

Rev 1.3

Page 13

The only exception is limited to investment management fees where clients, for purposes of convenience, have authorized RCM to draft fees directly from their accounts.

Rev 1.4

Page 16 Investment Management Fees

Rev 1.5

Page 11 Union Avenue United Methodist Church – Finance Chairman

Rev 2.0

Page 2 Code of Ethics
Various other updates to ensure that the Brochure is in synch with form ADV Part II

Rev 2.1

Page 12 Community Interests
Added Trustee of the Greater Alliance Foundation and Trustee of the Rodman Public Library

Rev 2010

Page 12 Community Interests
Changed Union Avenue United Methodist Church to Planned Giving Chairman from Finance Committee Chairman

Rodman Capital Management

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Received:

1. Investment Management Services Brochure (revision 2.0)
2. Consolidated Investment Performance History
(through the end of the most recent calendar quarter)
3. Sample Quarterly Investment Report

(signed)

(signed)

(dated)

RODMAN CAPITAL MANAGEMENT

Private Investment Management

Building Freedom, Security, and a Brighter Future for Clients
through Professional Investment Management

1630 South Union Avenue, Alliance, Ohio 44601

(330) 821-4530

Revision 2010

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INTRODUCTION

Ours is a free market economy. Investment capital plays a key role along with labor, administration, and raw materials to make the wheels of industry turn. Without investment capital, our nation could not have begun to achieve the preeminent economic position it now holds. Nor could it have provided the remarkable standard of living which we now enjoy, a standard of living and quality of life which is without parallel in history and which came into existence largely within the short span of the past 150 years.

Since industry in a free economy is privately owned, each investment decision we make as individuals has an important impact on the growth of our nation as a whole. Intelligent investment decisions by individuals are rewarded with a larger piece of the pie of our nation's economic growth.

Today the individual has basically two choices of how to invest his or her money:

First, the investor can put his or her money into a financial intermediary such as a bank or insurance company. The intermediary gives the investor a guaranteed rate of return, assumes the risk of investing the investor's money, and profits through the prudent investment of the investor's money directly into the capital markets. Naturally, banks and insurance companies are more than willing to serve in this capacity.

Second, the investor can participate directly in the capital markets by owning, or lending money to, business enterprises. The rewards for the investor are much greater than available by investing through financial intermediaries. And, if the investor invests intelligently, the risks are no greater than the risks the financial intermediaries face themselves.

Unfortunately, good and consistent long-term results with the second type of investing have eluded many investors, some of whom are outstanding successes in their own fields of endeavor. Too often the investor underestimates the time, expertise, and discipline required to produce consistently good long-term results, and makes the second mistake of experimenting with the investor's vital assets.

It is my strong conviction that many investors can benefit greatly by seeking objective professional investment management services when investing vital assets in the capital markets. The fundamental purpose of my business is to provide to the individual, corporate, trust, or retirement plan investor the means and the confidence to enjoy the long-term benefits of investing directly in the capital markets, and to mold each investment program to each investor's financial objectives and risk preferences.

CODE OF ETHICS

1. The first priority of the Advisor is to conduct business according to the highest moral and ethical standards.
2. The second priority of the Advisor is to operate in full compliance with all laws, securities and otherwise.
3. The third priority of the Advisor is to protect and further the long-term interests of the client.
4. The fourth priority of Advisor is to subordinate the objective of profitability to the first three priorities. Profitability is to be seen as a result of the satisfactory achievement of the first three priorities.
5. The advisor shall not accept any compensation, in any form, from any other source but the client.
6. The Advisor will provide a copy of this Code of Ethics to any client or prospective client on request.

INVESTMENT MANAGEMENT SERVICES

Overview

- * FORMULATION of INVESTMENT POLICY - Professional assistance in defining the client's investment objectives, risk preferences, and the manager's investment latitude.
- * COMPLETE PROFESSIONAL MANAGEMENT of investments in accordance with the above.
- * TYPES of CLIENTS SERVED – Individuals, Pension and Profit Sharing Plans, Trusts, Estates, Charitable Organizations, Corporations and other Business Entities.
- * TYPES of INVESTMENTS -
 - Exchange Listed Securities
 - Securities Traded over-the-counter
 - Corporate Debt Securities (other than commercial paper)
 - Municipal Securities
 - United States Government Securities
- * INVESTMENT STRATEGY and METHOD of ANALYSIS – a fundamental value approach to securities analysis is employed that utilizes long-term purchases (securities held at least a year on average) to realize the full value of the strategy.
- * RESEARCH - A constant effort is made to find new and more favorable investment opportunities for client portfolios. The main types of information sources utilized for research include:
 - Financial newspapers and magazines
 - Research materials prepared by others
 - Annual reports, prospectuses, and filings with the Securities and Exchange Commission.
 - Company press releases
- * ACCOUNT MONITORING – David L. Rodman, Owner / Investment Manager of Rodman Capital Management is responsible for reviewing all accounts.
 - * Quarterly Reviews to compare portfolios with stated investment objectives and risk preferences
 - * Ongoing monitoring to determine the optimal asset mix given the current investment climate and stated client objectives and risk preferences.
 - * Ongoing monitoring of securities held in client portfolios for risk, future prospects, and consistency with stated objectives and risk preferences.

* QUARTERLY REPORTING

- * Performance
 - Year-to-Date
 - History since Inception
- * Asset Summary
- * Purchase and Sales Year-to-Date
- * Realized Gains and Losses Year-to-Date
- * Income Summary Year-to-Date
- * 6-month Projected Cash Flow

* CONSULTATION with client's advisors for purposes of financial and tax planning.

* AVAILABILITY for questions concerning investments and evaluation of new investment ideas.

Additional Benefits:

- * Availability at competitive cost.
- * Continuity of investment management for heirs and beneficiaries.

INVESTMENT PHILOSOPHY

General

*** A Word About Expectations**

As your investment manager, I can guarantee only two things:

1. I can guarantee that there will be some investments which will not pan out. There is simply no such animal as an investment counsel who has a perfect record of security selection. It is a normal and unavoidable part of all successful investment operations - just as occasional bad loans are to running a profitable and successful bank.
2. I can guarantee that I will pursue the management of your investment assets with the utmost honesty, responsibility, and care.

*** The Practice of Investment Analysis and Management**

The securities markets have long defied any attempt to reduce profitable investing down to a mechanical or standardized quantitative method. Forays into this realm have been met with occasional success, but these successes were at best very temporal. The reason this is true is because the capital markets, as well as the businesses they represent, have fundamental elements essential to their behavior which are qualitative rather than quantitative in nature. It is also true that the more widely a particular investment system is used, the more ineffective it becomes.

In the capital markets, market value is defined as the perception of value by the participants. Since the participants are human, these markets are then subject to the influences all of the biases and emotions (such as fear and greed) that are part of human nature. Indeed, the behavior of the markets is in part a self-fulfilling prophecy.

In a particular business enterprise, one person may see the seeds of future growth, where another sees only inevitable decline. In another, a person may see a wealth of opportunity but does not possess the practical experience and skills to turn opportunity into the promise of future success. True promise lies as much with the artist as it does with the brush.

There is no pat approach to solving the mysteries of investment analysis and management. A successful approach must be sensitive to qualitative as well as quantitative considerations. My approach stresses a knowledgeable,

intelligent, and open-minded balance between the two as they apply to pragmatic business decision-making issues (as opposed to such things such as the relationship of movements in the Dow Jones Industrial Average to various astrological events).

* Measuring Investment Risk & Return

It is important to recognize when investing in capital markets that the market value of every security fluctuates from day to day. Therefore returns must be measured in such a way as to include the change in market price of a security as well as any income it has produced over the period held. This concept, known as "total return", is familiar to many investors.

But if the goal of investing is to increase or at least maintain future spending power in real terms (the ability to buy more or at least as many goods tomorrow as can be purchased today), then the challenge becomes to increase purchasing power at a rate that consistently exceeds the rate of inflation over the long term. The true risk in investing is the risk of not achieving this goal.

Therefore, investment performance must be measured against the average rate of inflation over the long term. The reason that performance must be measured over the long term is due to the nature of the capital markets. These markets do not tend to offer steady returns from year to year, but they do reward the prudent long-term investor. How aggressive an investor wishes to be may be measured by the rate of return the investor seeks in excess of the rate of inflation.

INVESTMENT PHILOSOPHY

Portfolio Management

*** Approach**

The portfolio management process begins with the investor's objectives and risk preferences, a comparative analysis of the opportunities offered within and among asset classes, and a study of the large-scale investment environment. From this beginning, a "top-down" decision is made as to an appropriate allocation of assets between the fundamental asset classes of cash, business ownership, debt ownership, and ownership of tangible assets. Balance and diversity among asset classes are important considerations.

Next, a "bottom-up" approach is used to determine which securities in each class offer the most attractive opportunities in terms of risk vs. reward and consistency with the investor's objectives and risk preferences. Diversity within an asset class is a very important tool to utilize to reduce risk.

*** Managing Risk**

Risk in portfolio management is viewed as largely a function of:

1. The quality of the individual securities selected.
2. The concentration of portfolio assets in a single asset class.
3. The concentration of assets in a small number of securities within an asset class.
4. The use of borrowed money to carry investment assets.

Therefore, an investor's aggressiveness/risk preferences are defined in these terms. Standardized aggressiveness/risk preference categories are used to define the expectations and constraints within which the investment manager must work to achieve the investor's objectives. A summary of these is included in this brochure.

*** Providing Liquidity**

Liquidity is the ability to sell a security at any given time at a price very near its true worth. Liquidity is an important attribute to have in a portfolio because it allows the use of portfolio assets for current expenditures when

these expenditures are not fully covered by the income the portfolio produces.

However, liquidity has its costs - the more liquid the asset, the lower its rate of return. To achieve a more desirable overall rate of return, the investor must restrict the demand for liquidity to a portion of the investment portfolio that more nearly reflects the investor's true "need" for liquidity, and accept a lower degree of liquidity on the balance which is then invested for profit in other areas. Liquidity will be provided primarily through investing in short term bonds or money market funds.

Rather than to raise cash through the sale of the less liquid, higher potential return assets at what may be an inopportune time, these securities are held for the long term and are sold only when the opportunity arises to sell them at the greatest advantage to the investor.

* Investing for Growth or Income

Two important, but less obvious, corollaries to the "total return" concept concern investing for growth or income:

The First: When seeking current income for a portfolio, securities generating high current cash income may yield less on a total-return basis than other alternatives. A solid company with a good dividend and a fine record of regular increases in dividends may offer income safer from inflation and in greater amounts over time than a government bond for instance.

The Second: When seeking growth for a portfolio, to avoid securities which generate good current income may be to pass up great opportunities for growth in terms of total return. Sometimes it is safer and more profitable to look for some growth with current income than to look for pure appreciation.

* Tax Considerations

Unfortunately, the tax consequences of an investment decision have become a factor of ever-increasing importance when weighing what course of action to pursue. The following are general observations that apply in most circumstances:

1. The economic fundamentals of a decision should take precedence over the tax considerations.
2. Taxes are an unavoidable expense incurred by profitable business enterprises.

3. The single-minded pursuit of tax avoidance is likely to come at the expense of profits and the opportunity to reduce investment risk.
4. When the opportunity to reduce or defer taxes without incurring unacceptable additional risk is available, it should be taken advantage of.

INVESTMENT PHILOSOPHY

Security Selection

*** Investing in Equities**

The basic premise of the approach for investing in common stocks is that market prices often do not reflect the true value or potential of a company. Over the long term, market prices tend to follow the underlying value of a company rather than the reverse. Therefore the goal of common stock investing is to build wealth in terms of the underlying (intrinsic) value of common stock holdings rather than trying to build wealth by trying to build market value directly.

The approach taken for investing in equities is, then, a fundamental-value (businessman's) approach. Buying stocks for bargain prices relative to their estimated current or future true worth as the opportunity presents itself, and holding for long-term appreciation are the basic tenets of this approach. This "bottom-up" approach injects an element of safety because the emphasis is on buying stocks at substantial discounts to estimated intrinsic worth creating value for the investor to realize over time.

Because stock prices tend to vary up and down much more than the intrinsic values of the businesses they represent, it should be again noted that common stocks, though marketable at any time, are considered by the investment manager to be relatively illiquid. This means that although a common stock may always be sold on any given day (i.e. it is marketable), the selling price at that time may not closely reflect the true worth of that company to the investor (i.e. it is illiquid).

This also means that in common stock investing, the investment manager may have to exercise great patience and discipline on behalf of the investor to generate attractive profits and contain risk, just as the wine maker picks the grapes when they are ripe - not before and not after. The investment manager wishes to take advantage of the differences between market prices and true worth on behalf of the investor, and wishes to protect the investor from the error of assuming that the true worth of the investor's investment assets is always accurately reflected in daily market quotations.

* Investing in Bonds

The primary emphasis in managing the bond portfolio is placed on weighing benefits of current income and possible price appreciation against risks of price declines if there are adverse movements in interest rates, and also of erosion of purchasing power in the event of the onset of inflation. Managing maturities and coupons are the most direct ways of managing risk in a bond portfolio.

Except in special situations, only high-quality credit risks will be selected, and emphasis will not be on looking for undervalued credit risks. In general, the bond portfolio can provide an attractive stabilizing influence to the performance of the overall portfolio.

* Investing in Tangible Assets

From a practical standpoint, investments in tangible assets will take the form of companies whose holdings include significant positions in real estate. This represents a way to participate in a market that tends to increase during periods of inflation and hedge the portfolio against long-term erosion due to inflation.

For private investors, ownership of tangible assets aside from the assets placed under management will be considered if requested. These holdings may, in some instances, remove the necessity of including any tangible assets at all in the portfolio under management.

PRINCIPAL

DAVID L. RODMAN

Professional Experience

4/88 to present	Rodman Capital Management - Founder and Principal. Registered Investment Advisor 3/18/88
11/82 to 4/88	Butler Wick & Co., Inc. - Investment Broker and Financial Planner.
2/82 to 11/82	United National Bank & Trust Co. - Management Trainee.

Education

1986	Certified Financial Planner- College for Financial Planning, Denver, Colorado.
1981	M.B.A. - Washington University in St. Louis.
1979	B.A. (Cum Laude) - Mount Union College, Alliance, Ohio. Majors: Business and Mathematics.

Professional Associations

Chartered Financial Analyst Institute – Affiliate Member
The Chartered Financial Analyst Society of Cleveland - Affiliate Member

Community Interests

Rodman Public Library – Trustee
Greater Alliance Foundation – Trustee
Union Avenue United Methodist Church – Planned Giving Chairman
Alliance Area Chamber of Commerce - Member
Alliance City Board of Education – former member & President

Personal Interests

Family, sailing, skiing, photography, and reading.

Birthdate: September 5, 1956

COMPETITIVE ADVANTAGES

- * COMPLETE INVESTMENT MANAGEMENT - delivered by a professional investment manager dedicated to the task.
- * INDIVIDUALIZED ACCOUNT MANAGEMENT
- * PERSONAL SERVICE
- * INVESTMENT TRACK RECORD
- * OBJECTIVITY - services are rendered on a fee-for-services basis only.
- * FOCUSED EFFORT - A select clientele coupled with full investment authority means the focus of effort is always on securities analysis and managing client accounts.
- * SECURITY - all securities remain in accounts registered in the client's name. Only the client is authorized to make withdrawals of cash or securities.
- * DETAILED, COMPREHENSIVE REPORTING
- * TRACKING - dividends, interest, bond calls, and bond maturations are tracked and confirmed.
- * COST EFFECTIVE - On average, it would cost the investor the same amount or more to work with a bank trust department, a full-commission broker, or mutual funds as it would to use the Investment Management Services and to execute transactions at discounted commission rates.

ADMINISTRATION of ACCOUNTS

* Investment Authority

The Investment Manager operates with full discretion to buy or sell securities in client accounts in varying amounts via a limited power of attorney based on stated client objectives and risk preferences without obtaining specific consent from the client.

* Custody of Assets

Investment Management Service clients provide for the custody of their managed assets in accounts where the investment manager is authorized to conduct security transactions on their behalf. Such custodial arrangements are available through banks and brokerage firms. Rodman Capital Management does not provide custodial services, and does not seek or accept authorization to withdraw funds or securities from client accounts. The only exception is limited to investment management fees where clients, for purposes of convenience, have authorized RCM to draft fees directly from their accounts.

* Selection of Custodial Services

Clients select the bank or broker dealer that will provide custody of client assets. Rodman Capital Management recommends broker-dealers and/or banks which may serve as custodians for client assets based on financial strength, transaction costs, client service, and responsiveness to the advisor, but clients are not limited to these recommendations.

* Securities Transactions & Costs

The Investment Manager normally conducts securities transactions with the custodian selected by the client. Therefore, the primary determinant of the commission rates that a client will pay on the purchase and sale of securities is the rates charged by the custodian the client selects. This is because the investment manager feels that he can achieve the greatest benefit for clients by spending time on investment analysis and portfolio management, rather than on shopping client securities transactions around to multiple brokers-dealers to obtain better trade execution or a lower commission rate. However, this practice also eliminates any price or trade execution advantage the Investment Manager may obtain for clients from doing so. Where the Advisor does have the ability of determine commission rates, the suitability of commission rates are limited to stated client objectives and risk preferences.

* Bunched Securities Transactions

When the Advisor deems it advantageous to clients, securities transactions of client accounts at the same custodian are bunched together so that clients may all share the same average execution price. If the bunched securities order is partially filled, the purchased securities are allocated across accounts on a pro-rata basis based on each account's participation in the original transaction. Clients should expect that commission rates charged to their accounts by their custodians on bundled transactions will be calculated on each account as if each trade was separately and individually placed in each account. Also, the commission charged by the custodian to each account will be the custodian's standard commission unless the Investment Manager has negotiated a lower commission rate.

* Advisor's Securities Purchases and Sales

The Advisor buys and sells securities for itself and related persons or entities in the same way and for the same reasons in which accounts are managed for clients. Trading is prohibited where such trading places any personal, related or affiliated accounts in a position of advantage at the expense of client accounts (such as in front-running).

* No Outside Compensation Accepted by the Advisor

No products, research or services or any other form of compensation are sought or accepted from any source other than the client in connection with the management of client accounts, including determining which securities are bought or sold for clients; determining the amount of securities bought or sold for clients; determining the amount of commissions paid in connection with securities bought or sold for clients; or suggesting brokers for clients.

* Voting Client Proxies

Where the Investment Manager has responsibility for voting client proxies, proxies will be voted in what the investment manager perceives to be in the best interests of the client. If a conflict of interest arises between the Investment Manager and the client, the client will be notified and the client will direct how the vote shall be cast. The client may always request and obtain information about how the client's shares were voted by the Investment Manager.

INVESTMENT POLICY STATEMENT

*** Investment Objective**

☐ Growth ☐ Growth & Income ☐ Income

*** Investment Aggressiveness**

☐ Conservative ☐ Moderately Aggressive ☐ Aggressive

*** Investment Latitude**

No use of options, futures contracts, borrowed money, or short selling.

In addition:

☐ No additional restrictions.

☐ % MAXIMUM Concentration in a Single Non-Cash Asset Class
(i.e. Stocks, Bonds, and Tangibles). This constraint
does not apply to cash & cash equivalents or bonds of
the highest quality maturing in less than one year.

☐ % MAXIMUM Concentration in a Single Security at Purchase.
This constraint does not apply to the purchase of bonds
which are rated AAA by Standard & Poor's or Aaa by Moody's.

INVESTMENT MANAGEMENT SERVICES

Fee Schedule

Effective: January 1, 2007

0.65% on the first \$500,000
0.55% on the next \$500,000
0.45% on the next \$500,000
0.35% thereafter

Minimum account: \$500,000

Examples

<u>Account Size</u>	<u>Average Fee</u>
\$ 500,000	0.65% per year
\$ 1,000,000	0.60%
\$ 1,500,000	0.55%
\$ 3,000,000	0.45%
\$ 5,000,000	0.41%
\$10,000,000	0.38%

Fees are payable quarterly in advance based on fair market value at the close of the calendar quarter preceding the quarter to be billed.

Although fees are not negotiable, fees may be reduced or waived for charitable organizations or in the case of hardship as determined by the Advisor.

The Investment Management contract may be terminated at any time by written notice. Investment Management fees paid in advance are pro-rated over the quarter and unused fees are automatically refunded.

The Investment Manager does not receive any other consideration in any form from any other source in compensation for investment management services.

PRIVACY POLICY

1. Rodman Capital Management (RCM) does not disclose any nonpublic personal information about you to anyone without your permission, except as permitted by law.
2. RCM collects nonpublic personal information about you from the following sources:
 - Information we receive from you on applications or other forms
 - Information about your transactions with us or others
3. RCM restricts access to your personal and account information to those employees who need to know that information to provide products or services to you.
4. RCM maintains physical, electronic, and procedural safeguards to guard your nonpublic personal information.
5. If you decide to close your account(s) or become an inactive customer, RCM will adhere to the privacy policies and practices as described in this notice.

SUPPLEMENT

Investing in Equities

Stocks that are attractive for investment purposes may in general be grouped into two basic categories, each having different characteristics which must be recognized to invest profitably and contain risk:

A good value-oriented stock is an issue that has a market value considerably below its estimated current true worth. The future prospects for this type of company may seem relatively unexciting at first glance, but the primary objective is to take advantage of the company's market discount to current value, and only secondarily to participate in any future growth. This "bottom-up" approach to investing adds an element of safety because the emphasis is on buying companies at a discount to current value.

A value-oriented issue is sold when its market price moves to reflect or exceed its estimated current true worth, or when the opportunity arises to buy another issue at a much greater relative discount to current true worth.

A growth-oriented stock is an issue which has a market value considerably below its estimated future potential. The holding period for this category of stock is expected to be at least three years at purchase (barring any adverse changes in the original assumptions justifying purchase), and may be quite a bit longer if a favorable environment for substantial future appreciation remains intact.

A growth-oriented issue is sold either when it has achieved its anticipated growth and this is reflected in its market value; when its prospects for future growth have become no longer attractive and its current market value is no longer supported by justifiable expectations; or when another issue with substantially greater growth prospects can be purchased at an attractive price.

In most circumstances, a growth-oriented issue will be held through periodic ups and downs in the stock market until selling objectives are achieved.