

## Uniform Application for Investment Adviser Registration

Name of Investment Advisor: <b>Anchor Capital Management Group, Inc.</b>					
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code Telephone Number:
<b>16140 Sand Canyon Avenue, Suite 101</b>	<b>Irvine</b>	<b>CA</b>	<b>92168-3715</b>	<b>( 949 ) 341-0000</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:  
Anchor Capital Management Group, Inc.

SEC File Number:  
801- 61643

Date:  
6/30/2009

Definitions for Part II

Related person - Any officer, director or partner of applicant or any person directly or indirectly controlling, controlled by, or under common control with the applicant, including any non-clerical, non-ministerial employee.

Investment Supervisory Services - Giving continuous investment advice to a client (or making investments for the client based on the individual needs of the client. Individual needs include, for example, the nature or other client assets and the client's personal and family obligations.

1. A. **Advisory Services and Fees.** (check the applicable boxes)

Applicant:

For each type of service provided, state the approximate % of total advisory billings from that service.  
(See instructions below.)

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

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

B. Does applicant call any of the services it checked above financial planning or some similar term?

Yes No  
☐ ☒

C. Applicant offers investment advisory services for: (check all that apply)

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

D For each checked box in A above, describe on Schedule F: (check all that apply)

- 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 type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input checked="" type="checkbox"/> C. Investment companies             | <input type="checkbox"/> G. Other (describe on Schedule F)                                  |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans |   |

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

**3 Types of Investments** - Applicant offers advice on the following: (check those that apply)

- |  |   |
|--|---|
| <input type="checkbox"/> A. Equity Securities  | <input 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 type="checkbox"/> (1) securities                             |
| <input type="checkbox"/> (3) foreign issuers   | <input type="checkbox"/> (2) commodities                            |
| <input type="checkbox"/> B. Warrants   | <input type="checkbox"/> J. Futures contracts on:                   |
| <input type="checkbox"/> C. Corporate debt securities<br>(other than commercial paper) | <input type="checkbox"/> (1) tangibles                              |
| <input type="checkbox"/> D. Commercial paper   | <input type="checkbox"/> (2) intangibles                            |
| <input type="checkbox"/> E. Certificates of deposit                                    | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input type="checkbox"/> F. Municipal securities                                       | <input type="checkbox"/> (1) real estate                            |
| <input type="checkbox"/> G. Investment company securities:                             | <input type="checkbox"/> (2) oil and gas interests                  |
| <input type="checkbox"/> (1) variable life insurance                                   | <input type="checkbox"/> (3) other (explain on Schedule F)          |
| <input checked="" 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.**

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

- |   |  |
|---|--|
| (1) <input checked="" type="checkbox"/> Charting  | (4) <input checked="" type="checkbox"/> Cyclical           |
| (2) <input 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 type="checkbox"/> Inspections of corporate activities              | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the<br>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<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 type="checkbox"/> Option writing, including covered options,<br>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 type="checkbox"/> Short sales   |  |

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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 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 institutions  | <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.)

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**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.

For those clients to whom Anchor provides investment supervisory services, account reviews are conducted on an ongoing basis by one of Anchor's Principals. All investment supervisory clients are advised that it remains their responsibility to advise Anchor of any changes in their investment objectives and/or financial situation. All clients (in person or via telephone) are encouraged to review investment objectives and account performance with Anchor on an annual basis.

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

Clients receive a monthly and/or quarterly detailed statement from the account custodian reflecting current portfolio holdings and balances as well as transactions made within their accounts. Additionally, Anchor provides quarterly and annual performance statements as well as quarterly billing invoices. For taxable accounts, at year end, (or at fiscal year end, upon client's request) the quarterly report is accompanied by a supporting schedule for capital gains and losses realized in the account for the year. This report is provided by Anchor Capital Management Group, Inc.

Applicant:  
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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:
- |  |  |   |
|--|--|---|
| (1) securities to be bought or sold.....                 | Yes<br><input checked="" type="checkbox"/> | No<br><input type="checkbox"/>            |
| (2) amount of the securities to be bought or sold? ..... | Yes<br><input checked="" type="checkbox"/> | No<br><input type="checkbox"/>            |
| (3) broker or dealer to be used? .....                   | Yes<br><input type="checkbox"/>            | No<br><input checked="" type="checkbox"/> |
| (4) commission rates to be paid? .....                   | Yes<br><input type="checkbox"/>            | No<br><input checked="" 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 product, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commission 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; or
  - requires prepayment of more than \$500 in fees per client and 6 or more months in advance
- Has applicant provided a Schedule G balance sheet? Yes ☐ No ☒

**Schedule A of  
FORM ADV  
FOR CORPORATIONS**

Applicant:  
**Anchor Capital Management Group, Inc.**

SEC File Number:  
**801- 61643**

Date:  
**6/30/2009**

Official Use

(Answers for Form ADV Part I Item 8.)

1 This Schedule requests information on the owners and executive officers of the applicant.

2 Please complete for:

- (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer, director, and individuals with similar status or functions, and
- (b) every person who is directly, or indirectly through intermediaries, the beneficial owner of 5% or more of any class of equity security of the applicant.

3 If a person covered by 2(b) above owns applicant indirectly through intermediaries, list all intermediaries and below them, if they are not subject to Sections 12 or 15(d) of the Securities Exchange Act of 1934 but are:

- (a) corporations, give their shareholders who own 5% or more of a class of equity security, or
- (b) partnerships, give their general partners or any limited and special partners who have contributed 5% or more of the partnership's capital.

4 If the intermediary's shareholders or partners listed under 3 above are not individuals, continue up the chain of ownership listing their 5% shareholders, general partners, and 5% limited or special partners until individuals are listed.

5 Ownership codes are: NA - 0 up to 5% B - 10% up to 25% D - 50% up to 75%  
A - 5% up to 10% C - 25% up to 50% E - 75% up to 100%

6 Asterisk (\*) names reporting a change in title, status, stock ownership or partnership interest or control. Double asterisk (\*\*) names new on this filing.

7 Check "Control Person" column if person has "control" as defined in the instructions to this Form.

FULL NAME			Beginning Date		Title or Status	Owner- ship Code	Control Person	CRID No., or, if none Social Security Number	OFFICIAL USE ONLY
Last	First	Middle	Month	Year					
Barker,	Dennis	Kent	11	95	President	C	X	1454858	
Barker,	Kay	Ann	11	95	Secretary	B		373-38-4416	
Leake,	Eric	Corban	3	00	Vice President	B		2340860	
Leake,	Jennifer	Kay	3	00	Treasurer	B		562-71-2672	

List below names reported on the most recent previous filing under this item that are being DELETED:

FULL NAME			Ending Date		CRD. No., or, if none Social Security Number
Last	First	Middle	Month	Year	

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:

**Anchor Capital Management Group, Inc.**

SEC File Number:

801- **61643**

Date:

**6/30/2009**

(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 1 A of Part I of Form ADV:

IRS Empl. Ident. No.:

**Anchor Capital Management Group, Inc.****33-0684313**

Item of Form															
Item 1A	<p>Anchor provides investment management services to investment companies, individuals, trusts, corporations and pension plans. Anchor utilizes proprietary quantitative, technical risk management models to allocate client portfolios across various exchange traded funds, mutual funds and the investment sub-divisions that comprise variable annuity products. Each model is differentiated by growth and risk characteristics. An Investor Profile questionnaire is completed with Clients to help determine which portfolio is appropriate for Client's specific investment objectives in regard to risk, growth, and income potential.</p> <p>Through the execution of Anchor's Investment Management Agreement, Clients authorize Anchor to purchase and sell securities on a discretionary basis, mutual funds, exchange traded funds, and government securities for Client's account. All transactions will be cleared through a Clearing Corporation acting as correspondent broker-dealer custodian pursuant to Anchor's clearing arrangement with such firm. Custody of funds and securities will be maintained by the Clearing Corporation, not Anchor. If option is selected, Anchor will be authorized to bill management fees directly from Client's account as provided for through Clearing Corporation. Anchor will have no authority to remove Client funds in any other manner, except to which the Client has requested transfer, deposits and withdrawals, in compliance with SEC rules.</p> <p>Except for those clients invested in variable products clients will receive monthly account statements from Clearing Corporation showing current values. Clients will receive quarterly reports showing activity as well as positions held in the account at month end. All clients will also receive from Anchor on a quarterly basis, reports detailing the management fee debited from the account, the methodology used to determine the fee, and performance reports describing account performance for the reporting period. Clients invested in a variable annuity will receive confirmations on trading activity as it occurs and annual statements from the sponsor.</p> <p>The maximum fee schedule for services described is as following:</p> <table><tbody><tr><td>Value of Retirement Wealth Strategy Series Portfolios:</td><td>Maximum Annual Management Fees</td></tr><tr><td>\$0- \$499,999</td><td>2.00%</td></tr><tr><td>\$500,000- \$999,999</td><td>1.75%</td></tr><tr><td>\$1,000,000- \$4,999,999</td><td>1.50%</td></tr><tr><td>\$5,000,000-</td><td>1.25%</td></tr><tr><td>Value of Absolute Return Series Portfolios:</td><td>Maximum Annual Management Fees</td></tr><tr><td>All Values</td><td>2.0%</td></tr></tbody></table>	Value of Retirement Wealth Strategy Series Portfolios:	Maximum Annual Management Fees	\$0- \$499,999	2.00%	\$500,000- \$999,999	1.75%	\$1,000,000- \$4,999,999	1.50%	\$5,000,000-	1.25%	Value of Absolute Return Series Portfolios:	Maximum Annual Management Fees	All Values	2.0%
Value of Retirement Wealth Strategy Series Portfolios:	Maximum Annual Management Fees														
\$0- \$499,999	2.00%														
\$500,000- \$999,999	1.75%														
\$1,000,000- \$4,999,999	1.50%														
\$5,000,000-	1.25%														
Value of Absolute Return Series Portfolios:	Maximum Annual Management Fees														
All Values	2.0%														
Item 1D	<p>The Client shall pay Anchor the Management fee quarterly in advance and upon deposit of any additional funds or securities in the account. The first payment is due upon execution of the Client Agreement and will be based upon the opening value of Client's account; said first payment will be prorated in the event the Client Agreement is executed at any time other than on the first day of a calendar year. Subsequent fees are determined on the first day of each calendar quarter based on the value of account assets under management calculated by the Clearing Corporation as of the close of business on the last business day of the preceding quarter, and shall be charged on the Investment in the account, each security listed on the national securities exchange shall be valued, as of the valuation date, at the closing price on the principal exchange in which it is traded. Any other security or investment in the account shall be reported by Clearing Corporation to reflect fair market value.</p> <p>To the extent applicable, custodians and/or broker-dealers generally charge transaction fees and/or commissions for effecting certain mutual fund securities transactions. In addition to Registrant's investment management fee, brokerage commissions and/or transaction fees, the client will also incur, relative to all mutual fund purchases, charges imposed directly at the mutual fund level (e.g. advisory fees and other fund expenses).</p>														
Item 5	<p>All individuals that give investment advice on behalf of the Registrant must have earned a college degree and/or have substantive investment-related experience. In addition, all such individuals shall have attained all required investment-related licenses and/or designations.</p>														
Item 6	<p>Dr. Dennis K. Barker, CFP; DOB: 8/6/1940 Formal Education after High School: Kalamazoo College, Kalamazoo, MI, 1958-1960; Western Michigan University, Kalamazoo, MI, 1960-1962; University of Michigan School of Dentistry, Ann Arbor, MI 1962-1966, D.D.S., Dentistry; College of Financial Planning, CFP Designation, 1990</p> <p>Business Background</p> <table><tbody><tr><td>03/94 - Present</td><td>President, Anchor Capital Management Group, Inc., Irvine, CA</td></tr><tr><td>03/03-01/28/05</td><td>Registered Representative, Rydex Financial Services, Rockville, MD</td></tr><tr><td>02/00-03/03</td><td>Branch Manager and Registered Representative, Crown Capital Securities, Orange, CA</td></tr><tr><td>03/99 - 02/00</td><td>Branch Manager and Registered Representative, Mutual Service Corporation, West Palm Beach, FL</td></tr><tr><td>11/89 - 03/99</td><td>Branch Manager and Registered Representative, Titan Value Equities Group, Irvine, CA</td></tr><tr><td>02/87 - 11/89</td><td>Registered Representative, IDM Corporation, Long Beach, CA</td></tr></tbody></table>	03/94 - Present	President, Anchor Capital Management Group, Inc., Irvine, CA	03/03-01/28/05	Registered Representative, Rydex Financial Services, Rockville, MD	02/00-03/03	Branch Manager and Registered Representative, Crown Capital Securities, Orange, CA	03/99 - 02/00	Branch Manager and Registered Representative, Mutual Service Corporation, West Palm Beach, FL	11/89 - 03/99	Branch Manager and Registered Representative, Titan Value Equities Group, Irvine, CA	02/87 - 11/89	Registered Representative, IDM Corporation, Long Beach, CA		
03/94 - Present	President, Anchor Capital Management Group, Inc., Irvine, CA														
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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:

**Anchor Capital Management Group, Inc.**

SEC File Number:

801- **61643**

Date:

**6/30/2009**

(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 1 A of Part I of Form ADV:

**Anchor Capital Management Group, Inc.**

IRS Empl. Ident. No.:

**33-0684313**

Item of Form											
Item 6 (continued)	<p>Eric C. Leake: DOB 5/16/1970</p> <p>Formal Education after High School: Azusa Pacific University, Azusa, CA 1992</p> <p>Business Background</p> <table border="0"><tr><td>03/94- Present</td><td>Vice President and Chief Investment Officer, Anchor Capital Management Group, Inc., Irvine, CA</td></tr><tr><td>03/03 - 01/28/05</td><td>Registered Representative, Rydex Financial Services, Rockville, MD</td></tr><tr><td>03/00-03/03</td><td>Branch Manager and Registered Representative, Crown Capital Securities, Orange, CA</td></tr><tr><td>03/99-03/00</td><td>Branch Manager and Registered Representative, Mutual Service Corporation, West Palm Beach, FL</td></tr><tr><td>05/93-03/99</td><td>Branch Manager and Registered Representative, Titan Value Equities Group, Irvine, CA</td></tr></table>	03/94- Present	Vice President and Chief Investment Officer, Anchor Capital Management Group, Inc., Irvine, CA	03/03 - 01/28/05	Registered Representative, Rydex Financial Services, Rockville, MD	03/00-03/03	Branch Manager and Registered Representative, Crown Capital Securities, Orange, CA	03/99-03/00	Branch Manager and Registered Representative, Mutual Service Corporation, West Palm Beach, FL	05/93-03/99	Branch Manager and Registered Representative, Titan Value Equities Group, Irvine, CA
03/94- Present	Vice President and Chief Investment Officer, Anchor Capital Management Group, Inc., Irvine, CA										
03/03 - 01/28/05	Registered Representative, Rydex Financial Services, Rockville, MD										
03/00-03/03	Branch Manager and Registered Representative, Crown Capital Securities, Orange, CA										
03/99-03/00	Branch Manager and Registered Representative, Mutual Service Corporation, West Palm Beach, FL										
05/93-03/99	Branch Manager and Registered Representative, Titan Value Equities Group, Irvine, CA										
Item 9E	<p>When effecting transactions on behalf of clients in a discretionary account, no commissions are earned by Anchor nor any associates. Compensation will be made in accordance to the fee arrangement outlined in schedule F, Part II, No. 1A.</p> <p>Anchor has implemented an investment policy relative to personal securities transactions. This investment policy is part of Anchor's overall Code of Ethics which serves to establish a standard of business conduct for all of Anchor's Associated Persons that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.</p> <p>In accordance with Section 204A of the Investment Advisers Act of 1940, Anchor also maintains and enforces written policies reasonably designed to prevent the misuse of material nonpublic information by the Registrant or any person associated with the Registrant.</p> <p>All managed accounts are maintained in the name of the client with custodian brokers, trust companies, and/or investment institutions selected or approved by the client. Anchor does not take custody of client's funds. Anchor will not assign or transfer trading authorization to another advisor.</p> <p>Upon request, Anchor will provide a copy of its Code of Ethics and its policies and procedures on proxy voting.</p>										
Item 10	<p>Two Hundred and Fifty Thousand Dollars (\$250,000) is the stated minimum value of assets for starting a managed account with Anchor in its managed portfolios. However, from time to time Anchor may agree to manage a smaller amount for a client who, in the opinion of Anchor will be reaching that level within a reasonable period of time and if it will not cause an unusual increase of investment risk beyond the identified risk tolerance of the client and Anchor determines that the smaller account can be managed effectively. Prospects for growth and existing accounts are factors which will be considered by Anchor in accepting smaller accounts for management. Anchor reserves the right to increase the minimum value of assets it will accept for management at any time. The change of minimum account size will not affect the accounts currently under management.</p>										
Item 12A, 1 & 2	<p>Investments are selected for suitability for each clients' needs as discussed and agreed upon in the initial meeting(s) at which time objectives and needs are established, and/or as subsequently altered by mutual agreement. As part of the limited Trading Authorization, no securities or cash may be withdrawn from the account by Anchor. However, Anchor will, at the client's request, assist the client in withdrawing cash. Anchor is allowed to deduct management fees directly from the account by the client's signature on the Management Agreement. Quarterly, the client will receive an invoice on which the fee was based and the manner in which the fee was calculated.</p>										
Item 12B	<p>Clients wishing to implement the applicant's advice are free to select any broker they wish and are so informed. For accounts where discretion is authorized, clients are recommended to custody their account with a third party Clearing Corporation with whom Anchor has a current agreement.</p>										
Item 13B	<p>Anchor uses the services of unaffiliated broker/dealers and/or registered investment advisors as solicitors to introduce its management services to prospective clients. Anchor compensates such entities by payment of a percentage of the fees collected by Anchor in accordance with its client management agreement, selling agreement and/or solicitor disclosure document. Anchor's referral agreement is in compliance with the federal regulations as set forth in 15CSR 30-51.145, in addition to each state required. Pursuant to Rule 206(4)-3, Anchor Capital may enter into written agreements with solicitors in connection with its investment advisory services. Pursuant to such agreements, Anchor Capital will provide solicitor with the ADV disclosure document required by Rule 204-3, as well as a solicitation fee disclosure statement which is to be furnished to prospective clients at the time of solicitation by the solicitor.</p>										

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