portion of the client's account invested in a single security, industry, or market sector. Another risk is that the ratio of securities allocated to specific asset classes or investment strategies typically change over time due to market movements and, if not corrected, will no longer be appropriate for the client's goals. To seek to mitigate this risk, we typically rebalance portfolios at least annually by monitoring the allocation among asset types as valuations fluctuate in the market and periodically readjusting the allocations to the intended levels.

Our methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

INVESTMENT STRATEGIES

General
Asset allocation provides the essential framework for implementing a diversified portfolio. We believe that asset allocation, when properly supported by effective implementation, manager selection and discipline, is the most critical factor in determining long-term and near-term investment performance. In our experience, it is also a useful tool to reduce portfolio risk and volatility over long periods of time and in most environments.

Based on your formulated long-term goals and requirements, we will work with you to design optimal portfolios based on historical risk and return relationships of a variety of traditional and alternative asset categories. We rely on various sources of information and various third-party providers to conduct analysis and reviews. Your restrictions and guidelines may affect the composition of your portfolio. Allocations will be guided by your Investment Policy Statement (if

applicable) or any allocation plan resulting from an asset allocation study we conduct. Allocations may also reflect individual security recommendations that we may make from time to time based on our independent research or on recommendations we receive from third parties.

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you continuously consult with a tax professional prior to and throughout the investing of your assets.

Manager Selection

As part of our services, we generally make recommendations to you regarding the hiring and termination of investment managers and their products. When recommending managers, we do not analyze or make recommendations concerning individual securities nor do we recommend any particular investment strategy. Our goal is to build client portfolios using diversified investment manager products, typically in the form of mutual funds and/or exchange traded funds. These products may also include insurance policies and annuity products. Our intention is to use managers and products that we have fully vetted and that have been approved by our investment team. In evaluating investment managers, we employ a thorough manager evaluation process that is structured to consistently evaluate our investment criteria. Our informed qualitative approach, along with quantitative analytical tools, allows us to measure the soundness of our investment managers' overall philosophy and process.

Our process helps us evaluate what we believe to be vital to a manager's ability to post superior returns relative to an appropriate benchmark. In evaluating investment philosophy and process, we can assess whether their approach to investing is clearly stated and sensible and whether their process supports and reflects their philosophy. We believe that personnel may be the most essential component to a manager's success; as such, we seek to spend time with the investment professionals, ensuring that they are able to articulate their firm's investment philosophy and its implementation. Current and historical portfolio holdings should also reflect their stated investment philosophy. We evaluate price (their fee structure) to make certain that it is competitive with peers and appropriate for the services. Performance is the ultimate proof of their efforts.

In addition to our qualitative research and quantitative tools, we use many other sources of information to evaluate managers we recommend, including performance information and characteristics from several sources (including Morningstar, S&P, and directly from managers), general economic data, market and financial information, financial newspapers and journals, academic white papers and other third party research, periodicals, prospectuses, statements of additional information and other issuer-prepared communications.

RISK OF LOSS

Investment returns are not guaranteed, and our clients may lose money on their investments. We ask that our clients work with the portfolio manager to help understand the clients' tolerance for risk. Our securities analysis and investment strategy methods rely, where possible and as appropriate, on credit ratings prepared by independent rating agencies and on financial statements audited by independent public auditors. We assume that rating agencies and auditors are in fact independent and that they perform their services in accordance with applicable legal and professional standards. In addition, we rely on company management, investment banks, and attorneys to make accurate and unbiased representations about these securities in public filings and other publicly available information. We believe this data has been obtained from sources believed to be reliable and is accurate to the best of our knowledge. However, we recognize that some data may be incorrect and there is always a risk that our analysis will be compromised by inaccurate or misleading information, or that unanticipated circumstances will lead to unanticipated adverse results. Risks of loss may also arise from unanticipated circumstances.

The investment risks described below may not be all-inclusive but should be considered carefully:

Equities risk: Equity securities can decline in value over short or extended periods as a result of changes in a company's financial condition and in overall market, economic and political conditions.

Market Risk: Security prices may decrease due in response to direct and indirect events and market conditions, usually caused by factors independent of the specific attributes of the investment security.

Inflation Risk: Rising inflation reduces the purchasing power of the underlying currency, which is the dollar for U.S. based investments. This also applies to foreign investments, which may be denominated in other currencies.

Liquidity Risk: Liquidity is the ability to convert an investment into cash. Investment assets are usually more liquid when established markets exist to trade those securities. For instance, U.S. Treasury bills and most equity securities have highly developed markets, while tangible property, such as real estate and precious stones, are less liquid. In case of extreme market activity, we may be unable to liquidate investments in thinly traded and relatively illiquid securities promptly if necessary. Also, sales of thinly traded securities could depress the market value of those securities and reduce the investments' profitability or increase its losses.

Reinvestment Risk: This is the risk that future gains may be reinvested at less favorable (lower) rates of return than currently available.

Interest-Rate Risk: Changes in interest rates may result in fluctuations in the prices of other investment vehicles. For example, when interest rates rise, fixed income security prices fall.

Financial Risk: Excessive use of credit (borrowing) to finance a business' operations increases the risk of profitability, because the company must cover its debt obligations in good and bad years.

Corporate Securities: Equity and debt securities (stocks and bonds) represent partial ownership interests in companies and partial claims on their assets, respectively. The value of these interests and claims is theoretically dependent upon the performance of the underlying business and the cash flows generated by its operations. However, securities prices may fluctuate independently of these factors due to market factors or for no reason at all. Prices may not change as expected even when the prospects of the business have been correctly assessed.

Risks of Alternative Investments: Alternative investments add diversification to the client's portfolio. Some alternative investments may have higher fees associated with the investment and be more volatile than other investment products. Alternative investments may also be invested in illiquid investments, presenting liquidity risk and making it more difficult to exit from the investment.

Omission of Risks: This Brochure does not provide a comprehensive list of every possible source of risk. Every potential outcome of an investment cannot be predicted, and it cannot disclose every potential risk factor for every investment to clients. The value of securities that the Firm invests in may go up or down in response to factors not within our firm's control, including but not limited to the status of an individual company underlying a security, or the general economic climate. Clients may suffer losses for any reason or no discernible reason.

Business Risks: The companies identified for investment face a wide variety of operational risks, including competitive threats, regulatory changes, execution challenges, and responses to external changes. For businesses listed on US exchanges, the Securities and Exchange Commission requires companies to disclose the most significant risk factors that could impact the business. However, these disclosures could be incomplete or inaccurate. An assessment of the relevant risk factors for any business could be incomplete or inaccurate. Both unforeseen and known risk factors may transpire, resulting in a deterioration of corporate performance.

Fundamental Analysis: Forecasting financial performance is an inexact process of estimation that relies on the accuracy of financial and industry data provided by companies and third parties. This data may contain material errors or omissions. Investing on the basis of fundamental research may also result in errors of judgment or analysis. Investment performance may suffer if the assessment of a business or its prospects is incorrect, and even a correct analysis could result in a loss of capital.

Interim Underperformance: The long-term and concentrated nature of a strategy means that even if the strategy is "working properly" and the analysis is correct and leads to profitable realized outcomes, clients may experience multi-year periods of significant underperformance relative to market indexes and other investment strategies. This interim underperformance

poses a significant risk of permanent capital loss for clients with short time horizons or who require withdrawals from their account.

Systemic Risk: Our firm relies on the stability of the overall financial system to implement its investment strategy. The security of client assets depends on the solvency of a third-party custodian and brokerage firm, upon which the Firm also relies for prime brokerage and trading services. In the event of a disruption to the custodian's business or the overall functioning of securities markets, the Firm may be unable to implement its investment strategy and clients may experience a significant or complete loss of their capital.

Strategy: The Firm cannot guarantee that its strategy will be implemented at all times, or in full. The Firm has full discretion and a broad mandate, and it may make investments not in keeping with the general description provided in this Brochure. There can be no guarantee that suitable investment opportunities will be available at all times.

Management: The Firm is dependent on the services of its direct owner. If he were incapacitated or otherwise unable to continue providing services, the Firm would not be able to continue to implement its strategy and clients could experience a significant or total loss of capital.

Frequent Trading: Although many of the Firm's investments are long-term in nature, any capital gains due to positions held for less than one year may be taxable at a higher rate. Frequent trading could result in lower returns due to these costs.

Public Health Crisis Risks: A public health crisis, pandemic, epidemic or outbreak of a contagious disease, such as the recent outbreak of Coronavirus (or COVID-19) in China, the United States, Europe and other countries, could have an adverse impact on global, national and local economies, which in turn could negatively impact our investments and strategies. Disruptions to commercial activity resulting from the imposition of quarantines, travel restrictions or other measures, or a failure of containment efforts, may adversely affect our investments in various ways, including but not limited to, decreased demand, supply chain delays, disruptions or staffing shortages. The outbreak of Coronavirus has contributed to, and may continue to contribute to, volatility in financial markets, including market liquidity and changes in interest rates. A continued outbreak may have a material and adverse impact on our investment returns. The impact of a public health crisis such as the Coronavirus (or any future pandemic, epidemic or outbreak of a contagious disease) is difficult to predict, which presents material uncertainty and risk with respect to the performance of our investments and strategies.

Investors should be aware their investment is not guaranteed and understand that there is a risk of loss of value in their investment.

Item 9 Disciplinary Information

REQUIRED DISCLOSURES

Registered investment advisers are required to disclose all material facts regarding the following legal or disciplinary events that would be material to a client's evaluation of Blackbear Capital or the integrity of Blackbear Capital's management: a criminal or civil action in a domestic, foreign or military court of competent jurisdiction; an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority; or a self-regulatory organization proceeding. Our firm and our management persons have not been involved in any legal or disciplinary events that would have a material adverse effect on the integrity of our management or the services we provide to our clients. Therefore, we do not have anything to report.

Item 10 Other Financial Industry Activities and Affiliations

OUTSIDE BUSINESS ACTIVITIES

Neither Blackbear Capital nor any of its employees are registered, or have an application pending to register, as a broker-dealer or registered representative of a broker dealer, futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

AFFILITIATED ENTITIES

Blackbear Capital does not have any relationships or arrangements with affiliated entities that could create a potential conflict of interest.

OTHER INVESTMENT ADVISERS

Certain third-party investment advisers may act as a solicitor for Blackbear Capital and for these services receives a portion of the fees paid by clients to Blackbear Capital. All fees third-party investment advisers may receive from Blackbear Capital and the written separate disclosures made to clients regarding these fees comply with all applicable federal and/or state statutes and rules. The written disclosures clients are provided with include a copy of the Blackbear Capital's Form ADV Part 2A and any relevant brochures, a disclosure statement detailing the fees third-party investment advisers acting as solicitors may be paid and a copy of Blackbear Capital's privacy policy.

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

CODE OF ETHICS

Blackbear Capital has adopted a Code of Ethics (the "Code") that sets forth a standard of business conduct for our firm and all our associated persons. The purpose of the Code is to set out ideals for integrity, objectivity, competence, fairness, confidentiality, professionalism and diligence for our firm and our associated persons to espouse in the interest of our clients and investor protection. The Code includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All employees of Blackbear Capital are required to handle their personal securities transactions in such a manner as to avoid any actual or potential conflicts of interest or any abuse of position of trust and responsibility. Annually, we require all employees to certify that they have read, understand and will comply with the Code.

Clients and prospective clients may request a full copy of our firm's Code of Ethics by contacting our firm in writing at jpwhitney92@gmail.com or calling our firm at 304-532-0056.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

Blackbear Capital and/or our advisors may invest in the same securities that are recommended to and/or purchased for our clients. Blackbear Capital and/or our advisors do not recommend securities to our clients in which Blackbear Capital and/or our advisors has a material financial interest. Blackbear Capital has adopted procedures designed to assure that the personal securities transactions, activities and interests of Blackbear Capital and/or our advisors will not interfere with our ability to make investment decisions in the best interest of our clients.

PERSONAL TRADING

Blackbear Capital maintains and enforces written policies and procedures reasonably designed to prevent the misuse of material non-public information by our firm or any access persons of our firm with regards to their personal securities transactions. Personal trading activities are continually monitored to reasonably prevent conflicts of interest between our firm and our clients.

Item 12 Brokerage Practices

SELECTION OF BROKER-DEALERS

Blackbear Capital considers a number of factors prior to recommending a particular broker-dealer to our clients, including but not limited to, their familiarity with the securities to be sold or purchased, their execution skills, order-flow capabilities, their commission rates or other fee schedules, their custodial services, their level of net capital (financial strength) and excess SIPC and other insurance coverage. We seek to ensure that the securities transactions effected for our clients represent the best qualitative execution, not just the lowest possible cost.

Our firm will routinely compare order execution disclosure information from a number of broker-dealers to ensure that the broker-dealer(s) we use remain competitive in providing best execution for our clients' securities transactions. Although the brokerage commissions and/or transaction fees charged by the broker-dealer(s) we use may be higher or lower than those charged by other broker-dealers, in seeking best execution for our clients our firm strives to ensure that our clients pay brokerage commissions and/or transactions fees which we have determined, in good faith, to be reasonable in relation to the value of the brokerage and other services provided by the broker-dealer(s) we use.

Research and Other Soft Dollar Benefits. Blackbear Capital does not participate in soft-dollar arrangements with any other broker-dealers as directed by clients. Blackbear Capital does not participate in any commission-sharing arrangements or receive soft dollar credits.

Brokerage for Client Referrals. Blackbear Capital does not consider broker-dealer or third-party referrals in selecting or recommending broker-dealers to our clients as this would create a conflict of interest.

Directed Brokerage. While Blackbear Capital may recommend that clients direct transactions through certain broker-dealers, we do not have discretionary authority to determine the broker-dealer to be used for the purchase or sale of securities for client accounts or the commission rates paid to a broker-dealer for client securities transactions.

TRADE AGGREGATION

Investment decisions deemed appropriate for one client may also be deemed appropriate for other clients so that the same security may be purchased or sold at or about the same time for more than one client. When this is the case our firm may, but is not obligated to, aggregate similar trades for multiple clients and execute the trade as a single block.

When transactions are so aggregated, the securities purchased or sold will be allocated in a fair and equitable manner. Our trade allocation procedures seek to allocate investment opportunities among our clients in the fairest possible way taking into account their best interests. These

procedures ensure that allocations do not involve a practice of favoring or discriminating against any client or group of clients. Transactions are usually aggregated to seek a more advantageous net price and/or to obtain better execution for all clients. Nevertheless, there is no assurance that the aggregation of transactions will benefit all clients equally, and in some instances combined orders could adversely affect the price or volume of a security. Also, it is possible that we may not aggregate trades in circumstances where it would be beneficial to do so.

TRADE ERRORS

From time to time, our firm may make a trade error when servicing a client's account. When this occurs, we will correct the trade as soon as we discover the error. Trading errors will be corrected at no cost to clients. If there is a cost associated with this correction, such cost is borne by Blackbear Capital and not the client. Note that we do not credit accounts for market losses unrelated to our error. If the trade error results in a gain, the gain will stay in the client's account unless it not legally permissible for the client to retain the gain or if the client chooses to forego the gain for tax purposes.

Item 13 Review of Accounts

ACCOUNT REVIEWS

Mr. Jack Preston Whitney, managing member and Chief Compliance Officer of Blackbear Capital, conducts account reviews on at least a quarterly basis for clients subscribed to our investment management services. The frequency of the review depends upon a variety of factors such as: the client's risk profile, activity in the account, economic and market conditions, and the client's preferences, if any. Additional reviews may be triggered by changes in the investment objectives or guidelines for a particular client or specific arrangements with the client.

Formal client review meetings are generally conducted on a regular basis at intervals mutually agreed upon by the advisor and the client, but no less than annually. During these reviews, any changes in the client's investment objectives are discussed so we can review our previous recommendations and make any necessary adjustments.

ACCOUNT REPORTS

Those clients to whom Blackbear Capital provides investment management services receive at least monthly reports summarizing their account(s) and investment results from their custodian. Clients have direct and continuous access to their account information and related documents via the password-protected website of the qualified custodian with which their accounts are held.

Item 14 Client Referrals and Other Compensation

CLIENT REFERRALS

Blackbear Capital may, at times, enter into soliciting agreements to provide cash compensation to third parties for client referrals or introductions to Blackbear Capital.

Our compensation agreements are in accordance with Rule 206(4)-3 under the Investment Adviser Act of 1940, M.R.S 16404 (6), and/or any other applicable state regulations. To the extent required by Rule 206(4)-3, M.R.S 16404 (6), and/or any other applicable state regulations, the compensation is disclosed to clients by the third-party referral source in a separate disclosure document. Generally, these arrangements provide compensation equal to a specific percentage of certain fees received by Blackbear Capital. This arrangement creates a conflict of interest in that cash compensation may impair the solicitor's evaluation of the client's suitability for Blackbear Capital's programs. To mitigate or remedy this conflict of interest the Chief Compliance Officer will review referrals to ensure suitability with Blackbear Capital's programs before compensating the solicitor.

It is our firm's policy not to compensate clients for referring potential clients to our firm, because the client would be considered a solicitor and would have to satisfy requirements under Rule 206(4)-3 of the Advisers Act or similar state rules regarding solicitation arrangements before a cash referral fee could be paid to them. Prior to compensating any individual for referrals, Blackbear Capital will ensure that these individual solicitors are appropriately registered as investment adviser representatives, if registration is required by the jurisdictions in which solicitation activities are conducted.

OTHER COMPENSATION

Blackbear Capital does not receive an economic benefit from anyone who is not a client in exchange for our provision of investment advice or other advisory services.

Item 15 Custody

CUSTODY OF CLIENT FUNDS AND SECURITIES

Blackbear Capital personnel may assist the client in preparing paperwork to open a new brokerage account, but only the client is permitted to authorize, by their signature, the opening of the account.

Clients should expect to receive quarterly account summaries from the qualified custodian by first-class mail. Clients should carefully review the account statements and summaries received from the qualified custodian(s) and compare such official custodial statements to any account

reports provided by Blackbear Capital. Any client that does not receive an account statement or summary from the qualified custodian should call our firm immediately so that we can arrange to have another statement sent by the custodian.

Item 16 Investment Discretion

DISCRETIONARY AUTHORITY

Blackbear Capital manages client securities portfolios on a discretionary basis. Blackbear Capital is granted limited discretionary authority in writing by the client at the outset of the advisory relationship. This limited discretionary authorization gives Blackbear Capital the authority to manage the client's investment assets at our firm's sole discretion and without consulting with the client in advance, subject to the investment objectives, guidelines and restrictions set by the client. This authorization will remain in full force and effect until we receive a written termination notice of the Engagement Agreement from the client.

Blackbear Capital does not have discretionary authority to determine what broker-dealer to use or the amount of commissions that are charged by the broker-dealer or custodian.

Item 17 Voting Client Securities

AUTHORITY TO VOTE CLIENT PROXIES

Blackbear Capital does not accept authority from clients with respect to voting of proxies solicited by, or with respect to, the issuers of any securities held in client portfolios. The qualified custodian holding clients' assets will send all such proxy documents it receives to the client so that the client may take whatever action the client deems appropriate. Blackbear Capital does not offer clients any consulting assistance regarding proxy issues.

Item 18 Financial Information

REQUIRED DISCLOSURES

As previously discussed in this brochure, Blackbear Capital may accept limited discretionary authority when providing investment management services if agreed upon in writing with the client. Blackbear Capital does not require clients to prepay more than $500 in fees six months or more in advance.

Blackbear Capital has no financial commitments that would impair our firm's ability to meet our contractual and fiduciary commitments to our clients and has not been the subject of a bankruptcy proceeding.

Item 19 Requirements for State-Registered Advisers

EXECUTIVE OFFICERS AND MANAGEMENT PERSONS

Name: Jack Preston Whitney

Year of Birth: 1992

Education:

Master's in Business Administration; 2015
Marshall University
Huntington, West Virginia

Bachelor of Business Administration - Finance; 2014
Marshall University
Huntington, West Virginia

Experience:

Managing Member
Blackbear Capital, LLC
Cottageville, WV
September 2020 - Present

Financial Advisor
United Brokerage
Parkersburg, WV
May 2017 – September 2020

Associate Wealth Advisor
United Bank
Parkersburg, WV
June 2016 – May 2017

Financial Reporting Specialist
West Virginia Department of Administration
Charleston, WV
July 2015 – June 2016

OUTSIDE BUSINESS ACTIVITIES

Neither Blackbear Capital nor any of its employees are registered, or have an application pending to register, as a broker-dealer or registered representative of a broker dealer, futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

PERFORMANCE-BASED FEES

Blackbear Capital does not charge our clients fees based on a share of capital gains on or capital appreciation of the assets in their accounts.

LEGAL OR DISCIPLINARY EVENTS

Neither Blackbear Capital nor our management persons have been involved or been found liable in any arbitration claims alleging damages in excess of $2,500 or been involved or been found liable in any civil, self-regulatory organization, or administration proceeding.

ISSUERS OF SECURITIES

Neither Blackbear Capital nor our management persons have any relationships or arrangements with any issuers of securities.

Form ADV Part 2B: Brochure Supplement
Item 1 Cover Page

Jack Preston Whitney
CRD No. 6791248

for

Blackbear Capital, LLC
114 Evergreen Hills Rd.
Cottageville, West Virginia 25239

This brochure supplement provides information about our supervised persons that supplements the Blackbear Capital, LLC brochure. You should have received a copy of that brochure. Please contact our firm if you did not receive Blackbear Capital, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about the supervised persons mentioned in this brochure supplement is available on the SEC's website at www.adviserinfo.sec.gov.

Effective Date: November 11, 2020

SUPERVISED PERSONS: Jack Preston Whitney

ITEM 2 EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Name: Jack Preston Whitney

Year of Birth: 1992

Education:

Master's in Business Administration; 2015
Marshall University
Huntington, West Virginia

Bachelor of Business Administration - Finance; 2014
Marshall University
Huntington, West Virginia

Experience:

Managing Member
Blackbear Capital, LLC
Cottageville, WV
September 2020 - Present

Financial Advisor
United Brokerage
Parkersburg, WV
May 2017 – September 2020

Associate Wealth Advisor
United Bank
Parkersburg, WV
June 2016 – May 2017

Financial Reporting Specialist
West Virginia Department of Administration
Charleston, WV
July 2015 – June 2016

ITEM 3 DISCIPLINARY INFORMATION

Mr. Whitney has not been involved in any legal or disciplinary events that would be material to a client's or prospective client's evaluation of the integrity of our management.

ITEM 4 OTHER BUSINESS ACTIVITIES

Neither Blackbear Capital nor any of its employees are registered, or have an application pending to register, as a broker-dealer or registered representative of a broker dealer, futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

ITEM 5 ADDITIONAL COMPENSATION

Mr. Whitney does not receive any additional compensation, apart from his regular salary and bonuses, that is based, all or in part, on the number or amount of sales, client referrals, or new accounts. Mr. Whitney does not receive any economic benefit from anyone who is not a client for providing advisory services.

ITEM 6 SUPERVISION

Mr. Jack Preston Whitney is Chief Compliance Officer ("CCO") of our firm and as such has no internal supervision placed over him. He is, however, bound by our firm's Code of Ethics and Written Supervisory Procedures. The CCO may be contacted at 304-532-0056 or by email at jpwhitney92@gmail.com.

ITEM 7 REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Mr. Whitney has not been involved or been found liable in any arbitration claims alleging damages in excess of $2,500, in any civil, self-regulatory organization, or administration proceeding, or been subject of any bankruptcy petition.