

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

OMB Number: 3235-0049
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Name of Investment Adviser:

Halsey Advisory and Management, LLC

Address: (Number and Street)

117 Bounty Street

(City)

Daniel Island

(State)

SC

(Zip Code)

29492

Area Code: Telephone Number:

(212) 237-1414

**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:

Halsey Advisory and Management, LLC

SEC File Number:

801-N/A

Date:

03/25/2009**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>100</u> % |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | ___% |
| <input type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | ___% |
| <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 type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities | ___% |
| <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
☐ ☒**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 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 checked="" 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:

Halsey Advisory and Management, LLC

SEC File Number:

801- **N/A**

Date:

03/25/2009**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 checked="" type="checkbox"/> (3) foreign issues | <input checked="" type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities | <input type="checkbox"/> (1) tangibles |
| (other than commercial paper) | <input type="checkbox"/> (2) intangibles |
| <input type="checkbox"/> D. Commercial paper | K. Interests in partnerships investing in: |
| <input type="checkbox"/> E. Certificates of deposit | <input checked="" type="checkbox"/> (1) real estate |
| <input checked="" type="checkbox"/> F. Municipal securities | <input checked="" type="checkbox"/> (2) oil and gas interests |
| | <input checked="" type="checkbox"/> (3) other (explain on Schedule F) |
| G. Investment company securities: | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) |
| <input type="checkbox"/> (1) variable life insurance | |
| <input 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 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 checked="" type="checkbox"/> Timing services |
| (2) <input 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 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 checked="" type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(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 checked="" 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:

Halsey Advisory and Management, LLC

SEC File Number:

801-N/A

Date:

03/25/2009**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).

FORM ADV
Part II - Page 5

Applicant:

Halsey Advisory and Management, LLC

SEC File Number:

801- **N/A**

Date:

03/25/2009
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
<input checked="" type="checkbox"/>	<input type="checkbox"/>

(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.

On a regular basis, one or more senior associates of Halsey Advisory and Management, LLC ("HA&M") will conduct a review of client accounts for consistency with client risk tolerance, client investment objectives, and to assess profits and losses. Factors that may trigger an additional review include, but are not limited to, the state of the economic markets, significant increase or decrease in the value of the client's account, tax considerations, or upon client request.

Each year HA&M sends out investment profiles or HA&M Client Profiles to confirm the clients investment objectives, risk tolerances, and financial profile.

Associates of HA&M currently reviewing client accounts are: Tyson Halsey, Managing Member/Chief Compliance Officer. The individuals conducting the reviews may vary from time to time, as personnel join or leave HA&M.

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

Each client will receive monthly reports from their broker as well as confirmations of transactions, as they occur. HA&M writes quarterly letters describing investments held for clients and general market strategy and commentary.

Each November, clients receive a preliminary summary of capital gains and losses year to date to facilitate tax preparation. In the beginning of each calander year, the client receives additional tax information from HA&M in addition to 1099 DIVs from each broker.

Performance reports may be prepared by HA&M at the client's request.

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

FORM ADV**Part II - Page 6**

Applicant:

Halsey Advisory and Management, LLC

SEC File Number:

801-N/A

Date:

03/25/2009**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

☐ ☒**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:

Halsey Advisory and Management,
LLCSEC File
Number:

801- N/A

Date:

03/25/2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Halsey Advisory and Management, LLC

IRS Empl. Ident.No.:

Available Upon
Request

Item of Form (identify)	Answer
Item 1.D. Item 2.G.	<p><u>ADVISORY SERVICES AND FEES</u></p> <p>Halsey Advisory and Management, LLC (also referred to as "HA&M" or the "<i>firm</i>") offers investment advisory services to individuals, accredited investors, pension and profit sharing plans, trusts, estates, charitable organizations, domestic and offshore investment funds, corporations and other business entities. The firm's services and fee arrangements are described in the following pages.</p> <p><u>PORTFOLIO MANAGEMENT SERVICES</u></p> <p>Halsey Advisory and Management, LLC incorporates quantitative, fundamental, and technical analysis in its research and portfolio management services.</p> <p>A. HA&M provides two Separately Managed Account Strategies or standardized portfolio management programs:</p> <ol style="list-style-type: none"> 1. <u>The Halsey Risk Adjusted Return Strategy (HRAR)</u> and 2. <u>The Halsey Master Limited Partnership (MLP) Investment Strategy.</u> <p>B. HA&M provides <u>Personalized Discretionary and Non-discretionary Portfolio Management Services.</u></p> <p>C. HA&M offers <u>reduced fee structure accounts for UGMA accounts and Income/Bond accounts</u>, as we believe passively managed and income oriented accounts should not be burdened with actively managed fee structures which erode customer returns.</p> <p><u>Portfolio Management Descriptions</u></p> <p>A. Separately Managed Account Strategies:</p> <ol style="list-style-type: none"> 1. <u>The Halsey Risk Adjusted Return Strategy (HRAR)</u> is a broad based global equity investment strategy that creates a portfolio of quantitatively selected diversified equity investment vehicles - no load mutual funds, exchange traded funds (ETFs), and closed end funds. The strategy is based on recognized academic research into asset allocation policy in domestic and international equity portfolios that concludes out performance is related to investment styles, sectors, market capitalizations, and geographic regions. We screen for outperforming segments of the global equity markets and then employ portfolio optimization to construct a portfolio of diversified equity vehicles. 2. <u>The Halsey Master Limited Partnership (MLP) Strategy</u> invests in midstream energy sector, which includes infrastructure companies that own and operate long lived, high value physical assets that engage in the transportation of storage and natural resources. This emerging asset class is experiencing rapid growth and returning 18.7% annually over the past 11 years, period ending July 1, 2007, driven by their toll-road business models and significant barriers to entry, as well as attractive organic investment opportunities. HA&M seeks to select those MLPs with the greatest total return potential due to their distribution growth prospects based on management skill, underlying assets, geographic growth, and incentive distribution rights with their parent companies. <p>B. HA&M's <u>Personalized Discretionary and Non-discretionary Portfolio Management Services</u> cater to the unique needs and investment objectives of the client. Portfolios may</p>

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:

**Halsey Advisory and Management,
LLC**SEC File
Number:

801- N/A

Date:

03/25/2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Halsey Advisory and Management, LLC

IRS Empl. Ident.No.:

**Available Upon
Request**Item of Form
(identify)

Answer

Item 1.D.
(continued)

be in stocks, bonds, MLPs, and mutual funds. Portfolios are personalized based upon the clients HA&M Client Profile. Clients may choose to combine the Halsey Risk Adjusted Return Strategy or the Halsey MLP Strategy with a discretionary equity or income oriented investment strategy. Subject to any written guidelines in their HA&M Client Profile, HA&M generally has complete discretion and authority to manage the account.

Accordingly, HA&M is authorized to perform various functions without further approval from the client. Such functions include making all investment decisions on (a) the securities purchased/sold; (b) the amount of securities to be purchased/sold; (c) selection of the broker or dealer to execute the transaction(s); (d) the commission rates to be paid. Once the portfolio is constructed, HA&M provides either continuous or periodic supervision of the portfolio and makes changes at its discretion based on market conditions and client circumstances.

In limited cases, HA&M may enter into non-discretionary arrangements with its clients where HA&M obtains client approval prior to execution of a trade.

C. UGMA accounts and Income/Bond accounts. UGMA and Income/Bond accounts *that are passively managed and are focused on selecting equities which are typically held for multi-year periods are subject to reduced fees.*

Income/Bond accounts are defined as those with at least 80% in income investments including government securities, Real Estate Investment Trusts (REITs), and/or closed end bond funds and accounts that do not hold MLPs.

Portfolio Management Fee Structures

The annual fee for all HA&M accounts are billed quarterly, in arrears, based on the market value of the assets on the close of last day of the quarter. Fees will be assessed pro rata in the event the portfolio management agreement is executed at any time other than the first day of a calendar quarter. On an annualized basis, HA&M's fee for portfolio management services is based on the following tiered fee schedule:

Fee Structure is as follows:

Personalized Discretionary and Non-discretionary Portfolio Management* are those accounts which do not otherwise fit the definitions for the Halsey Risk Adjusted Return Strategy, the Halsey MLP Strategy, UGMA, or Income/Bond accounts.

1.75% annually on accounts of \$500,000 or less.

1.25% annually on accounts greater than \$500,000 but less than \$1,000,000.

1.00% annually on accounts greater than \$1,000,000 but less than \$2,000,000.

0.75% annually on accounts greater than \$2,000,000.

Halsey Risk-Adjusted Return Strategy**

All accounts 1.00% Annually

Halsey Master Limited Partnership Strategy**

All accounts 1.65% Annually

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:

**Halsey Advisory and Management,
LLC**SEC File
Number:

801- N/A

Date:

03/25/2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Halsey Advisory and Management, LLC

IRS Empl. Ident.No.:

**Available Upon
Request**Item of Form
(identify)

Answer

Item 1.D.
(continued)**Fee Structure for Bond and UGMA Accounts**

All accounts 0.75% Annually

* In special cases, other fees may be negotiated. Arrangements with existing clients may differ from the structure shown above.

**Accounts that invest in stock and bonds, and incorporate the Halsey Risk-Adjusted Return Strategy or the Master Limited Partnership Strategy are assessed fees charged according to the Personalized Discretionary and Non-discretionary Portfolio Management Services fee schedule.

Householding: HA&M will allow accounts of members of the same household to be aggregated for purposes of determining (reducing) the advisory fee. HA&M may allow such aggregation, for example, where the firm services accounts on behalf of minor children of current clients, individual and joint accounts for a spouse, and other types of related accounts. This aggregation practice is designed to allow client(s) the benefit of an increased asset total which could potentially cause the account(s) to receive a reduced advisory fee based on the breakpoints available in HA&M's Discretionary and Non-Discretionary Portfolio Management Services fee schedule as stated above.

HA&M also provides advisory services to Helsinki Advisors, LLC, a private investment partnership. Fees are billed quarterly and are equal to 0.25% (1.00% per annum) of the assets held by Helsinki Advisors, LLC.

Halsey Management, LLC, Helsinki's Managing Member, is also entitled to a fee equal to 20% of the net capital appreciation of the assets held by Helsinki Advisors, LLC and in compliance with rule 205-3 under the Investment Advisers Act of 1940.

Management Agreement

HA&M or the client may terminate the management agreement within five days of the date of acceptance without penalty to the client. After the five-day period, either party, upon 30 days written notice to the other, may terminate the management agreement. The management fee will be pro-rated for the quarter in which the cancellation notice was given, inclusive of the 30-days notice period, and is due and payable. Refunds are not applicable as fees are payable in arrears.

General Information on Advisory Services and Fees

HA&M does not represent, warranty or imply that the services or methods of analysis employed by us can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

All fees paid to HA&M 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. Fees paid to HA&M are exclusive of all custodial and transaction costs paid to account custodian, brokers or other managers. The client should review all fees charged by mutual funds, HA&M and others to fully understand the total amount of fees to be paid by the client.

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:

**Halsey Advisory and Management,
LLC**SEC File
Number:

801- N/A

Date:

03/25/2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Halsey Advisory and Management, LLC

IRS Empl. Ident.No.:

**Available Upon
Request**Item of Form
(identify)

Answer

Item 3.L.
Item 4.C.(7)**TYPES OF INVESTMENTS/INVESTMENT STRATEGIES****Concentrated Position Monetization Strategies**

Corporate executives often hold concentrated positions in their company stock, which constitutes the large majority of their net worth. Good financial planning and risk management may argue for a reduction of that single stock exposure. Given our experience in derivatives Halsey Advisory and Management, LLC can help executives evaluate and execute monetization strategies around concentrated positions.

Prepaid Variable Forward Contracts and costless collar transactions are the most common. Given the high hidden fees typically built into these transactions, and because HA&M is able to work with any appropriately licensed broker dealer, HA&M can help you find an intelligent strategy, with a solid counter party at a fair and reasonable cost, independent.

Halsey also participates in IPOs for clients accounts which are invested in the Master Limited Partnership Strategy. IPOs are allocated when consistent with the trading patterns of the client and on a pro-rata basis relative to the size of the client's account.

Alternative Investment's and other Investment Managers

Subject to the client's stated investment objectives and tolerance for risk, HA&M may recommend that certain qualified clients invest in hedge funds as part of the firm's investment strategy and/or in order to hedge the clients' portfolio(s).

Item 5.

EDUCATION AND BUSINESS STANDARDS

HA&M considers prior investment experience, appropriate certifications and designations (CFA, CPA, CFP...) and education important criteria in selecting employees.

Item 6.

EDUCATION AND BUSINESS BACKGROUND**Tyson T. Halsey***Year of Birth:* 1961*Formal Education After High School:*

- Duke University, A.B., 1983
- Chartered Financial Analyst, Association of Investment Management and Research, 1993.

Business Background for the Previous Five Years:

- Halsey Advisory and Management, LLC,
President, 09/1999 – Present
Chief Compliance Officer 10/2004 – Present
- VFinance Investments, Registered Representative, 09/2001 – 12/2001
- BT Alex Brown Incorporated, Registered Representative, 08/1990 – 09/1999

Cezar L. Garcia*Year of Birth* 1974*Formal Education After High School:*

- University of North Florida, B.B.A. 1998
- University of Central Florida, M.B.A. 2000
- New York University, M.A. 2002

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:

Halsey Advisory and Management,
LLCSEC File
Number:

801- N/A

Date:

03/25/2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Halsey Advisory and Management, LLC

IRS Empl. Ident.No.:

Available Upon
Request

Item of Form (identify)	Answer
Item 6. (continued)	<p>Business Background for the Previous Five Years:</p> <ul style="list-style-type: none"> • Halsey Advisory and Management, LLC, Vice President Operations 11/2006- present • Goldman Sachs and Company Inc, Operations Analyst 9/2004-11/2006 ▪ Halsey Advisory and Management, LLC, Vice President 02/2003 – 11/2004 Chief Compliance Officer 02/2003 – 11/2004 Marketing Director 02/2003 – 11/2004
Item 8.D. Item 9.D.	<p><u>OTHER FINANCIAL INDUSTRY ACTIVITIES OR AFFILIATIONS</u></p> <p>Where appropriate, an investment adviser representative may solicit an advisory client of HA&M to invest as a member in a private limited liability company in which a related person of HA&M is the Managing Member. Also, other associated persons of HA&M may have invested in the company. The current limited liability company(ies) includes the following:</p> <ul style="list-style-type: none"> ▪ Helsinki Advisors, LLC, a New York limited liability company whose Managing Member is Halsey Management, LLC. Tyson T. Halsey, Managing Member of HA&M, is also the Managing Member of Halsey Management, LLC. Mr. Halsey will be primarily responsible for providing investment advice to the Helsinki Advisors, LLC. The primary objective of Helsinki Advisors, LLC is to focus primarily on investments in securities of, and derivatives relating to, companies operating in the technology sector.
Item 9.E.	<p><u>CODE OF ETHICS</u></p> <p>Halsey Advisory and Management, LLC has adopted the Chartered Financial Analyst ("CFA") Code of Ethics. Tyson T. Halsey, CFA encourages all HA&M employees to become CFAs. A copy of the Code of Ethics is available to clients and prospective clients upon request.</p> <p>Ethical standards form the cornerstone of the CFA Institute, which has established the <u>Code of Ethics and the Standards of Professional Conduct</u>, to which all members, candidates, and charter holders must adhere.</p> <p>Members of the CFA Institute formerly the Association of Investment Management and Research (AIMR) shall:</p> <ul style="list-style-type: none"> • Act with integrity, competence, dignity, and in an ethical manner when dealing with the public, clients, prospect, employers, employees, and fellow members. • Practice and encourage others to practice in a professional and ethical manner that will reflect credit on members and their profession. • Strive to maintain and improve their competence and the competence of others in the profession. • Use reasonable care and exercise independent professional judgment. <p><u>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</u></p> <p>HA&M (its affiliates) and/or individuals associated with the firm may buy or sell – for their</p>

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Form ADV

Continuation Sheet for Form ADV
Part II

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Item of Form (identify)	Answer
Item 9.E. (continued)	<p>personal account(s) – investment products identical to those recommended to clients. Further, they may own securities that are subsequently purchased for or recommended to clients. It is HA&M's expressed policy that no person employed by the firm shall effect for himself or herself or for his or her immediate family (i.e. spouse, minor child) any transaction(s) in a security that is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of HA&M's clients, unless in accordance with the following:</p> <ul style="list-style-type: none"> ▪ HA&M emphasizes the unrestricted right of the client to specify investment restrictions, guidelines, and/or conditions on the overall management of their account. ▪ Associated persons, or their immediate family members, shall not buy or sell securities for their personal portfolio(s) where their decision is derived, in whole or in part, by reason of the associated person's employment, unless the information is also available to the investing public on reasonable inquiry. No associated person of the firm shall prefer his or her own interest to that of the advisory client. ▪ HA&M and its employees generally may not participate in private placements or initial public offerings (IPOs) without pre-clearance from the firm's Chief Compliance Officer. ▪ Records will be maintained of all securities bought or sold by the firm, associated persons of the firm, and related entities. A principal of HA&M reviews these records on a regular basis. ▪ The firm requires that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisory practices. ▪ Any individual not in observance of the above may be subject to termination. <p>It is further noted that HA&M is in, and shall continue to be in, compliance with The Insider Trading and Securities Fraud Enforcement Act of 1988. Specifically, HA&M has adopted a firm wide policy statement outlining insider-trading compliance by the firm, its associated persons, and other employees. This statement has been distributed to all associated persons and other employees of HA&M and has been signed and dated by each such person. A copy of such firm wide policy is left with each associated person and the original is maintained in a master file.</p> <p>Further, HA&M has adopted a written supervisory procedures statement highlighting the steps which shall be taken to implement the firm wide policy. These materials are also distributed to all associated persons and other employees of HA&M, are signed, dated and filed with the insider trading compliance materials.</p> <p><i>Confidentiality</i></p> <p>As an employee of HA&M, associated persons may learn confidential information concerning HA&M and its clients. "Confidential information" generally means all information not publicly available (through the media or public records) and includes, but is not limited to:</p> <ul style="list-style-type: none"> ▪ The composition of client portfolios. ▪ Certain records, procedures and other proprietary information. ▪ Family or personal information.

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Item 9.E. (continued)	It is HA&M's policy that individuals employed by the firm must not disclose, directly or indirectly, any confidential information to anyone other than HA&M personnel and authorized professional advisors such as broker dealers, attorneys, and accountants who need such information in order to discharge their professional services.
Item 10.	<p>A copy of HA&M's privacy policy notice will be provided to each client prior to or contemporaneously with the execution of the advisory agreement. Thereafter, HA&M will deliver a copy of the current privacy policy notice to clients on an annual basis.</p> <p><u>CONDITIONS FOR MANAGING ACCOUNTS</u></p> <p>Generally, HA&M requires a minimum of \$100,000 to open and maintain an advisory account. The firm may waive this requirement in its discretion, for example, if the client appears to have significant potential for increasing assets under management.</p> <p>HA&M will allow accounts of members of the same household to be aggregated for purposes of meeting the minimum account requirement. HA&M may allow such aggregation, for example, where the firm provides services to accounts on behalf of minor children of current clients, individual and joint accounts for a spouse, and other types of related accounts.</p>
Item 12.A. (1), (2), (3), (4)	<p><u>INVESTMENT OR BROKERAGE DISCRETION</u></p> <p>Generally, clients grant HA&M complete discretion over the selection and amount of securities to be bought or sold, the broker or dealer to be used and the commission rates to be paid for their account without obtaining their prior consent or approval. However, HA&M's investment authority may be subject to specified investment objectives, guidelines and/or conditions imposed by the client. For example, a client may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio, restrictions or prohibitions of transactions in the securities of a specific industry, and/or directed brokerage.</p>
Item 12.B Item 13.A	<p><u>SUGGESTION OF BROKER/ADDITIONAL COMPENSATION</u></p> <p>HA&M will recommend brokers to clients such as Fidelity Investments and Ameritrade, Inc., among others. Such recommendations will take into account a number of factors, some of which may include custodial fees charged by the broker for holding securities for the client, commission rates, quality of execution and record keeping and reporting capabilities, among others. When recommending a broker, HA&M will attempt to minimize the total cost for all brokerage services paid by the client. However, it may be the case that the recommended broker charges a higher fee for a particular type of service, such as commission rates, than can be obtained from another broker. Clients may utilize the broker/dealer of their choice and have no obligation to purchase or sell securities through such broker as HA&M recommends.</p> <p>HA&M considers a number of factors in selecting brokers and custodians at which to recommend location of its client accounts, including but not limited to the broker's or dealer's execution capability, including, for example, price, the size of the transaction, the nature of the market for the security, the amount of the commission, the timing of the transaction in light of market prices and trends, the reputation, experience and financial</p>

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Item 13.A (continued)	<p>stability of the broker or dealer, and the quality of service rendered by the broker or dealer in other transactions. In selecting Ameritrade, Inc. ("Ameritrade") as the broker and custodian for certain of its current and future client accounts, Advisor takes into account its agreement with Ameritrade dated December 6, 2005 ("Agreement"). Under the Agreement, Ameritrade will pay for and provide a basic marketing and compliance program for Advisor ("Base and Compliance Package"). The services and products will be provided exclusively through third parties for one year, at a discounted cost of \$5,950. The total list price of the Base and Compliance Package is \$10,300. The services and products will be provided by LightPort, Inc. and National Compliance Services, Inc. Payment by Ameritrade for the Base and Compliance Package is conditioned on the amount of assets managed by HA&M that are transferred or deposited to and maintained in brokerage accounts at Ameritrade, after the date of the Agreement reaching and staying at certain threshold levels described below. The Agreement does not apply to client assets that constitute "plan assets" of plans subject to Title I of the Employee Retirement Income Security Act of 1974, as amended, or of plans as defined in Section 4975 of the Internal Revenue Code (collectively "Plans"), or to client assets in accounts at Ameritrade prior to the effective date of Advisor's agreement with Ameritrade.</p> <p>The Base and Compliance Package consists of: (1) logo development, (2) custom website and hosting services, (3) color postcards along with postage, prospect lists and postcard editing assistance, and (4) compliance consulting and/or related products and services.</p> <p>Payment by Ameritrade for the Base and Compliance Package pursuant to the Agreement is conditioned on HA&M's clients transferring or depositing assets to new or existing accounts at Ameritrade within one year after the date of the Agreement in an aggregate amount of at least \$7.5 million (exclusive of client account assets in Plans) and maintaining assets in such accounts (excluding assets deposited in accounts at Ameritrade prior to the date of the Agreement) at or above that level for one year after reaching such level.</p> <p>If such client assets (exclusive of client assets in Plans) do not reach the threshold level within one year, or do not stay at such threshold level for the requisite time as a result of withdrawals but not as a result of market fluctuations, HA&M, at the election of Ameritrade, may be required to reimburse Ameritrade a proportionate share of the amount paid by Ameritrade for the Base and Compliance Package. For example, if HA&M's client assets transferred or deposited to accounts at Ameritrade reach only 90% of the threshold level within one year or, after reaching the threshold level clients withdraw ten percent (10%) of the assets at Ameritrade within a year of reaching the threshold, then HA&M may be required to reimburse Ameritrade for ten percent (10%) of the cost for the Base and Compliance Package.</p> <p>Although HA&M currently believes that the products and services offered by Ameritrade are competitive in the marketplace for similar services offered by other broker-dealers or custodians, the Agreement with Ameritrade may affect HA&M's independent judgment in selecting or maintaining Ameritrade as the broker or custodian for client accounts.</p> <p><i>Directed Brokerage</i></p> <p>Some clients may instruct HA&M to use one or more particular brokers for the transactions in their accounts. Clients who may want to direct the firm to use a particular broker should</p>

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Answer

Item 13.A
(continued)

understand that this may prevent HA&M from aggregating orders with other clients or from effectively negotiating brokerage compensation on their behalf. This arrangement may also prevent HA&M from obtaining the most favorable net price and execution. Thus, when directing brokerage business, clients should consider whether the commission expenses, and execution, clearance, and settlement capabilities they will obtain through their broker are adequately favorable in comparison to those that HA&M would otherwise obtain for its clients.

Soft Dollars

Beyond a broker's ability to provide the "best execution," HA&M will also consider the value of "research" and additional brokerage products and services a broker-dealer has provided or will provide. This is known as paying for those services or products with "soft dollars." Specifically, HA&M participates in a soft dollar arrangement with Fidelity and Hoenig-ITG. Because many of those services could be considered to provide a benefit to the firm and because the "soft dollars" used to acquire them are client assets, the firm could be considered to have a conflict of interest in allocating client brokerage business. HA&M could receive valuable benefits by selecting a particular broker or dealer to execute client transactions, and the transaction compensation charged by that broker or dealer might not be the lowest compensation the firm might otherwise be able to negotiate. In addition, the firm could theoretically have an incentive to cause clients to engage in more securities transactions than would otherwise be optimal in order to generate brokerage compensation with which to acquire products and services.

Research and Brokerage Products and Services. "Research" products and services HA&M may receive from Pershing and other brokers may include economic data and analyses; financial publications; recommendations or other information about particular companies and industries (through research reports and otherwise). Additionally, the firm may receive other products or services (e.g., computer services and equipment, and market-related periodicals). Such products and services provide lawful and appropriate assistance to the firm in the performance of its investment decision-making responsibilities. Consistent with Section 28(e) of the Securities Exchange Act (discussed below), brokerage products and services (beyond traditional research and execution services) consist primarily of computer services and software that permit HA&M to effect securities transactions and perform account functions incidental to transaction execution. HA&M will use such products and services for all client accounts, not just for those accounts whose commissions may be considered to have been used to pay for the products or services.

The firm's use of soft dollars is generally done in a manner that satisfies the requirements of the safe harbor provided by Section 28(e) of the Securities Exchange Act of 1934. That is, before placing orders with a particular broker, the firm will generally determine, considering all the factors described above, that the commissions to be paid are reasonable in relation to the value of all the brokerage and research products and services provided by that broker-dealer. In making that determination HA&M considers the particular transaction or transactions, the value of brokerage and research services, and the value of those services in the firm's performance of its overall responsibilities to all clients. In some cases, the commissions charged by a particular broker for a particular transaction or set of transactions may be greater than the amounts another broker who did not provide research services or products might charge.

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Item 13.A (continued)	<p><i>Other Uses and Products.</i> The firm may use some products or services not only as "research" and as brokerage (i.e., to assist in making investment decisions for clients or to perform functions incidental to transaction execution) but also for the firm's administrative and other purposes. In those cases, HA&M will make a reasonable allocation of the cost of those products and services so that only the portion of the cost that is attributable to HA&M's investment decision making responsibilities is paid with commission dollars. HA&M will pay the balance of the cost in hard dollars. HA&M's interest in making such an allocation differs from clients' interest, in that the firm may have an incentive to designate as much as possible of the cost as research and brokerage in order to minimize the portion that the firm must pay directly.</p> <p>In keeping with Section 28(e), as interpreted by the Securities and Exchange Commission, for most clients HA&M consider only the value of research and brokerage products and services in determining whether a broker's commissions are reasonable. However, in some cases, with client's consent, HA&M may consider a broker's or dealer's provision of non-research products and/or services that do not fall within the scope of Section 28(e). Such products may include office overhead (telephone, record keeping and leasing expenses) and other services. All commission dollars used to obtain services that fall outside the scope of Section 28(e) will only include non-ERISA accounts.</p> <p>HA&M may also recommend that certain qualified clients invest in unaffiliated hedge funds. Under such arrangements, HA&M may receive compensation from the hedge fund by sharing in a portion of the fees collected on an on-going basis, associated with the investment. Such compensation is separate and distinct from the asset based fee assessed by HA&M for portfolio management services.</p>
Item 13.B	<p><u>COMPENSATION FOR CLIENT REFERRALS</u></p> <p>Non-employee (outside) consultants (such as accountants), and officers and employees of HA&M, who are directly responsible for bringing a client to HA&M, may receive compensation from HA&M. Such arrangements will comply with the requirements set forth in Rule 206(4)-3 of the Investment Advisers Act of 1940, including the requirement that the relationship between the solicitor and the investment adviser be disclosed to the client at the time of the solicitation or referral. Under these arrangements, the client does not pay higher fees than HA&M's normal/typical advisory fees.</p> <p>In any case, applicable state laws may require these persons to become either licensed as representatives of HA&M or as an independent investment adviser. The client will be requested to acknowledge this arrangement prior to acceptance of the clients' account for advisory services.</p> <p><u>MISCELLANEOUS</u></p> <p><i>Aggregation of Orders</i></p> <p>Where HA&M buys or sells the same security for two or more clients, HA&M may place concurrent orders with a single broker, to be executed together as a single "block" in order to facilitate orderly and efficient execution. Whenever the firm aggregates trades, each account on whose behalf an order is placed is determined in advance of order placement.</p>

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Each account receives the average price of the overall order, and bears a proportionate share of all transaction costs. Clients receiving such concurrent treatment may include Helsinki Advisors, LLC (of which a related person to HA&M is the managing member), an account for which HA&M may receive performance-based fees. In some cases, these transactions could also include other proprietary (affiliated) accounts of HA&M. Such accounts are treated as client accounts and are neither given preferential nor inferior treatment versus other client accounts.

HA&M will receive no additional compensation or remuneration of any kind as a result of the aggregation of client trades.

The firm aggregates client transactions for discretionary accounts, but it does not aggregate transactions for non-discretionary accounts. Accordingly, clients are hereby advised that non-discretionary accounts may receive different prices for the same securities transactions than discretionary accounts. Additionally, clients who enter non-discretionary arrangements with the firm may not be able to buy and sell the same quantities of securities and may be charged higher commissions or fees than clients who enter into discretionary arrangements.

Proxy Voting and Class Action Lawsuits

Clients will make all of the decisions regarding corporate actions and the exercise of proxy voting rights with respect to stock held in the client's account. HA&M will not vote proxies on behalf of client accounts. Although HA&M may, at the client's request, offer clients advice regarding corporate actions and the exercise of proxy voting rights. HA&M will forward to the client any information that the firm receives regarding class action legal matters and/or proxy voting materials involving any security held in the client's account(s).

Trade Errors

On occasion, an error may be made in a client account. For example, a security may be erroneously purchased for a client account instead of sold. In these situations, the firm generally seeks to rectify the error by placing the client account in a similar position as it would have been had there been no error. Depending on the circumstances, various corrective steps may be taken, including but not limited to, canceling the trade, adjusting an allocation, and/or reimbursing the account. In the event the trading error results in an erroneous profit, the profit would be retained by HA&M and would not be allocated to the client.

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