

**Custer Management, Inc. dba Level Partners**

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## **Form ADV: Part II**

Uniform Application for Investment Advisor Registration

**FORM ADV**  
**Uniform Application for Investment Adviser Registration**

**Part II - Page 1**

Name of Investment Adviser:  <b>Custer Management, Inc. dba Level Partners</b>				
Address: (Number and Street) <b>14 South High Street</b>	(City) <b>New Albany</b>	(State) <b>Ohio</b>	(Zip Code) <b>43054</b>	Area Code: Telephone number: <b>(614) 855-9980</b>

**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.**

Applicant:

Custer Management, Inc. dba Level Partners

SEC File Number:

801- 38106

Date:

11-16-2009

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 instructions below.)

**Applicant:**

<input checked="" type="checkbox"/>	(1)	Provides investment supervisory services . . . . .	90 %
<input type="checkbox"/>	(2)	Manages investment advisory accounts not involving investment supervisory services . . . . .	%
<input checked="" type="checkbox"/>	(3)	Furnishes investment advice through consultations not included in either service described above . . . . .	9 %
<input type="checkbox"/>	(4)	Issues periodicals about securities by subscription . . . . .	%
<input type="checkbox"/>	(5)	Issues special reports about securities not included in any service described above . . . . .	%
<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 . . . . .	%
<input checked="" type="checkbox"/>	(7)	On more than an occasional basis, furnishes advice to clients on matters not involving securities . . . . .	1 %
<input type="checkbox"/>	(8)	Provides a timing service . . . . .	%
<input type="checkbox"/>	(9)	Furnishes advice about securities in any manner not described above . . . . .	%

(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
<input type="checkbox"/>	<input checked="" type="checkbox"/>

## 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 checked="" type="checkbox"/>	(2)	Hourly charges	<input checked="" type="checkbox"/>	(5)	Commissions
<input type="checkbox"/>	(3)	Fixed Fees (not including subscription fees)	<input checked="" type="checkbox"/>	(6)	Other (Incentive Fees)

## 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			

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Applicant:  
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**801- 38106**

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**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 type="checkbox"/> I. Options contracts on:                          |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter                     | <input checked="" type="checkbox"/> (1) securities                         |
| <input checked="" type="checkbox"/> (3) foreign issuers  | <input type="checkbox"/> (2) commodities                                   |
| <input checked="" type="checkbox"/> B. Warrants  | <input type="checkbox"/> J. Futures contracts on:                          |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles                                     |
| <input checked="" type="checkbox"/> D. Commercial paper  | <input type="checkbox"/> (2) intangibles                                   |
| <input checked="" type="checkbox"/> E. Certificates of deposit                                 | <input type="checkbox"/> K. Interests in partnerships investing in:        |
| <input checked="" type="checkbox"/> F. Municipal securities                                    | <input checked="" type="checkbox"/> (1) real estate                        |
| <input type="checkbox"/> G. Investment company securities:                                     | <input checked="" type="checkbox"/> (2) oil and gas interests              |
| <input type="checkbox"/> (1) variable life insurance   | <input checked="" type="checkbox"/> (3) other (explain on Schedule F)      |
| <input type="checkbox"/> (2) variable annuities  | <input type="checkbox"/> L. Other (explain on Schedule F)                  |
| <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 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 checked="" 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<br>(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions  |
| (2) <input checked="" type="checkbox"/> Short term purchases<br>(securities sold within a year)  | (6) <input checked="" type="checkbox"/> Option writing, including covered options, uncovered options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days)                 | (7) <input type="checkbox"/> Other (explain on Schedule F)   |
| (4) <input checked="" 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: <b>Custer Management, Inc. dba Level Partners</b>	SEC File Number: <b>801- 38106</b>	Date: <b>11-16-2009</b>
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**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 checked="" type="checkbox"/> (1) broker-dealer  | <input checked="" 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 advisor or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer                                    |
| <input type="checkbox"/> (6) banking or thrift institution   | <input checked="" type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked in 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:  
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Date:  
**11-16-2009**

**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.)

- 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.

**See Attached Schedule F**

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

**See Attached Schedule F**

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**Part II - Page 6**

Applicant:  
**Custer Management, Inc. dba Level Partners**

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**12. Investment or Brokerage Discretion.**

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

- |  | Yes                                 | No                       |
|--|-------------------------------------|--------------------------|
| (1) securities to be bought or sold? .....               | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold? ..... | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? .....                   | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (4) commission rates paid? .....                         | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

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 product 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<br><input type="checkbox"/>            | No<br><input checked="" type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? .....  | Yes<br><input checked="" type="checkbox"/> | No<br><input type="checkbox"/>            |

(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; 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  
☒ ☐

**Answer all items. 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:  
**Custer Management, Inc. dba Level Partners**

SEC File Number:  
**801- 38106**

Date:  
**11-16-2009**

(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:  
**Custer Management, Inc.**

IRS Empl. Ident. No.:  
**74-2742667**

**Part II Page 2  
Item 1D.**

**Advisory Services and Fees**

Custer Management, Inc., dba Level Partners ("CMI") provides investment planning services for owners of closely-held corporations, executives and other professionals regarding personal investment accounts as well as pension/profit sharing and retirement accounts. CMI utilizes a four-step process in providing its investment planning services to each of its clients. For each client, CMI analyzes the client's business or profession and the performance of the client's current portfolio. After analyzing the current portfolio, CMI recommends a diversified portfolio based on the investment strategy and financial objectives of the client. After an appropriate portfolio is recommended, CMI implements that recommendation in order to effectuate the financial objectives and investment strategy of the client. Finally, CMI monitors the performance of each client's account and provides each client with quarterly reports regarding the performance of their accounts.

**Compensation.**

CMI's fees are generally based on the value of assets under management according to the fee schedule described below. CMI's advisory fees are payable quarterly and/or semiannually (in arrears). For certain clients that maintain custodian brokerage accounts, CMI, with the written consent of such client, provides each such client and custodian broker with an invoice for payment of such advisory fee. Each invoice describes the amount of the advisory fee, the value of the client's assets on which the fee was based and the specific manner in which the fee was calculated. For each such client, the custodian broker deducts, unless such client instructs otherwise, directly by CMI. At least on a quarterly basis the custodian broker sends each client a statement summarizing all amounts disbursed from such client's account during the period, including a description the amount of such client's advisory fees, if any, paid directly to CMI by the custodian broker.

From time to time, CMI may recommend and implement investment strategies, which provide for investment of clients' assets in investment companies, such as mutual funds. Investments in these investment vehicles involve payment of certain fees, which include, among others, investment advisory fees for the fund's investment advisers. As a result, clients that invest assets in investment companies will incur the indirect costs of the investment advisory fees of the fund as well as the direct costs of the advisory fees CMI outlined below.

**Sub-Manager.**

CMI has established a sub-manager arrangement with Opus Capital Management, Inc. ("Opus Capital") to offer the money management and advisory services to its clients. Under this agreement, a portion of the fees paid to CMI may be shared with Opus Capital, the sub-advisor. CMI will perform the due diligence review and executed agreements will be on file for these arrangements. This advisory agreement will be disclosed by CMI at the time the service is provided to clients by delivery of the Form ADV Part II for CMI and Opus Capital.



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

Applicant:  
**Custer Management, Inc. dba Level Partners**

SEC File Number:  
**801- 38106**

Date:  
**11-16-2009**

(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: <b>Custer Management, Inc.</b>		IRS Empl. Ident. No.: <b>74-2742667</b>
<b>Part II Page 2 Item 1D. Continued</b>	<p>CMI has established a sub-manager arrangement with PVG Asset Management, Inc. ("PVG") to offer the money management and advisory services to its clients. Under this agreement, a portion of the fees paid to CMI may be shared with PVG, the sub-advisor. CMI will perform the due diligence review and executed agreements will be on file for these arrangements. This advisory agreement will be disclosed by CMI at the time the service is provided to clients by delivery of the Form ADV Part II for CMI and PVG.</p> <p><b>Fee Schedule for Investment Advisory Services</b></p> <p>CMI's fee schedule is 2.0% of assets under management by CMI for accounts with less than \$500,000; 1.5% of assets under management by CMI for accounts with \$500,000 but less than \$1,000,000; and 1% of assets under management by CMI for accounts with \$1,000,000 or more of assets. Under circumstances, which CMI considers appropriate, CMI may enter into fee arrangements which may vary from the fee schedule described above.</p> <p><b>Fee Schedule for Solicitation Services</b></p> <p>If CMI utilizes the investment advisory services of Financial Services Advisory, Inc. ("FSA") and refers a client to FSA for investment advisory services, CMI is paid by FSA, after FSA receives an aggregate total of \$4,000 annually for investment advisory services provided by FSA to CMI's referrals, 50% of the advisory fee collected by FSA from such clients referred to FSA by CMI.</p> <p><b><u>Termination.</u></b></p> <p>CMI will provide its investment advisory services until the client or CMI terminate such services. Termination shall be effective at 5:00 p.m., Columbus, Ohio time, on the day after either party gives written notice of such termination to the other. In the event such services are terminated, CMI's fee for such client are prorated based on the period prior to termination that CMI rendered investment advisory services for the client.</p> <p><b><u>Proxy.</u></b></p> <p>It is the general policy of CMI to not take any action or render any advice in reference to the voting of proxies for those securities held in all client accounts.</p>	
<b>Part II Page 2 Item 1.D (3)</b>	<p><b>Advisory Services and Fees.</b></p> <p>At times, CMI may render advice for a particular service or investment without an overall investment plan desired by the client. Hourly fees for such services are the same as in Item 1.D(7).</p>	

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

Applicant:  
**Custer Management, Inc. dba Level Partners**

SEC File Number:  
**801- 38106**

Date:  
**11-16-2009**

(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: <b>Custer Management, Inc.</b>		IRS Empl. Ident. No.: <b>74-2742667</b>
<b>Part II Page 2 Item 1.D(7)</b>	<b>Advisory Services and Fees.</b>  While not an activity to which significant time has been dedicated, CMI also engages in portfolio performance measurement. These services are billed at a negotiated rate. CMI, together with certain officers or employees of CMI (as licensed insurance agents), may, from time to time, utilize agents for insurance companies to assist CMI and/or such officers or employees in providing retirement, estate and insurance planning services for certain CMI's clients. In connection with the services provided by such officers or employees of CMI and such agents, each of such officers, employees and agent may receive commissions for providing such retirement, estate and insurance planning services for certain of CMI's clients. Although the commissions paid by such clients for these services may be split between such officers or directors of CMI and such agents, such clients are charged the same commissions which would be charged by such officers or employees and such agents if such services had been provided to such clients solely by such officers or employees (as licensed insurance agents) without the assistance of the other party.	
<b>Part II Page 3 Item 3.K(3)</b>	<b>Types of Investments.</b>  Operating Businesses and Venture Capital.	
<b>Part II Page 3 Item 4B(8)</b>	<b>Methods of Analysis, Sources of Information.</b>  Computer analysis of historical performance.	
<b>Part II Page 4 Item 5</b>	<b>Education and Business Standards.</b>  CMI requires a four-year college degree with a minimum of 5 years experience in a financial services field for anyone involved in determining or giving investment advice to clients.	
<b>Part II Page 4 Item 6.</b>	<b>Education and Business Background.</b>  <i>William M. Custer (CEO).</i> Born in 1958. Education: Bachelor degree in Corporate Finance & Economics from Capital University in 1981 and completed the Certified Financial Planners program from the College for Financial Planning and the University of Southern California in 1984. He has been in the financial services industry since 1980.  Business background for preceding five (5) years: CIM Securities, Inc , Registered Representative 08/09 – present, Western International Securities, Registered Representative 6/08 to 5/09; Saxony Securities, Inc., Registered Representative from 5/06 to 12/07; Delano Group Securities, LLC, Registered Representative from 02/00 to 02/06; Cambridge Partners, Inc., Secretary/President from 04/85 to present and Custer Management, Inc. dba Level Partners, President / Owner from 05/85 to present.	
<b>Part II Page 4 Item 6.</b>	In the past, he has been involved in portfolio management, the sale of various security and insurance products. Having been both an OTC trader and registered representative with two	

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:  
**Custer Management, Inc. dba Level Partners**

SEC File Number:  
**801- 38106**

Date:  
**11-16-2009**

(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: <b>Custer Management, Inc.</b>		IRS Empl. Ident. No.: <b>74-2742667</b>
<b>(Continued)</b>	<p>New York Stock Exchange member firms, he began CMI in 1985.</p> <p><b>Martha K. Kashner (Director Operations &amp; Compliance).</b> Born 1963 Education: BBA from Adrian College in 1985 Business Background for preceding five (5) years: Western International Securities, Registered Representative 6/08 to 5/09; Saxony Securities, Inc., Registered Representative from 5/06 to 12/07, Delano Group Securities, LLC, Registered Representative from 02/00 to 02/06; Custer Management, Inc. dba Level Partners, Chief Compliance Officer/Operations Director from 12/95 to present.</p> <p><b>David R. Raeuchle (Vice President).</b> Born 1974 Education: BS in Financial Management from Ohio State University in 1998; MBA from Capital University in 2002 Business Background for preceding five (5) years: Level Partners, Partner from 6/06 to present; Western International Securities, Registered Representative 9/08 to 5/09; Custer Management, Inc. dba Level Partners, Independent Contractor from 06/08 to present; Steele Investment Counsel, Ltd, Manager of Operations, Compliance, &amp; Trading from 7/99 to 6/06.</p> <p><b>Christopher J. Henneforth (President).</b> Born 1975 Education: BS BA in Finance from Ohio State University in 1998; MBA from Ohio State University in 2004 Business Background for preceding five (5) years: Level Partners, Partner from 6/06 to present; CIM Securities, Inc , Registered Representative 08/09 – present, Western International Securities, Registered Representative 6/08 to 5/09; Custer Management, Inc. dba Level Partners, Independent Contractor from 06/08 to present. State of Ohio Insurance license 10/07 to present; Cantor Fitzgerald Sales Trader, from 6/04 to 6/06; Ohio State University, MBA Student from 9/02 to 6/04. Professional Designations: CFA</p>	
<b>Part II Page 4 Item 8C(1)</b>	<p><b>Other Financial Industry Activities or Affiliations - Applicant has arrangements that are material with a Broker-Dealer.</b></p> <p>Certain officers or employees of CMI may, from time to time, be employed as licensed general securities representatives by a registered broker-dealer. Such officers or employees of CMI, as licensed general securities representatives, may effect securities transactions on behalf of certain clients of CMI and such officers or employees may receive commissions for effecting such securities transactions based on the current commissions payable to general securities representatives of such registered broker-dealer. See Item 8.D below.</p> <p>The RIA is permitted to use only solicitors who are independently registered as investment advisors or who are listed on CMI's Form ADV.</p>	
<b>Part II Page 4 Item 8C(9)</b>	<p><b>Other Financial Industry Activities or Affiliations - Applicant has arrangements that are material with an Insurance Company or agency.</b></p> <p>Certain officers or employees of CMI may be licensed as insurance agent's. Such officers or</p>	

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

Applicant:  
**Custer Management, Inc. dba Level Partners**

SEC File Number:  
**801- 38106**

Date:  
**11-16-2009**

(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: <b>Custer Management, Inc.</b>		IRS Empl. Ident. No.: <b>74-2742667</b>
	employees of CMI, as licensed insurance agents, may recommend products to certain clients of CMI and such officers or employees may receive commissions. See Item 8.D below.	
<b>Part II Page 4 Item 8C(7)</b>	<p><b>Other Financial Industry Activities or Affiliations - Applicant has arrangements that are material with an Accounting Firm.</b></p> <p>CMI has an engagement letter with Thomas R. Daye &amp; Associates(an accounting firm) who provides general and tax services to CMI and some of its affiliated companies. Some officers or employees of Thomas R. Daye &amp; Associates may be clients of CMI or some of its affiliated entities.</p>	
<b>Part II Page 4 Item 8.D</b>	<p><b>Other Financial Industry Activities or Affiliations - General Partner in Partnership in Which Clients Maybe Solicited to Invest.</b></p> <p>William M. Custer, CMI's CEO, purchased in April, 1997, 100% of the equity interests (i.e. common stock) of Lone Star Holdings, Inc., the sole general partner (the "GP") of Lone Star Holdings Partners, L.P., a Delaware limited partnership (the "Partnership"). Mr. Custer is President and sole shareholder of Lone Star Holdings, Inc. The limited partners of the Partnership invest funds, which are managed by the GP and other managers retained by the GP. The GP is currently paid in arrears (a) a semi-annual management fee of .8125% of the assets (as of the last business day of the semi-annual period) of the Partnership and (b) an annual incentive fee equal to twenty percent of the aggregate gross profit (i.e., after deduction of the management fee) of the Partnership.</p> <p>William M. Custer, CMI's CEO is Presdeint &amp; sole shareholder of Investment Systems, Inc., the sole general partner (the "GP") of Columbus Internet, LLC., an Ohio LLC. The limited partners of the Partnership invest funds, which are managed by the GP and other managers retained by the GP. The GP is currently paid in arrears (a) a semi-annual management fee of .75% of the assets for Columbus Internet, LLC., (as of the last business day of the semi-annual period) of the Partnership and (b) an annual incentive fee equal to twenty percent of the aggregate gross profit (i.e., after deduction of the management fee) of the Partnership.</p> <p>William M. Custer, CMI's CEO is President &amp; sole shareholder of Cambridge Partners, Inc., the sole general partner (the "GP") of Columbus Wireless, Ltd., a Delaware limited partnership. The limited partners of the Partnership invest funds, which are managed by the GP and other managers retained by the GP. The GP is currently paid in arrears (a) a semi-annual management fee of .50% of the assets (as of the last business day of the semi-annual period) of the Partnership and (b) an annual incentive fee equal to twenty percent of the aggregate gross profit (i.e., after deduction of the management fee) of the Partnership.</p> <p>William M. Custer, CMI's CEO is President &amp; sole shareholder of Custer Capital Fund IV, Inc., the sole general partner (the "GP") of Technology Transformation Venture Fund, L.P., a Delaware limited partnership (the "Partnership"). The limited partners of the Partnership invest funds, which are managed by the GP and other managers retained by the GP. The GP is currently paid in arrears (a) a semi-annual management fee of 1.25% of the assets (as of the last business day of the semi-annual period) of the Partnership and (b) an annual incentive fee equal</p>	

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

Applicant:  
**Custer Management, Inc. dba Level Partners**

SEC File Number:  
**801- 38106**

Date:  
**11-16-2009**

(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: <b>Custer Management, Inc.</b>		IRS Empl. Ident. No.: <b>74-2742667</b>
	<p>to twenty percent of the aggregate gross profit (i.e., after deduction of the management fee) of the Partnership.</p> <p>William M. Custer, CMI's CEO is a CO-Managing Member and 50% shareholder of Capvest Venture Partners, LLC., the sole general partner (the "GP") of Capvest Venture Fund, L.P., a Delaware limited partnership (the "Partnership"). The limited partners of the Partnership invest funds, which are managed by the GP and other managers retained by the GP. The GP is currently paid in arrears (a) a semi-annual management fee of 1.25% of the assets (as of the last business day of the semi-annual period) of the Partnership and (b) an annual incentive fee equal to twenty percent of the aggregate gross profit (i.e., after deduction of the management fee) of the Partnership</p> <p>William M. Custer, CMI's CEO is President &amp; Managing Member of OEG Resources LLC., the sole general partner (the "GP") of American Energy Group, LLC, an Ohio LLC (the "Partnership"). The limited partners of the Partnership invest funds, which are managed by the GP and other managers retained by the GP. The GP is currently paid in arrears (a) a semi-annual management fee of .25% on \$300,000 and .75% on the remainder of the assets (as of the last business day of the semi-annual period) of the Partnership and (b) and fifteen percent royalty on the distributions (i.e., after deduction of the management fee) of the Partnership.</p> <p>William M. Custer, CMI's CEO is President &amp; Managing Member, the sole general partner (the "GP") of OEG Partners LLC., an Ohio LLC (the "Partnership"). The limited partners of the Partnership invest funds, which are managed by the GP and other managers retained by the GP. The GP is currently paid in arrears (a) a semi-annual management fee of .5% of the assets (as of the last business day of the semi-annual period) of the Partnership and (b) and eight percent royalty on the distributions (i.e., after deduction of the management fee) of the Partnership.</p> <p>Chris Henneforth and David R. Raeuchle are Managing Members of Level Partners. Each owning 47.5% of the outstanding units. Level Partners is a financial services firm that offers financial solutions and products to its clients. Level Partners is not a registered investment advisor and accordingly does not provide asset management services.</p> <p>William M. Custer is a Member of Level Partners and owns 5% of the outstanding units</p>	
<b>Part II Page 4 Item 9D</b>	<p><b>Participation or Interest in Client Transactions – Recommends Related Investment Products.</b></p> <p>Consistent with the investment objectives and criteria of each client, CMI evaluates and, time to time, may elect to invest clients' assets and those of CMI personal in initial public offerings. CMI makes such investments determined by the following factors: clients equity percentage exposure, investment objectives, tolerance for risk and equity available. All factors being equal, IPO's are rotated to provide each client with access to the IPO market.</p>	
<b>Part II Page 5 Item 9E</b>	<p><b>Participation or Interest in Client Transactions - Buys or Sells for Itself Securities that it Also Recommends to Clients.</b></p>	

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

**Schedule F of  
Form ADV  
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<b>Part II Page 5 Item 9E (Cont)</b>	<p>CMI, its principal and affiliates may frequently hold positions in securities, which it recommends to clients. Further, CMI, its principal and affiliates will frequently effect transactions for their own account in such securities on a much shorter-term trading basis than its clients. These trading practices present a potential conflict of interest, since CMI could be recommending to clients the purchase of securities while at the same time it or its principal and affiliates are selling the security. In making these transactions, CMI undertakes to avoid any negative consequence, conflict or detrimental results on positions held or trades concurrently being made for clients in the same security or securities.</p> <p>CMI employees must comply with a Code of Ethics and Statement for Insider Trading. The Code contains provisions reasonably necessary to deter misconduct and conflicts of interest and to detect any violation. The Code's key provisions include:</p> <ul style="list-style-type: none"><li>• Statement of General Principles<ul style="list-style-type: none"><li>• Policy on Personal Securities Transactions, including</li><li>• Pre-clearance on IPO's and Private Placements</li></ul></li><li>• Procedures for Reporting Personal Securities Transactions and Holdings</li><li>• Code of Conduct</li><li>• Annual Acknowledgements by Employees</li></ul> <p>Any individual not in compliance with the Code of Ethics may be subject to termination.</p> <p>Clients and prospective clients can obtain a copy of the Code of Ethics by contacting CMI</p>	
<b>Part II Page 5 Item 10.</b>	<p><b>Conditions for Managing Accounts</b></p> <p>Typically, the dollar amount for new investment advisory accounts is \$100,000. Based upon a client's particular circumstances, CMI, in its discretion, may accept smaller accounts.</p>	
<b>Part II Page 5 Item 11 A.</b>	<p><b>Review of Accounts</b></p> <p>Christopher J. Henneforth, President, supervises all reviews and performs many reviews. Reviewers will be those individuals described in Part II Item 6 of this Form ADV. There is no limit to the number of accounts assigned to each reviewer. Clients may instruct reviewers to hold and/or avoid the purchase of certain securities. Reviewers are available to respond to client input and questionst. Marketable securities are monitored daily with internal reviews conducted monthly or more frequently as dictacted by market conditions. CMI monitors each investment program and sponsor, pro-actively recommending changes where it is deemed appropriate.</p>	
<b>Part II Page 5 Item 11 B.</b>	<p><b>Reporting</b></p> <p>In addition to monthly statements and quarterly reports, communication generally includes a regularly scheduled, annual meeting with clients to review a comprehensive written "Performance Summary" report.</p>	

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<b>Part II Page 6 Item 12 A(1)(2)(3)(4)</b>	<b>Investment or Brokerage Discretion</b>  CMI has written agreements with FSA and received compensation from FSA in connection with the referral of clients to FSA for investment advisory services. See Schedule F, Part II Page 2, Item 1.D. "Fee Schedule for Solicitation Services."													
<b>Part II Page 6 Item 12 B</b>	<b>Investment or Brokerage Discretion.</b>  CMI effects security transactions with broker-dealers which it believes is in the best interest of its clients. The prices and commissions of certain brokers or the markets used to execute trades may result in costs higher than those incurred through other broker-dealers. However, other factors which may offset this cost differential include execution capabilities, financial strength, research, administrative capabilities, insurance coverage and other services which may improve the capabilities of CMI in providing investment planning services to its clients. The quality of investment products offered by various brokerage firms and banks is considered. In certain limited cases, CMI has executed trades on behalf of a client with a broker that has referred such client to CMI. However, prior to executing such trade, CMI required that such broker's prices and commissions are competitive in order to ensure that the rate such clients pay for such transactions are commensurate with rates charged by other brokers for similar transactions.  CMI receives research services a result of effecting securities transactions with certain brokers which CMI utilizes in providing investment advisory services to its clients. CMI's use of research services obtained from such brokers is not limited to the clients' accounts, which provide such research services. In placing orders to buy and sell securities on behalf of clients, CMI may, from time to time, aggregate orders through the utilization of omnibus accounts maintained in the name of the custodian for such clients to buy and sell securities on behalf and with the consent of its investment advisory clients which in some instances may result in a more favorable commission on such transactions. In executing such orders, however, CMI only aggregates orders for investment advisory clients. In addition, CMI does not favor any investment advisory clients over any other investment advisory client and thus each account participates in an aggregate order at the average share price for such transaction.  Notwithstanding the aggregation of orders by CMI in certain circumstances, CMI continues to provide individual investment advice to each account. CMI may execute securities transactions through the following brokers:  <table border="0"><tr><td>Merrill Lynch</td><td>Nationwide Investments</td></tr><tr><td>JPMorgan</td><td>TD Ameritrade</td></tr><tr><td>Charles Schwab</td><td>Fidelity</td></tr><tr><td>UBS Financial</td><td></td></tr><tr><td>Oppenheimer</td><td></td></tr><tr><td>Goldman Sachs</td><td></td></tr></table> Finally, CMI utilizes the custodial services of Morgan Stanley Smith Barney as its preferred custodian.		Merrill Lynch	Nationwide Investments	JPMorgan	TD Ameritrade	Charles Schwab	Fidelity	UBS Financial		Oppenheimer		Goldman Sachs	
Merrill Lynch	Nationwide Investments													
JPMorgan	TD Ameritrade													
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IRS Empl. Ident. No.:  
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**Part II Page 6  
Item 12 B  
Continued**

**Trade Error Policy**

The Company defines Trade Error as follows: a trade in which side (buy or sell), security, price and/or quantity has been incorrectly executed. From time to time clerical, technical or other adjustments are executed by Custodian and/or the Company itself, which are deemed as "trade corrections". The Company in general mirrors the procedure of the Custodian where the investor assets are held and/or trade was executed, and they are the first point of contact for reporting the error. The Company utilizes the best practice as adopted with the majority of the firms on the street: The investor is made whole.

The policy stands as follows for a trade error:

- 1) Notify the custodian;
- 2) Investor/Client is made whole (correct trade is placed);
- 3) Trade is re-billed to Company's error account;
- 4) Trade is place on the error log with detail on trade.

In general the Company will bear the gains and loses for errors, unless the losses are extensive at which point said IA or trader will work out resolution agreed to by both parties.

**Broker Selection**

The Designated Supervisor will evaluate each of the following factors to ensure that the Company is realizing the most favorable cost and brokerage services for its clients under the circumstances.

- The amount of business with each broker-dealer and the justification for directing trades to those brokers-dealers;
- Gross compensation paid to each broker-dealer;
- Competitiveness of commission rates and spreads, including the documentation to support such competitiveness, i.e. comparison of "standard" commission rates or "minimum" transaction costs between broker-dealers offering comparable products and services;
- Statistics or other information by independent consultants on relative quality of executions/financial services by broker-dealers;
- Financial strength (net capital) of broker-dealers;
- Ability to respond promptly to investor/adviser inquiries during volatile markets;
- Accommodation of third-party soft dollar arrangements and step-outs;
- Availability of IPOs to investment advisers for subsequent allocation to clients;
- The ability of the broker-dealer to handle a mix of trades, i.e. block trades and odd lots;
- The willingness and ability of a broker to "work" large or difficult trades for the adviser's clients so as to obtain best executions;
- Whether advisory client may be inconvenienced or ill-served by the geographical distribution of the broker-dealer offices;
- Whether the broker-dealer is equipped to handle electronic trade entry and reporting links with the adviser;
- The value of privacy considerations, liquidity, price improvement, and lower commission rates on electronic communications networks (ECNs);
- Opportunity costs, i.e., the cost associated with the opportunity to work with a major broker-



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<b>Part II Page 6 Item 12 B Continued</b>	<p>dealer who may offer a wide variety of products and services. Opportunity cost might also be associated with “boutique” firms which only deal with specialized products;</p> <ul style="list-style-type: none"><li>-Adequacy of broker-dealer’s back office staff to efficiently handle trading activity, especially in volatile or high volume markets;</li><li>-Statistics on securities executions and the frequency of trading errors;</li><li>-Comparison of transaction costs between directed and non-directed client accounts;</li><li>-Products and services obtained (or which are available) from broker-dealer that fall outside the soft dollar safe harbor which are not research and benefit only the adviser, not the investors;</li><li>-The volume of securities transactions directed to broker-dealers who are active in selling shares of funds sponsored or managed by the adviser; and,</li><li>-The overall responsiveness of broker-dealers, i.e., how well the broker-dealer serves the adviser and its clients.</li></ul>	
<b>Part II Page 6 Item 13A</b>	<p><b>Additional Compensation – Solicitors</b></p> <p>CMI may enter into written arrangements to pay cash referral fees to individuals or companies (solicitors) who refer prospective clients to the Firm. There will be a written agreement between CMI and the solicitor, which will clearly define the duties and responsibilities of the solicitor under this arrangement. In addition, each solicitor is required to provide a written disclosure document, which explains to the prospective client the terms and compensation structure under which the solicitor is working with CMI. The solicitor is also required to furnish a copy of CMI's Form ADV Part II and F to the prospective client and obtain a written acknowledgement from the client that both the solicitor's disclosure document and CMI 's Form ADV Part II and F have been received.</p>	