

FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1****OMB APPROVAL**

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Name of Investment Adviser:

Bell Capital Management, Inc.

Address: (Number and Street)

(City)

(State)

(Zip Code)

Area Code: Telephone Number:

200 Galleria Parkway, Suite 1880**Atlanta****GA****30339****(770) 952-7039**

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

**Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.**

FORM ADV**Part II - Page 2**

Applicant:

Bell Capital Management, Inc.

SEC File Number:

801-22086

Date:

June 26, 2009**1. A. Advisory Services and Fees.** (check the applicable boxes)For each type of service provided, state the approximate % of total advisory billings from that service.
(See instruction below.)**Applicant:**

- | | | | |
|-------------------------------------|-----|---|------------|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services | <u>5%</u> |
| <input checked="" type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | <u>95%</u> |
| <input type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | <u>%</u> |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | <u>%</u> |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above | <u>%</u> |
| <input type="checkbox"/> | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | <u>%</u> |
| <input type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities | <u>%</u> |
| <input type="checkbox"/> | (8) | Provides a timing service | <u>%</u> |
| <input type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | <u>%</u> |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does applicant call any of the services it checked above financial planning or some similar term?Yes ☐ No ☒**C.** Applicant offers investment advisory services for: (check all that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input checked="" type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of clients - Applicant generally provides investment advice to: (check those that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 3**

Applicant:

Bell Capital Management, Inc.

SEC File Number:

801- **22086**

Date:

June 26, 2009**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | I. Options contracts on: |
| <input type="checkbox"/> (3) foreign issues | <input type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> B. Warrants | J. Futures contracts on: |
| | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> C. Corporate debt securities
(other than commercial paper) | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | K. Interests in partnerships investing in: |
| | <input type="checkbox"/> (1) real estate |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> (2) oil and gas interests |
| <input checked="" type="checkbox"/> F. Municipal securities | <input checked="" type="checkbox"/> (3) other (explain on Schedule F) |
| G. Investment company securities: | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (1) variable life insurance | |
| <input checked="" type="checkbox"/> (2) variable annuities | |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Charting | (4) <input checked="" type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input checked="" type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the
Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (8) <input type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|--|
| (1) <input checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input type="checkbox"/> Option writing, including covered options, uncovered
options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 4**

Applicant:

Bell Capital Management, Inc.

SEC File Number:

801-22086

Date:

June 26, 2009**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

Yes No
☒ ☐

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- | | |
|-----------------|--|
| • name | • formal education after high school |
| • year of birth | • business background for the preceding five years |

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.....

Yes No
☐ ☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant:

Bell Capital Management, Inc.

SEC File Number:

801- 22086

Date:

June 26, 2009

9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes No
☒ ☐

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Stocks, bonds and mutual funds are monitored individually as part of an ongoing review process undertaken by the Investment Committee, which is made up of Ron Bell, Mark Palmer and Tom Comsudes. In turn, each individual account will be reviewed as needed. Asset allocation on each client's behalf will be reviewed as an on-going process and changes will be implemented as frequently as needed to keep investments in line with the investment parameters of the applicable investment objective. For those clients introduced to Bell Capital by a Referring Entity, the primary responsibility for the specific review of individual client accounts rests with each Referring Entity.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

Reports to each client are generated on a quarterly basis. Each client report states the beginning market value of the client's account net of commission, if any, change in market value, deposits to and withdrawals from each account, and the ending market value of each account. Each client also receives a report that details the individual assets held in their portfolio and a quarterly billing statement.

Applicant:

Bell Capital Management, Inc.

SEC File Number:

801-22086

Date:

June 26, 2009

12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

(1) securities to be bought or sold?

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ?

Yes No

☒ ☐

(3) broker or dealer to be used ?

Yes No

☒ ☐

(4) commission rates paid?

Yes No

☒ ☐

B. Does applicant or a related person suggest brokers to clients?

Yes No

☒ ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals?

Yes No

☒ ☐

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?

Yes No

☐ ☒

Schedule F of

Form ADV

Continuation Sheet for Form ADV Part
II

Applicant: Bell Capital Management, Inc.	SEC File Number: 801-22086	Date: June 26, 2009
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Bell Capital Management, Inc.		IRS Empl. Ident. No.: 58-1610779
Item of Form (identify)	Answer	
Item 1 D	<p>SERVICES</p> <p>The Registrant, Bell Capital Management, Inc. (hereinafter "BCM") provides investment advisory services to individuals, corporations and other business entities, and qualified retirement plans. These services may include continuous investment supervisory services that are designed to meet the individual needs of each client.</p> <p>BCM may provide any number of services, including but not necessarily limited to: asset management, portfolio analysis and asset allocation services, in each case based on the client's investment objectives and financial circumstances.</p> <p>BCM offers its services to clients whose assets may be held at any number of custodians. BCM accommodates clients, regardless of their choice of custodian, without charging an additional fee.</p> <p>Many clients are referred to BCM by an outside, unaffiliated person, such as registered representatives of broker/dealers, financial planners and CPA's (each a "Referring Entity"), with whom the client has an established relationship. Please see Item 12 for more information regarding such arrangements.</p> <p>While Bell Capital asks clients to complete our Investor Profile (investor questionnaire), many clients have chosen not to provide Bell Capital with this information. Often times, the referring entity may use a questionnaire separate from Bell Capital's Investor Profile and has determined suitability based on the information contained therein. In such instances, Bell Capital relies upon the referring entity and the client to determine the goals and objectives of the portfolio in question. In any case, it is the responsibility of the referring entity and/or the client to promptly notify Bell Capital of any changes in financial condition of the client that would necessitate a change in the client's investment objective.</p> <p>Clients ordinarily retain BCM on a <u>discretionary</u> basis. Pursuant to such an arrangement, BCM will normally have the authority to supervise and direct the portfolio without prior consultation with the client.</p> <p>In some cases BCM's advisory services do not involve investment supervisory services. Under these arrangements, while accounts may be monitored on a regular basis for performance and adherence to a client's stated objectives, the client's stated objectives for the account(s) under management may be formed without consideration of the client's other assets, investments, insurance and other obligations.</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

Schedule F of

Form ADV

Continuation Sheet for Form ADV Part
II

Applicant: Bell Capital Management, Inc.	SEC File Number: 801-22086	Date: June 26, 2009
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Bell Capital Management, Inc.	IRS Empl. Ident. No.: 58-1610779																																		
Item of Form (identify)	Answer																																		
1 D Continued	<p>FEES</p> <p>Effective January 2, 2007, fees charged by BCM and the Referring Entity are billed to clients on a quarterly basis, in advance, according to the fee schedule below. The initial fee is calculated based on the beginning market value of the account and, thereafter, the fee is calculated quarterly on the prior quarter end market value. The maximum annual investment management fee for BCM's investment services (excluding the SELECT Income Portfolio), as well as the maximum servicing fee that can be charged by a Referring Entity is as follows:</p> <table border="0"> <thead> <tr> <th></th> <th><u>BCM</u></th> <th><u>Referring Entity</u></th> <th><u>TOTAL</u></th> </tr> </thead> <tbody> <tr> <td>First \$250,000</td> <td>0.85%</td> <td>1.10%</td> <td>1.95%</td> </tr> <tr> <td>Next \$250,000</td> <td>0.70%</td> <td>1.10%</td> <td>1.80%</td> </tr> <tr> <td>Next \$500,000</td> <td>0.60%</td> <td>1.10%</td> <td>1.70%</td> </tr> <tr> <td>Balance over \$1,000,000</td> <td>0.50%</td> <td>1.10%</td> <td>1.60%</td> </tr> </tbody> </table> <p>If a client comes directly to BCM, the annual investment management fee for BCM's investment services (excluding the SELECT Income Portfolio) is as follows:</p> <table border="0"> <tbody> <tr> <td>First \$500,000</td> <td>1.50%</td> </tr> <tr> <td>Next \$4,500,000</td> <td>1.00%</td> </tr> <tr> <td>Balance over \$5,000,000</td> <td>0.75%</td> </tr> </tbody> </table> <p>The maximum annual investment management fee for BCM's SELECT Income Portfolio, as well as the maximum servicing fee that can be charged by a Referring Entity, is as follows, regardless of account size:</p> <table border="0"> <thead> <tr> <th></th> <th><u>BCM</u></th> <th><u>Referring Entity</u></th> <th><u>TOTAL</u></th> </tr> </thead> <tbody> <tr> <td></td> <td>0.50%</td> <td>0.50%</td> <td>1.00%</td> </tr> </tbody> </table> <p>If a client comes directly to BCM, the annual investment management fee for BCM's SELECT Income Portfolio is 1.0%, regardless of account size.</p> <p>Fees may be negotiable under certain circumstances, in BCM's sole discretion. Depending on individual arrangements made, fees paid by one client may be higher or lower than fees paid by another client under similar circumstances.</p> <p>A performance fee arrangement is available for eligible clients, as described in Rule 205-3 of the Investment Advisors Act of 1940. After August 1, 1998, in order for a client to be eligible for a performance-based fee arrangement, the client must have either a net worth in excess of \$1,500,000 or have assets under management with BCM totaling \$750,000 or</p>		<u>BCM</u>	<u>Referring Entity</u>	<u>TOTAL</u>	First \$250,000	0.85%	1.10%	1.95%	Next \$250,000	0.70%	1.10%	1.80%	Next \$500,000	0.60%	1.10%	1.70%	Balance over \$1,000,000	0.50%	1.10%	1.60%	First \$500,000	1.50%	Next \$4,500,000	1.00%	Balance over \$5,000,000	0.75%		<u>BCM</u>	<u>Referring Entity</u>	<u>TOTAL</u>		0.50%	0.50%	1.00%
	<u>BCM</u>	<u>Referring Entity</u>	<u>TOTAL</u>																																
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Balance over \$5,000,000	0.75%																																		
	<u>BCM</u>	<u>Referring Entity</u>	<u>TOTAL</u>																																
	0.50%	0.50%	1.00%																																

Complete amended pages in full, circle amended items and file with execution page (page 1).

Schedule F of

Form ADV

Continuation Sheet for Form ADV Part
II

Applicant: Bell Capital Management, Inc.	SEC File Number: 801-22086	Date: June 26, 2009
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Bell Capital Management, Inc.		IRS Empl. Ident. No.: 58-1610779
Item of Form (identify)	Answer	
1 D Continued	<p>more. Clients who engaged BCM prior to January 2, 2007, may have fee arrangements that differ from the schedule above. In addition, BCM may negotiate fees in certain cases.</p> <p>All fees paid to BCM for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other expenses. If the fund also imposes a sales charge, a client could pay an initial or deferred sales charge. Fees paid to BCM are exclusive of all custodial and transaction costs paid to account custodians or brokers. The client should review all fees charged by mutual funds, BCM and others to fully understand the total amount of fees to be paid by the client.</p>	
Item 5	<p>EDUCATION STANDARDS</p> <p>BCM generally requires its investment advisory personnel to hold an undergraduate degree, to have successfully completed certification as a Chartered Financial Analyst or similar designation, or have at least of ten years of active investment management experience.</p>	
Item 6	<p>EDUCATION AND BUSINESS BACKGROUND</p> <p>Ronnie Hoyt Bell, Chairman and Founder, was born April 9, 1946. Mr. Bell holds a BS degree from Vanderbilt University, and an MBA from Emory University, and the CFA Charter (from CFA Institute). From 1972 to 1983, he was Assistant Treasurer of Investments with National Service Industries, Inc. From 1983 to 1984, he was Vice President-Research with Astrop Advisory Corporation. Since 1984, he has been Chairman of Bell Capital Management, Inc.</p> <p>Thomas Christopher Comsudes, Senior Managing Partner, was born May 3, 1962. He holds a BBA in Finance from Stetson University. After college (1985), he was employed by Fidelity Investments as a Customer Representative. From June, 1985 to present, he has been employed by Bell Capital Management, Inc. in the capacity of Senior Managing Partner.</p> <p>Mark Steven Palmer, Senior Managing Partner, was born October 1, 1962. He holds a BA in Finance from the University of Georgia and an MBA from Georgia State University, and the CFA Charter. Since receiving his MBA in 1987, he has been employed by Bell Capital Management, Inc. and currently serves in the capacity of Senior Managing Partner.</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

Schedule F of**Form ADV****Continuation Sheet for Form ADV Part II**

Applicant: Bell Capital Management, Inc.	SEC File Number: 801-22086	Date: June 26, 2009
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Bell Capital Management, Inc.	IRS Empl. Ident. No.: 58-1610779
Item of Form (identify)	Answer
Item 9 (E)	PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS <u>Code of Ethics</u> BCM has adopted a Code of Ethics (the "Code") under Rule 204A-1 under the Investment Advisers Act of 1940, as amended. This Code sets the standards of conduct to be followed by the directors, officers, employees and other persons associated with the Company ("BCM Personnel") to protect client interests and to demonstrate the Company's commitment to its fiduciary duties of honesty, good faith and fair dealing with clients. All BCM personnel are subject to the Code and the procedures outlined in it. Severe disciplinary actions, including dismissal, may be imposed for violations of the Code of Ethics. The Company has several goals in adopting the Code. First, the Company desires to comply with all applicable laws and regulations governing its practice. Next, the Company wishes to set forth guidelines for professional standards, under which all BCM Personnel are to conduct themselves. Bell's Code of Ethics includes policies regarding trading on insider information ("Insider Trader Policies") and policies on personal trading ("Personal Trading Policies") by BCM Personnel with access to investment decisions ("Access Persons"). The Insider Trading Policies are designed to detect and prevent the misuse of material non-public information by BCM Personnel. The Personal Trading Policies are designed to protect the interests of clients by placing restrictions on personal trading by Access Persons. For example, the Personal Trading Policies require pre-clearance of certain types of personal securities trades by Access Persons. The Personal Trading Policies also require regular quarterly reporting of securities transactions by Access Persons, and annual certifications from Access Persons regarding portfolio holdings and compliance with the Code. The entire text of the Code of Ethics is available to any client or prospective client upon request.
Item 10	CONDITIONS FOR MANAGING ACCOUNTS BCM prefers that accounts to be separately managed have assets of not less than \$100,000 and be fully discretionary.
Item 12 (B)	INVESTMENT OR BROKERAGE DISCRETION <u>Directed Brokerage</u> Clients may direct BCM to use the Referring Entity (often the client's broker-dealer and/or custodian) or another broker-dealer designated by the client for brokerage for the client's account. Clients who make such a designation should be aware that there may be

Complete amended pages in full, circle amended items and file with execution page (page 1).

Schedule F of

Form ADV

Continuation Sheet for Form ADV Part
II

Applicant: Bell Capital Management, Inc.	SEC File Number: 801-22086	Date: June 26, 2009
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Bell Capital Management, Inc.		IRS Empl. Ident. No.: 58-1610779
Item of Form (identify)	Answer	
12 B Continued	<p>brokerage and execution services available elsewhere at lower cost. Further, the Client should be aware that although referred to BCM by the Referring Entity, the Client is under no obligation to continue to use the services of the Referring Entity. For clients whose accounts are invested in mutual funds or variable annuities, these directed brokerage arrangements may limit the mutual fund or variable annuity options (e.g., limiting BCM to certain "load" fund families and variable annuities offered by the broker-dealer and designated by the client) for BCM to use in managing the client's account. In addition, in directed brokerage arrangements the client is responsible for negotiating the commission rates and other fees to be paid to the broker. Accordingly, a client who directs brokerage should consider whether such designation may result in certain costs or disadvantages to the client, either because the client may pay higher commissions or obtain less favorable execution, or the designation limits the mutual fund and variable annuity options BCM may use to manage their account (e.g., to "load" fund families or certain variable annuity products).</p> <p>By directing BCM to use a specific broker or dealer, clients who are subject to ERISA confirm and agree with BCM that they have the authority to make the direction, that there are no provisions in any client or plan document which are inconsistent with the direction, that the brokerage and other goods and services provided by the broker or dealer through the brokerage transactions are provided solely to and for the benefit of the client's plan, plan participants and their beneficiaries, that the amount paid for the brokerage and other services have been determined by the client and the plan to be reasonable, that any expenses paid by the broker on behalf of the plan are expenses that the plan would otherwise be obligated to pay, and that the specific broker or dealer is not a party in interest of the client or the plan as defined under applicable ERISA regulations.</p> <p><u>Discretionary Brokerage</u></p> <p>Where BCM has discretion to select brokerage, BCM's general guiding principal is to obtain the best overall execution for each client in each trade, which is a combination of price and execution. With respect to execution, BCM considers a number of judgmental factors, including, without limitation, the actual handling of the order, the ability of the broker to settle the trade promptly and accurately, the financial standing of the broker, the ability of the broker to position stock to facilitate execution, BCM's past experience with similar trades and other factors that may be unique to a particular order. Recognizing the value of these judgmental factors, BCM may recommend or select brokers who charge a brokerage commission that is higher than the lowest commission that might otherwise be available for any given trade.</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

Schedule F of

Form ADV

Continuation Sheet for Form ADV Part
II

Applicant: Bell Capital Management, Inc.	SEC File Number: 801-22086	Date: June 26, 2009
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Bell Capital Management, Inc.		IRS Empl. Ident. No.: 58-1610779
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12 B Continued	<p><u>Block Trades</u></p> <p>BCM may block trades where possible and when advantageous to clients whose accounts have a need to buy or sell shares of the same security. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rata basis between all accounts included in any such block. Block trading allows BCM to execute equity trades in a more timely, equitable manner, and may reduce overall costs to clients.</p> <p>BCM will only aggregate transactions when it believes that aggregation is consistent with its duty to seek best execution (which includes the duty to seek best price) for its clients, and is consistent with the terms of BCM's investment advisory agreement with each client for which trades are being aggregated. No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all BCM's transactions in a given security on a given business day, with transaction costs generally shared pro-rata based on each client's participation in the transaction. On occasion, owing to the size of a particular account's pro rata share of an order or other factors, the commission or transaction fee charged could be above or below a breakpoint in a pre-determined commission or fee schedule set by the executing broker, and therefore transaction charges may vary slightly among accounts. Accounts may be excluded from a block due to tax considerations, client direction or other factors making the account's participation ineligible or impractical.</p> <p>BCM will prepare, before entering an aggregated order, a written statement ("Allocation Statement") specifying the participating client accounts and how it intends to allocate the order among those clients. If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the Allocation Statement. If the order is partially filled, it will generally be allocated pro-rata, based on the Allocation Statement, or randomly in certain circumstances. Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the Allocation Statement if all client accounts receive fair and equitable treatment, and the reason for different allocation is explained in writing and is approved by an appropriate individual/officer of BCM. BCM's books and records will separately reflect, for each client account, the orders of which are aggregated, the securities held by and bought and sold for that account. Funds and securities of clients whose orders are aggregated will be deposited with one or more banks or broker-dealers, and neither the clients' cash nor their securities will be held collectively any longer than is necessary to settle the transaction on a delivery versus payment basis; cash or securities held collectively for clients will be delivered out to the custodian bank or broker-dealer as soon as practicable following the settlement, and BCM will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation.</p>	

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12 B Continued	<p><u>Mutual Fund and Brokerage Platforms</u></p> <p>Today, many mutual funds impose short-term redemption fees. In recent rule-making (Rule 22c-2 of the Investment Company Act), the SEC appears to be encouraging, though not mandating, the use of short-term redemption fees in order to curb unsavory trading practices that may disadvantage other investors in the same fund. Rule 22c-2 permits registered open-end investment companies to impose a redemption fee, not to exceed 2% of the amount redeemed. Many of our clients have asked Bell Capital to manage their accounts either directly at a mutual fund family or variable annuity group, or have placed their assets on a brokerage platform where Bell Capital may use mutual funds as part of the client's allocation. Bell Capital's philosophy is to invest client accounts in the appropriate mix of investments under the current market conditions. As those conditions change and our investment work changes, client allocations are adjusted. Because Bell Capital's approach is active, there may be instances where the short-term redemption fee is incurred (especially on new accounts).</p>	
Item 13	ADDITIONAL COMPENSATION	
(A)	<p>BCM participates in the Institutional programs of several broker/dealers, such as Charles Schwab & Co., Inc. ("Schwab") and Fidelity Investments ("Fidelity"). While there is no direct link between the investment advice given and participation in the programs, economic benefits are received. These benefits include: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk serving adviser participants exclusively; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; ability to have investment advisory fees deducted directly from client accounts; access to an electronic communication network for client order entry and account information; receipt of compliance publications; and access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors. The benefits received through participation in the program do not necessarily depend upon the proportion of transactions directed to the respective broker/dealer.</p>	
(B)	<p>BCM has several arrangements wherein compensation is paid to unaffiliated third parties. Such compensation may serve as an inducement to refer clients to BCM, and therefore may present a conflict of interest. The general circumstances for such payments are as follows:</p> <p>(1) BCM may from time to time pay compensation to unaffiliated third parties for referring clients to BCM, as permitted under Rule 206(4) (3) of the Investment Advisers Act of 1940. Such arrangements are disclosed in writing to the client at the time the referral is</p>	

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13 (B) Continued	<p>made.</p> <p>(2) BCM may from time to time enter into agreements with broker dealers wherein BCM pays a fee to the broker/dealer in exchange for access to the representatives of the broker/dealer. Such access includes opportunities to speak to groups of representatives, participate in conferences sponsored by the broker/dealer, counsel with individual representatives, and provide BCM marketing material to representatives who may choose to refer clients to BCM. This fee is normally calculated based on a percentage of revenue generated by client relationships resulting from such referrals or is based on a fixed fee agreement. Under certain of these arrangements, when a predetermined level of assets under management is reached, this fee may be increased.</p> <p>(3) BCM may cover certain administrative costs, which would normally be borne by a referring entity. BCM's payment of such costs will naturally increase the net revenue to the referring entity, and therefore gives the referring entity an incentive to refer clients to BCM instead of alternative advisers.</p>	
Other Items	<p><u>Proxy Voting</u></p> <p>In certain circumstances and in accordance with our client agreement, BCM shall vote proxies related to securities held by any client. We will vote proxies in such a way that, to the best of our knowledge, is in the best interest of each individual shareholder. From time to time, this may mean that the same proxy proposal may be voted differently for different clients. We will consider only those factors that relate to the client's investment(s) or factors that are set forth in written instructions from the client.</p> <p>In general, BCM believes that voting proxies in accordance with the following guidelines, with respect to such routine items, is in the best interests of our clients. We will generally vote for:</p> <ul style="list-style-type: none"> • The election of directors (where no corporate governance issues are implicated); • Proposals that strengthen the shared interests of shareholders and management; • The selection of independent auditors based on management or director recommendation, unless a conflict of interest is perceived; • Proposals that we believe may lead to an increase in shareholder value; • Management recommendations adding or amending indemnification provisions in charter or by-laws; • Proposals that maintain or increase the rights of shareholders. <p>We will generally vote against any proposals that we believe will have negative impact on</p>	

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Other Items, Continued	<p>shareholder value or rights.</p> <p>While all proxies will receive attention and consideration, more detailed research will be conducted for non-routine items and conflict of interest items. If BCM perceives a conflict of interest, our policy is to notify affected clients in writing, in order that they may choose the course of action they deem most appropriate.</p> <p>A copy of our complete policy, as well as records of proxies voted, is available to clients upon request. As required under the Advisers Act, such records are maintained for a period of five (5) years.</p>	

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