

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

Applicant:  
**GeoCapital, LLC**

SEC File Number:  
801- 14956

Date:  
03/31/2009

(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>GeoCapital, LLC</b>		IRS Empl. Ident. No.: <b>13-13964629</b>
Item of Form (identify)	Answer	
<b>Item 1.D.</b>	<p>The business of the Company consists of providing advisory and management services relating to the investment of funds of its clients. The Company generally renders investment advice to clients on a discretionary basis based upon the individual investment objectives of its clients. Its services include ongoing advice and supervision over client accounts regarding both equity and fixed income securities based upon fundamental investment research and analysis of general economics, business and market conditions. The Company's usual fees for its services are generally based upon a percentage of assets under management as follows: 1% - 1-1/2% per annum. Compensation can be a negotiated percent per annum. Clients are billed quarterly. Investment advisory contracts may be terminated by either the client or the Company without payment of any penalty, upon written notice to the other party. Termination by either the client or the Company will not have the effect of canceling orders to deposit or invest cash or to purchase or sell the securities or other property placed prior to the receipt of the notice of termination. In the event of termination, fees paid in advance, if any, will be pro-rated to the termination date and any unearned portion of such fees shall be refunded to the client; fees due and payable for services rendered by the Company, if any, will be paid by the client. The Company may, from time to time, provide investment advisory services on an incentive fee arrangement, which is calculated in accordance with the requirements for such fees set forth in the Investment Advisers Act.</p> <p>The Company is a participant in programs offered by certain registered broker/dealers, wherein those brokers may recommend to certain of their clients retention of the Company as investment adviser. The Company's investment advisory fees under these arrangements range from .50% of 1% to 1% of assets under management, depending on the services provided.</p> <p>For those clients who are participants in any of these programs, the client should recognize that trades are generally required to be executed only with the particular broker/dealer involved, and that brokerage commissions for the execution of transactions are not negotiated by the Company. Such commissions may be less favorable than those the Company can negotiate when it selects broker/dealers to execute transactions on behalf of its clients. While it has been the Company's experience that any of the given brokers generally can offer best execution, no assurance can be given that such will continue to be the case. Accordingly, the client may wish to satisfy himself that the particular broker-dealer involved can provide adequate price and execution of most or all transactions.</p>	

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

**PAGE 1**

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<b>Item 2.G.</b>	The Company provides investment services on a non-discretionary basis to the management companies of certain limited partnerships in which clients of the Company may invest.	
<b>Item 3.K.(3)</b>	See response to Item 8.C.(12) and 8.D.	
<b>Item 3.L.</b>	<p>The Company makes every effort to ensure that all of its clients are treated fairly when the Company is allocating shares in an initial public offering ("IPO"). IPO's are typically limited in supply. Only those accounts eligible to receive IPO's are considered. At the time of allocation each account is reviewed for investment objectives, risk profiles, policies, restrictions and cash availability in the account to determine eligibility. All client accounts with materially similar investment objectives, policies and restrictions shall be presumed to be eligible to participate and will be included in the portfolio manager's aggregate order for the IPO shares. However, based on a procedural review, certain clients may be deemed not eligible for certain IPO's. General criteria for ineligibility may include: investment guidelines and risk profile of the account, directions made by a particular client, tax considerations, including the effect of short-term gains, or directed brokerage arrangement or wrap accounts. Further considerations for ineligibility may include: client-imposed restrictions on a particular type of business, (i.e. tobacco, gambling), client-imposed minimum allotment amounts, or availability of cash in the account</p>	
<b>Item 5.</b>	The Company's professional staff is composed of college educated persons who are skilled in portfolio management or related fields, although no rigid minimum standards are imposed.	
<b>Item 6.</b>	<p>Irwin Lieber - Chairman/CIO - born - 1939 City College of NY - BS Electrical Engineering Syracuse University - MS Electrical Engineering Babson College - None Finance</p> <p>Buckland Partners Technology Fund LP - General Partner of Investment Partnership - 2/08 - present Buckland Partners Focus Fund LP - General Partner of Investment Partnership - 2/07 - present</p>	

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<b>Item 6. (Cont'd)</b>	<p>Wheatley Partners Annex Fund, LP - Investment Partnership - 6/03 - present  Wheatley Partners II Annex Fund, LP - Investment Partnership - 6/03 - present  Wheatley Partners NY, LLC - General Partner of Investment Partnership - 7/02 - present  Wheatley MedTech Partners, LLC - General Partner of Investment Partnership - 1/01- present  Wheatley Partners III, LLC - General Partner of Investment Partnership - 7/00-present  GeoCapital LLC - Investment Advisors - 9/97 - present  Wheatley Partners, LLC - General Partner of Investment Partnership - 7/96 - present  Infomedia Associates, Ltd. - General Partner of Investment Partnership - 6/94 - present  Wheatley Partners II, LP - Investment Partnership - 6/92 - present</p> <p>Jeanne Elizabeth Flaherty - CCO - Born - 1949  Rockland Community College - None Accounting</p> <p>GeoCapital LLC - Investment Advisors - 9/97 - present</p>	
<b>Item 8.C. (12) &amp; 8.D.</b>	<p>The Company serves as a non-discretionary adviser to Wheatley Management Company, LLC ("Management"), the management company to Wheatley Partners, L.P. ("Wheat"), Wheatley Foreign Partners, L.P. ("Foreign"), Wheatley Partners II, L.P., ("Wheat II"), Wheatley Partners III, L.P. ("WP III"), Wheatley Foreign Partners III, L.P. ("WF III"), Wheatley Associates III, L.P. ("WA III"), Wheatley MedTech Partners, L.P. ("MedTech"), Wheatley NY Partners, L.P. ("W-NY"), Wheatley Partners Annex, L.P. ("Wheat A") and Wheatley Partners II Annex, L.P. ("Wheat A II") (collectively, the "Partnerships").</p> <p>Wheatley Partners, LLC ("Partners") is the general partner of Wheat, Foreign, Wheat A and Wheat A II. The Company also serves as a non-discretionary adviser to the individual general partners of Wheat II (collectively, the "GP"). Wheatley Partners III, LLC ("WP III Partners") is the general partner of WP III, WF III and WA III, collectively. Wheatley MedTech Partners, LLC ("MT Partners") is the general partner of MedTech. Wheatley Partners NY LLC ("WP NY") is the general partner of W-NY.</p>	

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<b>Item 8.C. (12) &amp; 8.D. (Cont'd)</b>	<p>Irwin Lieber, a member of the Company, is a principal of Management, Partners, WPIII Partners, MT Partners, WP-NY, WA, WA11, Wheat A, and Wheat AII, Wheat, Foreign, Wheat II, WPIII&lt; WFIII, WAIII, MedTech, W-NY, Wheat A, and Wheat AII, Wheat A and Wheat A II, and each individually constitutes part of the General Partnership.</p> <p>Private investment partnership in which certain of the Company's non-institutional clients have invested, invest primarily in privately issued securities but may have a portion of assets in publicly traded securities of small capitalization issuers for a period of time after a private company becomes a public company. In addition, the partnerships may also invest in PIPES or Private Investments in Public Equity. In a PIPE transaction, public companies issue stocks and bonds directly and privately to institutional investors. The issuers in which Wheat, Foreign, Wheat II, WPIII, WFIII, WAIII, MedTech, W-NY, Wheat A and Wheat A II invest generally have a smaller capitalization than those companies in which the Company invests for its discretionary clients.</p> <p>The Company, also, serves as a non-discretionary adviser to Buckland Partners Focus Fund, LLC ("BP Man"), the management company to Buckland Partners Focus Fund, L.P. ("Buck").</p> <p>Buck, a private investment partnership in which certain of the Company's non-institutional clients have invested, invest primarily in publicly traded securities of micro-capitalization issuers. In addition, the partnership may also invest in privately issued securities, in PIPES or Private Investments in Public Equity. In PIPE transactions, public companies issue stocks and bonds directly and privately to institutional investors. The issuers in which Buck invest generally have a much smaller capitalization than those companies in which the Company invests for its discretionary clients.</p> <p>The Company, also, serves as a non-discretionary adviser to Buckland Partners Technology Fund, LLC ("BP Tech Man"), the management company to Buckland Partners Technology Fund, L.P. ("BP Tech").</p> <p>BP Tech, a private investment partnership in which certain of the Company's non-institutional clients have invested, invest primarily in publicly traded securities of micro-capitalization issuers. In addition, the partnership may also invest in privately issued securities, in PIPES or Private Investments in Public Equity.</p>	

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<b>Item 8.C. (12) &amp; 8.D. (Cont'd)</b>	In PIPE transactions, public companies issue stocks and bonds directly and privately to institutional investors. The issuers in which BP Tech invest generally have a much smaller capitalization than those companies in which the Company invests for its discretionary clients.	
<b>Item 9.D.</b>	<p>The Company may sometimes purchase or sell for client accounts securities of corporations in which Mr. Lieber, directly or indirectly, has a financial interest. For example, Mr. Lieber is an officer and director of InfoMedia Associates, L.P., which is the general partner of Twenty-First Century Partners, a limited partnership. Subject to the Applicant's policies and as further described below, the Company may purchase for certain client accounts securities which have been purchased, are being purchased by, or sold by Twenty-First Century Partners.</p> <p>The Company may sometimes purchase or sell for client accounts securities of corporations in which Mr. Lieber, directly or indirectly, has a financial interest. For example, Mr. Lieber has an interest in Buckland Partners Focus Fund, LLC, which is the general partner of Buckland Partners Focus Fund, LP, a limited partnership. Subject to the Applicant's policies and as further described below, the Company may purchase for certain client accounts securities which may be purchased by, or sold by Buckland Partners Focus Fund, LP. However, the Company has an agreement with the Buckland Partners Focus Fund which requires them to wait until the Company has finished trading in the clients accounts before they can trade in that particular security.</p> <p>The Company may sometimes purchase or sell for client accounts securities of corporations in which Mr. Lieber, directly or indirectly, has a financial interest. For example, Mr. Lieber has an interest in Buckland Partners Technology Fund, LLC, which is the general partner of Buckland Partners Technology Fund, LP, a limited partnership. Subject to the Applicant's policies and as further described below, the Company may purchase for certain client accounts securities which may be purchased by, or sold by Buckland Partners Technology Fund, LP. However, the Company has an agreement with the Buckland Partners Technology Fund which requires them to wait until the Company has finished trading in the clients accounts before they can trade in that particular security.</p>	

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<b>Item 9.D. &amp; 9.E.</b>	<p>GeoCapital LLC may, from time to time, purchase or recommend the purchase of an asset which is owned individually by one of GeoCapital LLC's employees either directly or indirectly. GeoCapital LLC has a code of ethics ("Code") which contains provisions and requirements designed to identify, limit and resolve conflicts of interest between personal investment activities and the interests of GeoCapital LLC's clients. The Code of Ethics allows for personal investment in similar assets but restricts and controls the circumstances under which such investments can be made. Transactions in affiliated registered investment company funds are considered personal transactions subject to the Code. The Code also requires monthly reporting of portfolio transactions by GeoCapital LLC personnel. This Code is designed to place the interests of the clients first. One of the Code's requirements is that covered security transactions of GeoCapital LLC employees be appropriately cleared. A copy of the Code of Ethics is available upon request to clients and prospective clients and may be obtained by contacting Geo's compliance department. Employee personal trading activities are reviewed and monitored by Geo's Compliance personnel. GeoCapital has policies and procedures in place devised to address the conflicts of interest that may arise due to the receipt of gifts and entertainment.</p> <p>GeoCapital may recommend to its clients that they invest in the Limited Partnerships under Item 8.C. which are sub-advised by GeoCapital LLC and from which GeoCapital LLC derives a sub-advisory fee.</p> <p>Certain investments may be appropriate for more than one client advised by GeoCapital LLC. Investment decisions are made with a view to achieving each client's respective investment objectives and after consideration of such factors as current holdings, availability of cash for investment and the size of its investments generally. Frequently, a particular security may be bought or sold for only one client or in different amounts and at different times for more than one but less than all clients. In addition, purchases and sales of the same security may be made for two or more clients on the same date. In such event, such transactions will be allocated among client(s) in a manner believed by GeoCapital LLC to be fair and equitable to each. Purchase and sale orders for a number of clients may be combined in the interest of the most favorable net results. In effecting transactions, it may not always be possible, or consistent with the investment objectives of the various clients, to take or liquidate the same investment positions at the same time or at the same price.</p>	

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<b>Item 9.E.</b>	The Company has policies and procedures in place regarding gifts and entertainment to address the potential conflicts of interest surrounding these practices. In general, the Company limits the receipt of gifts to \$100 and the giving of gifts to \$100. This restriction does not include occasional meals or tickets to theater or sporting events or other similar entertainment.	
<b>Item 10.</b>	Generally, the Company prefers individual and family accounts with total assets of \$250,000 or more and corporate pension funds or other institutional accounts with total assets of \$1,000,000 or more. The Company may accept smaller individual and family accounts and smaller segments of pension funds with the understanding that if performance meets expectations, the account will be raised to the Company's minimum account requirements.	
<b>Item 12.A. (1)</b>	The Company generally manages client accounts on a discretionary basis. With the exception of standard restrictions on investment advisory activity, as well as those which may be imposed or desired by clients, the Company's portfolio managers have the authority to determine the type of securities to buy and sell for investment advisory clients. In some instances, however, there are restrictions imposed by clients on investments in specific industries or companies.	
<b>Item 12.A. (1)</b>	Portfolio transactions may be executed as part of concurrent authorizations to purchase or sell the same security for numerous accounts served by the Company, some of which accounts have similar investment objectives. Although such concurrent authorizations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they will be effected only when the Company believes that to do so will be in the best interest of the affected accounts. When such concurrent authorizations occur, the objective will be to allocate the executions in a manner which is deemed equitable to the accounts involved. However, there may be instances when there is a limited supply or demand of a particular security or investment, including with respect to an initial public offering. Although the Company will seek in these instances to allocate the opportunity to purchase or sell that security or investment among client accounts on an equitable basis, there can be no assurance of equality of treatment among all clients or that the investment will be proportionally allocated among clients according to any particular or predetermined standards or criteria.	

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<b>Item 12.A. (1) (Cont'd)</b>	In addition, the Company provides investment advisory services on a non-discretionary basis to the management companies of certain limited partnerships in which clients of the Company may invest.	
<b>Item 12.A. (2)</b>	The Company's discretionary arrangements include the authority to determine the amount of securities to be bought or sold. Such determinations are made with consideration given to the client's investment objectives and/or the client's investment guidelines and constraints. Prudent investment management practices, consistent with client objectives and guidelines, include appropriate diversification of holdings in each account. It is possible that, at times, the Company may be subject to client-imposed limits on which securities may be bought or sold and the total amount of the securities to be bought and sold.	
<b>Item 12.A. (3)</b>	<p>In general, the Company has discretion in allocating brokerage. The Company will allocate brokerage transactions in a manner it believes to be fair and reasonable to its clients, rather than by adhering to a strict formula. Execution at the price or range of prices set by the portfolio manager is the Company's primary consideration in all securities transactions. When the Company believes this primary consideration will be met and adhered to by the broker, brokers selected include those who supplement the Company's research with statistical data, investment information, and economic facts and advice which the Company uses in formulating its advice to accounts.</p> <p>Brokers are also chosen because of their ability to handle special executions such as large stock trades and to provide research services consistent with Section 28(e) of the Securities Exchange Act of 1934 ("soft-dollar services"). The Company seeks research services which complement or expand on that available directly to the Company with particular emphasis on research information or expertise not available internally to the Company. That "research" consists of advice as to the value of securities, the advisability of investing in, purchasing or selling securities, and the availability of securities or purchasers or sellers of securities, as well as economic forecasts, general research data and analyses and reports concerning issuers, industries, securities, economic factors, trend and portfolio strategy.</p>	



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<b>Item 12.A. (3) (Cont'd)</b>	<p>Not all such investment research services may have a direct application to the management of the account which pays the commissions. On the other hand, that account may benefit directly from a service paid for by commissions from another account. The investment research services provided by brokers are considered by the Company to be essentially general in nature and beneficial to the broad quality of the Company's investment advisory services.</p> <p>The Company will make use of a large number of securities firms and not attempt to limit the use of any firm as broker to particular accounts which may benefit from specific research or other non-execution services the firm provides.</p> <p>It is GeoCapital LLC's duty to seek the best overall execution of transactions for client accounts consistent with the Firm's judgement as to the business qualifications of the various broker/dealers with which GeoCapital LLC may do business. In selecting broker/dealers to effect securities transactions for clients, GeoCapital LLC will select broker/dealers based on its consideration of the broker's financial soundness, the broker's ability to effectively and efficiently execute, report, clear and settle the order, provide valuable research, commit capital, timely and accurately to communicate with GeoCapital LLC's trading desk and operations team and charge commission rates which, when combined with these services, will produce the most favorable total cost or proceeds for each transaction under the circumstances. "Best execution" means the best overall qualitative execution, not necessarily the lowest possible commission cost. GeoCapital LLC will obtain information as to the general level of commission rates being charged by the brokerage community from time to time and will periodically evaluate the overall reasonableness of brokerage commissions paid on client transactions by reference to such data.</p>	
<b>Item 12.A. (4)</b>	<p>In some cases, clients have directed GeoCapital LLC to use a specified broker/dealer for portfolio transactions in their account. In these cases, GeoCapital LLC is not obligated to, and will generally not solicit competitive bids for each transaction or seek the lowest commission rates for the client as the commission rates have typically been pre-negotiated between the client and the broker and GeoCapital LLC is unable to supersede the terms of that agreement. As such, the client may pay higher commission costs, higher prices and transaction costs than it otherwise would have had it not directed GeoCapital LLC to trade through a specific broker since GeoCapital LLC has not negotiated</p>	

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<b>Item 12.A. (4) (Cont'd)</b>	<p>the rate and may not be able to obtain volume discounts. In addition, the client may be unable to obtain the most favorable price on transactions executed by GeoCapital LLC as a result of the GeoCapital LLC's inability to aggregate/bunch the trades from this account with other client trades. Furthermore, the client may not be able to participate in the allocation of a security of limited availability (such as an IPO). As a result of the special instruction, GeoCapital LLC may not execute client securities transactions with brokers that have been directed by clients until non-directed brokerage orders are completed. Accordingly, clients directing commissions may not generate return equal to clients that do not direct commissions. Due to these circumstances, there may be a disparity in commission rates charged to a client who directs GeoCapital LLC to use a particular broker and client accounts may experience performance and other differences from other similarly managed accounts. Clients who direct brokerage should understand that similar brokerage services may be obtained from other brokers-dealers at lower costs and possibly with more favorable execution.</p> <p>In some instances, pre-negotiated rates have not been made by the client. In those cases, the client will be charged the broker's applicable commission rate.</p> <p>In cases where a client's account is custodied at a broker/dealer, GeoCapital LLC typically places the client's trades with that broker/dealer. The custodian broker/dealer may require the course of action or there may be cost savings in trading through that broker/dealer, such as smaller transaction fees or smaller custody fees. In light of these factors, GeoCapital LLC considers a client's choice to custody its account at a specific broker/dealer as being direction to GeoCapital LLC to direct transactions in that client account to that broker/dealer, unless the client notifies GeoCapital LLC otherwise.</p> <p>For accounts that are "wrap fee" accounts established by a client with a broker/dealer or other intermediary that has a relationship with a broker/dealer, clients are not charged separate commissions on each trade so long as the broker executes the trade, and a portion of the "wrap fee" is generally considered in lieu of commissions. In light of this feature, GeoCapital LLC considers a client's choice to participate in a wrap fee program sponsored by a particular broker/dealer as being a direction to GeoCapital LLC to direct transactions in that client account to that broker or dealer. In such cases, trades will typically be executed only with the introducing "wrap fee" broker or dealer. Other client accounts may pay a higher or lower commission rate than "wrap</p>	

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<b>Item 12.A. (4) (Cont'd)</b>	<p>fee" accounts, depending on a variety of factors, including the broker/dealer's commission rates and the level of trading activity. GeoCapital LLC may effect securities transactions for client accounts through or with other brokers or dealers as GeoCapital LLC reasonably believes, in good faith, are necessary to fulfill its duty to seek best execution, consistent with Section 28(e) of the Securities Exchange Act of 1934, as amended. If GeoCapital LLC is required to effect transactions with other brokers, the client would bear the cost of commissions in such transactions in addition to the fees paid by the client for such "wrap fee". Accordingly, a client may wish to satisfy itself that the wrap program arrangement and brokerage firm they have chosen can provide the best execution. The client should also take into consideration the level of the fee charged by the wrap sponsor, the amount of portfolio activity in the client's account, the value of custodial and aggregate cost of these and other services if they were to be provided separately and if GeoCapital LLC were free to seek best execution of transactions for the client's account.</p> <p>Where GeoCapital LLC does not have discretion to select a broker or dealer:</p> <ol style="list-style-type: none"><li>1. GeoCapital LLC shall not negotiate commission rates. Rather, the commission rates will be as negotiated by the client with the broker and will not change as a result of GeoCapital LLC serving as investment adviser.</li><li>2. There may be a disparity in commission rates charged to the client who directs GeoCapital LLC to use a particular broker or dealer.</li><li>3. Client realizes that similar brokerage services may be obtained from other brokers or dealers at lower costs.</li><li>4. GeoCapital LLC shall not be responsible for obtaining competitive bids on directed trades done on a net basis.</li><li>5. GeoCapital LLC may be unable to obtain a more favorable price based on transaction volume on transactions that cannot be aggregated or bunched with transactions of its other advisory clients.</li><li>6. GeoCapital LLC may enter certain orders after other clients' orders for the same security, with the result that market movements may work against the client.</li><li>7. A client may not be able to participate in an allocation of shares of a new issue for various reasons, including if those new issue shares are provided by another broker or dealer.</li></ol>	
<b>Item 13 (b)</b>	<p>Class Action Suits</p> <p>GeoCapital LLC does not take any legal action with regard to class action suits relating to securities purchased by GeoCapital LLC for its clients. Should a client, however, wish to retain legal counsel and/or take action regarding any</p>	

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<b>Item 13 (b) (Cont'd)</b>	<p>class action suit proceedings, GeoCapital LLC will provide the client or client's legal counsel with information that may be needed upon client's reasonable request.</p> <p><b>Proxy/Shareblocking</b> In general, unless otherwise directed by the client, GeoCapital LLC will make reasonable efforts to vote client proxies in accordance with the proxy voting recommendations of Firms' Proxy Oversight Group. GeoCapital LLC will generally decline to vote proxies if to do so would cause a restriction to be placed on Geo Capital LLC's ability to trade securities held in client accounts in "share blocking" countries. Accordingly, GeoCapital LLC may abstain from votes in a share blocking country in favor of preserving its ability to trade any particular security at any time.</p> <p><b>Trade Error Accounts</b> GeoCapital LLC may maintain a trade error account with certain brokers/dealers. These accounts allow for the netting of gains and losses relating to trade errors occurring with respect to the Firm's clients. Any net losses residing in these accounts require reimbursement from GeoCapital LLC. Any net gains will accumulate to be used to offset future trade error losses (unless the brokerage program specifies that trading gains are required to be allocated to the client's account). In no instances will GeoCapital LLC use net trade error gains for anything other than the offsetting of trade error losses.</p>	

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

Applicant: GeoCapital, LLC	SEC File Number: 801- 14956	Date: 03/31/2009
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: GeoCapital, LLC	IRS Empl. Ident. No.: 13-13964629
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Item of Form (identify)	Answer