

## Uniform Application for Investment Adviser Registration

## Part II - Page 1

Name of Investment Adviser: <b>Westport Resources Management, Inc.</b>				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code Telephone number
<b>315 Post Road West</b>	<b>Westport</b>	<b>Connecticut</b>	<b>06880</b>	<b>203-226-0222</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  
**Westport Resources Management, Inc.**

SEC File Number  
801- **29733**

Date  
**03/31/2010**

**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 of other client assets and the client's personal and family obligations.

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

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

Applicant:

<input checked="" type="checkbox"/>	(1)	Provides investment supervisory services . . . . .	<b>95 %</b>
<input type="checkbox"/>	(2)	Manages investment advisory accounts not involving investment supervisory services . . . . .	%
<input type="checkbox"/>	(3)	Furnishes investment advice through consultations not included in either service described above . . . . .	%
<input type="checkbox"/>	(4)	Issues periodicals about securities by subscription . . . . .	%
<input type="checkbox"/>	(5)	Issues special reports about securities not included in any service described above . . . . .	%
<input type="checkbox"/>	(6)	Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities . . . . .	%
<input checked="" type="checkbox"/>	(7)	On more than an occasional basis, furnishes advice to clients on matters not involving securities . . . . .	<b>5 %</b>
<input type="checkbox"/>	(8)	Provides a timing service . . . . .	%
<input type="checkbox"/>	(9)	Furnishes advice about securities in any manner not described above . . . . .	%

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

**B.** Does applicant call any of the services it checked above financial planning or some similar term? . . . . . Yes ☒ No ☐

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

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

**D.** For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

**2. Types of Clients** - Applicant generally provides investment advice to: (check those that apply)

<input checked="" type="checkbox"/>	A.	Individuals	<input checked="" type="checkbox"/>	E.	Trusts, estates, or charitable organizations
<input checked="" type="checkbox"/>	B.	Banks or thrift institutions	<input checked="" 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			



Applicant <b>Westport Resources Management, Inc.</b>	SEC File Number <b>801- 29733</b>	Date <b>03/31/2010</b>
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**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- |   |   |
|---|---|
| <p>A. Equity Securities</p> <p><input checked="" type="checkbox"/> (1) exchange-listed securities</p> <p><input checked="" type="checkbox"/> (2) securities traded over-the-counter</p> <p><input checked="" type="checkbox"/> (3) foreign issuers</p> <p><input checked="" type="checkbox"/> B. Warrants</p> <p><input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper)</p> <p><input checked="" type="checkbox"/> D. Commercial paper</p> <p><input checked="" type="checkbox"/> E. Certificates of deposit</p> <p><input checked="" type="checkbox"/> F. Municipal securities</p> <p>G. Investment company securities:</p> <p><input checked="" type="checkbox"/> (1) variable life insurance</p> <p><input checked="" type="checkbox"/> (2) variable annuities</p> <p><input checked="" type="checkbox"/> (3) mutual fund shares</p> | <p><input checked="" type="checkbox"/> H. United States government securities</p> <p>I. Options contracts on:</p> <p><input checked="" type="checkbox"/> (1) securities</p> <p><input checked="" type="checkbox"/> (2) commodities</p> <p>J. Futures contracts on:</p> <p><input type="checkbox"/> (1) tangibles</p> <p><input type="checkbox"/> (2) intangibles</p> <p>K. Interests in partnerships investing in:</p> <p><input checked="" type="checkbox"/> (1) real estate</p> <p><input checked="" type="checkbox"/> (2) oil and gas interests</p> <p><input type="checkbox"/> (3) other (explain on Schedule F)</p> <p><input type="checkbox"/> L. Other (explain on Schedule F)</p> |
|---|---|

**4. Methods of Analysis, Sources of Information, and Investment Strategies.**

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

- |   |  |
|---|--|
| (1) <input checked="" type="checkbox"/> Charting    | (4) <input checked="" type="checkbox"/> Cyclical           |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical   |  |

B. The main sources of information applicant uses include: (check those that apply)

- |   |   |
|---|---|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines    | (5) <input type="checkbox"/> Timing services  |
| (2) <input checked="" type="checkbox"/> Inspections of corporate activities   | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases  |
| (4) <input checked="" type="checkbox"/> Corporate rating services             | (8) <input type="checkbox"/> Other (explain on Schedule F)  |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- |   |  |
|---|--|
| (1) <input checked="" type="checkbox"/> Long term purchases (securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions  |
| (2) <input checked="" type="checkbox"/> Short term purchases (securities sold within a year)  | (6) <input checked="" type="checkbox"/> Option writing, including covered options, uncovered options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days)              | (7) <input type="checkbox"/> Other (explain on Schedule F)   |
| (4) <input checked="" type="checkbox"/> Short sales   |  |

Applicant  
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**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? .....

Yes ☒ No ☐

(If yes, describe these standards on Schedule F.)

**6. Education and Business Background**

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the

- name
- formal education after high school
- year of birth
- business background for the preceding five years

**7. Other Business Activities.** (check those that apply)

- ☒ A. Applicant is actively engaged in a business other than giving investment advice
- ☒ B. Applicant sells products or services other than investment advice to clients
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

**8. Other Financial Industry Activities or Affiliations.** (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- |  |  |
|--|--|
| <input checked="" type="checkbox"/> (1) broker-dealer  | <input checked="" type="checkbox"/> (7) accounting firm                            |
| <input type="checkbox"/> (2) investment company  | <input checked="" type="checkbox"/> (8) law firm                                   |
| <input checked="" type="checkbox"/> (3) other investment adviser   | <input checked="" type="checkbox"/> (9) insurance company or agency                |
| <input type="checkbox"/> (4) financial planning firm   | <input checked="" type="checkbox"/> (10) pension consultant                        |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading advisor or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer                         |
| <input type="checkbox"/> (6) banking or thrift institution   | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked in box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?

Yes ☐ No ☒

(If yes describe on Schedule F the partnerships and what they invest in.)

Applicant  
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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

**Review of client accounts is performed by an officer of the corporation on a regular basis and the investment advisor on an ongoing basis. Trade blotters of all transactions are also reviewed by an officer of the corporation. Review is more frequent should the situation warrant. All accounts are reviewed without priority.**

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

**Clients receive a quarterly report (more frequently if requested by the client) showing their financial profile. Comments are provided as to progress in achieving goals and consideration of resetting goals. In addition, clients receive either monthly or quarterly brokerage statements based on activity as well as trade confirmations whenever a trade is executed.**

**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 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 commissions higher than those obtainable from other brokers in return for those products and Services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for product and research services received.

**13. Additional Compensation**

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- |   |  |   |
|---|--|---|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? ..... | Yes<br><input type="checkbox"/>            | No<br><input checked="" type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? .....  | Yes<br><input checked="" type="checkbox"/> | No<br><input type="checkbox"/>            |

(For each yes, describe the arrangements on Schedule F.)

**14. Balance Sheet.** Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities; or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet? .....

Yes  
☒ No  
☐

1. Full name of applicant exactly as stated in Item 1A of Form ADV: WESTPORT RESOURCES MANAGEMENT, INC		IRS Empl. Ident. No.: 06-1195193
Item of Form (identify)	Answer	
1.A.(1)	<p>Investment advisory services under both the <b><u>Private Client Group</u></b> and the <b><u>Professional Affiliates</u></b> are provided and may include:</p> <ol style="list-style-type: none"> <li>1. Gathering of client information.</li> <li>2. Consultation with the client to determine goals and objectives.</li> <li>3. Generation of a Financial Planning document which details the client's financial profile and makes recommendations of the future course of action and may recommend additional specific professional advice from either affiliated or unaffiliated professionals re: legal, tax or other planning issues requiring specialized expertise.</li> <li>4. Services may involve subsequent consultation at an hourly rate (not to exceed \$375 per hour) when required.</li> <li>5. Fees for financial planning services performed in conjunction with asset management are negotiable.</li> <li>6. Fees for financial planning services without asset management will not exceed \$375 per hour.</li> </ol> <p>The client may also employ a member of the <b><u>Private Client Group</u></b> or one of the <b><u>Professional Affiliates</u></b> of Westport Resources Management, Inc. (herein referred to as WRM) as an investment advisor for specific accounts or portfolios. WRM will supervise accounts on a discretionary basis. Advice is given accordingly. If WRM uses other investment advisers to assist in the management of a given account, it is always with the prior written agreement of the client.</p> <p>Clients may terminate their agreement at any time with written notice. Fees are payable quarterly in arrears and in the event of termination, prorated to the date of notice.</p> <p>Under the <b><u>Private Client Group</u></b>, WRM utilizes ten different fee schedules based on the style of management.</p> <ol style="list-style-type: none"> <li>1. Customized Portfolio fees utilizing individual securities are 1.25% maximum per annum for the first \$500,000 of assets under management and 1% of all amounts greater than \$500,000, depending on services rendered.</li> <li>2. Fixed Income Portfolio fees are 0.5% maximum per annum.</li> <li>3. Global Tactical Asset Allocation fees are 2% per annum for the first \$2,000,000 of assets under management and 1% of all amounts greater than \$2,000,000.</li> <li>4. Individual Global Balanced Portfolio fees are 1.25% per annum for the first \$500,000 of assets under management and 1% of all amounts greater than \$500,000.</li> <li>5. Institutional Global Balanced Portfolio fees are 1.25% per annum for the first \$500,000 of assets under management and 1% of all amounts greater than \$500,000</li> <li>6. Special Income Portfolio fees are 1.25% per annum for the first \$500,000 of assets under management and 1% of all amounts greater than \$500,000</li> <li>7. MultiCap Equity Focused Value &amp; Growth Portfolio fees are 1.25% per annum for the first \$500,000 of assets under management and 1% of all amounts greater than \$500,000.</li> <li>8. Diversified Value Portfolio fees are 1.25% per annum for the first \$500,000 of assets under management and 1% of all amounts greater than \$500,000.</li> </ol>	



1. Full name of applicant exactly as stated in Item 1A of Form ADV: <b>WESTPORT RESOURCES MANAGEMENT, INC</b>		IRS Empl. Ident. No.: <b>06-1195193</b>
Item of Form (identify)	Answer	
1.A.(1) ( cont'd)	<p>9. International Portfolio fees are 1.25% per annum for the first \$500,000 of assets under management and 1% of all amounts greater than \$500,000.</p> <p>10. Exchanged Traded Fund (ETF) Portfolio fees are 1.25% per annum for the first \$500,000 of assets under management and 1% of all amounts greater than \$500,000.</p> <p><u>Footnotes:</u></p> <p>1. All of the above fees are negotiable for amounts greater than \$2,500,000 and for charitable organizations. Related accounts are typically consolidated for billing purposes.</p> <p>2. A "performance based" fee structure is available to qualifying investors. The applicant will be required to qualify as compliant with Rule 205-3.</p> <p>3. Adviser also offers a "wrap" account to investors maintaining accounts with qualifying broker/dealers including Westport Resources Investment Services (herein referred to as WRIS), an affiliate firm. Firm details are provided in a document (i.e. WRM Wrap Brochure) in compliance with Schedule H of Form ADV.</p> <p>4. A client invested in a mutual fund pays a management fee to WRM and a management fee and expenses to the mutual fund.</p> <p>5. Solicitors adhere to the same fee schedules as above.</p> <p>Clients of the <b>Professional Affiliates</b> of WRM may select one of the following Investment Adviser Agents:</p> <ol style="list-style-type: none"> <li>1. David J. Boczar, CFP®, CFA</li> <li>2. Paul H. Daimler</li> <li>3. Dwight Pike, CFA</li> <li>4. Theodore Strathdee</li> <li>5. Susan Roth</li> <li>6. Joseph Tatusko, CFP®, CFA</li> <li>7. Lee Weiner</li> <li>8. James Eastman</li> <li>9. Kimberly Keeping</li> <li>10. Rami (Ray) Hofshi</li> <li>11. Bill Matthes</li> <li>12. Rudy Polanski</li> <li>13. Herbert C. Rosenthal, CLU, ChFC</li> <li>14. Frank Sterneck</li> <li>15. John Adams Vaccaro, CFP®, CLU</li> <li>16. Steven Ortega</li> <li>17. Tom Forester – Forester Capital Management</li> <li>18. Felix Serrano, CFP®</li> <li>19. Brian Pittman</li> <li>20. Sam Van Allen, CFP®</li> <li>21. Jeffrey Sargent</li> <li>22. Eric Walters, CFA</li> </ol> <p>These Investment Adviser Agents operate under a fee schedule that ranges from 0.50% to a maximum of 3.0 % per annum of assets under management, depending upon the style of money management that they employ. They may also be compensated on a commission only basis. A commission schedule is disclosed in the Investment Advisory Agreement.</p>	

1. Full name of applicant exactly as stated in Item 1A of Form ADV: WESTPORT RESOURCES MANAGEMENT, INC		IRS Empl. Ident. No.: 06-1195193
Item of Form (identify)	Answer	

1.A.(1) ( cont'd)

Footnotes:

1. All of the above fees are negotiable for amounts greater than \$2.5 million and for charitable organizations. Related accounts are consolidated for billing purposes
2. Adviser also offers a "wrap" account to investors maintaining accounts with qualifying broker/dealers including WRIS. Details are provided in a document (i.e. WRM Wrap Brochure) in compliance with Schedule H of Form ADV.
3. A client invested in a mutual fund pays a management fee to WRM and a management fee and expenses to the mutual fund.
4. Solicitors adhere to the same fee schedules as above.

1.A.(1)

**THIRD PARTY ASSET MANAGER  
LOCKWOOD INVESTMENT STRATEGIES  
LOCKWOOD ASSET ALLOCATION PORTFOLIOS**

**PROGRAM SERVICES**

WRM has an arrangement with Lockwood Capital Management ("LCM"), whereby WRM makes available to Clients two investment programs offered by LCM, Lockwood Investment Strategies ("LIS") and Lockwood Asset Allocation Portfolios ("LAAP"). LCM is a U.S. Securities and Exchange Commission (the "SEC") registered investment adviser, which provides a variety of investment advisory services. LCM is an affiliate of Lockwood Advisors, Inc. ("Lockwood"), a leading provider of managed account products and services. LCM and Lockwood are also affiliated with Pershing LLC ("Pershing") and Pershing Advisor Solutions LLC ("PAS"). LCM, Lockwood, Pershing and PAS are wholly owned subsidiaries of The Bank of New York Mellon Corporation ("BNY").

WRM has contracted with LCM to offer its products to their Clients through their Professional Affiliates or a member of the Private Client Group. WRM may utilize software and marketing and sales material and other documentation provided by Lockwood to assist the Client in selecting first the product and second the investment style or model, which is suitable for the Client, both initially and on an on-going basis. WRM: 1) collects financial and personal information from the Client; 2) transmits such information to Lockwood and LCM; and 3) assists the Client in establishing investment objectives.

WRM provides the Client with account opening paperwork, brokerage agreement(s), along with a copy of Lockwood's (or the Sponsor's in Managed Account Command) and LCM's respective ADV Part II, Brochure. WRM submits the financial information, investment objectives and account forms to Lockwood, Pershing and any other broker-dealer, as needed. Lockwood reviews the information provided by the Client and once approved, opens an account for the Client's managed account assets. Assets are custodied at Pershing, an affiliate of Lockwood and LCM.

LCM also reviews the account opening paperwork to determine whether the selected strategy is suitable for the Client. At any time, LCM may request additional information to verify the information provided by the Client. After LCM reviews and approves the account for trading, LCM is granted investment discretion by the Client and exercises such discretion in the day-to-day management of the account. LCM may, in its sole discretion, change Sub-Advisers or investment vehicles, revise asset allocations within strategies and discontinue certain strategies, and accept certain of the Sub-Advisers' suggested securities.

Each Client is requested to inform WRM and LCM, at least annually, of any changes in their financial condition or of any changes to investment restrictions which the Client wishes to impose. While there are no restrictions on the ability of the Client to contact and consult LCM personnel, it is generally preferred that the Client do so through, or together with, WRM.

**LCM'S PRODUCTS**

**A. LOCKWOOD INVESTMENT STRATEGIES ("LIS")**

LIS is a discretionary, multi-discipline managed account product housed in a single portfolio with five core models. The five (5) core models span the risk/return spectrum from current income model to growth model within the context of a diversified portfolio. A Client may also choose from four (4) additional models which include exposure to non-traditional asset classes, as described more fully below. LCM, serving as the Portfolio Manager, determines asset allocation and selects both Sub-Advisers and specific investment vehicles for each investment style based on its proprietary modeling strategies, as well as its macroeconomic outlook and investment discipline.

LCM selects Sub-Adviser and/or investment vehicle(s), such as an exchange-traded fund ("ETF") or mutual fund, for each investment style. When selected for inclusion within the program, each Sub-Adviser electronically provides its model portfolio (buy-list) to LCM on a daily basis. An Overlay Manager combines each of the model portfolios into one Investment Strategies portfolio designed to

perform and act similar to the target benchmark for the portfolio. The Overlay Manager gathers each of the portfolios and runs an optimization program that seeks to, minimize tax implications, and create better tracking to the target benchmark.

Until April 30, 2006, Parametric Portfolios Associates served as the Overlay Manager for LIS. Effective May 1, 2006, LCM assumed the role of the Overlay Manager for all LIS portfolios. As the Overlay Manager, Parametric Portfolios Associates made quarterly 13f filing with the Securities and Exchange Commission through the first quarter of 2006. LCM made its initial 13f filing with the SEC in January 2006, and continues to make such quarterly filings.

When LCM selects investment vehicles for each investment style component of each of the portfolios, a number of factors are evaluated. Not only must the vehicle stand on its own investment merits, but it also must fit within the overall strategy. The amount allocated to an investment style component may determine which instrument may be used to manage that portion of the portfolio. An instrument such as a mutual fund or ETF may be utilized to allow broad market exposure to be achieved for lower dollar values. A basket of individual securities supplied by a Sub-Adviser may be used for allocations where LCM seeks active securities selection. LCM reviews Sub-Adviser and investment vehicle combinations to determine the most effective combination of investments to satisfy the goals of the portfolio. LCM also pays considerable attention to fees, liquidity, investment minimums, and operational issues as they pertain to the implementation and inclusion of investment vehicles and Sub-Advisers in the portfolios.

LCM offers a series of strategies limited to traditional asset classes only (Traditional) and a series of Strategies that include traditional and non-traditional investment asset classes (Alternative) for implementation.

#### **Traditional Strategies:**

LCM offers five (5) diversified, discretionary, investment portfolios that include allocations to traditional asset classes including, but not limited to U.S. Fixed Income, U.S. Large-Cap Equity, U.S. Small-Cap Equity, U.S. Mid-Cap Equity, Non-U.S. Equity and REITs.

The asset classes represented within the investment portfolios are comprised of:

- *Fixed Income:* LCM employs a broad-based, passive approach for its fixed income allocation, represented by the Lehman Aggregate Bond Index, which has exposure to a diversified mix of corporate and government bonds. As market opportunities warrant, LCM may combine a core allocation to the Lehman Aggregate Bond Index with satellite allocations to various segments of the global fixed income market.
- *U.S. Large-Cap Equity:* Due to market efficiencies, LCM takes a passive approach to the large-cap equity market, focusing on low-cost, broad-based investment vehicles, represented by the S&P 500 Index and the Russell 1000® Index. As market conditions warrant, LCM may overweight the large cap allocation to the growth or value style.
- *U.S. Small-Cap and Mid-Cap Equity:* LCM generally employs an active approach in its allocation to small-cap and mid-cap stocks. This segment of the market, represented by the Russell 2000® Index and the Russell 2500® Index, is inherently more volatile than its large-cap counterpart and, therefore, often carries a lesser weight than the large-cap portion.
- *Non-U.S. Equity:* LCM generally employs an active approach in its allocation to non-U.S. equity. The MSCI EAFE Index represents this asset class. The international allocation is incorporated for both diversification and capital appreciation potential. The asset class as a whole has a relatively low correlation to domestic equity over time and, therefore, may help diversify the portfolio while providing potential for growth. As market opportunity warrants, LCM may include allocations to other international sub-asset classes, such as Emerging Markets and International Small-Cap Equity.
- *REITs:* LCM generally employs a passive approach in its allocation to Real Estate Investment Trusts (REITs). The asset class is represented by the NAREIT-Equity Index, which has had a low correlation to the stock and bond markets. The allocation is intended to lessen overall portfolio volatility and provide income via its dividend yield.

LCM may use both active and passive vehicles in any of its asset classes as market conditions or the availability of investment vehicles warrant.

The Traditional Strategies models, representing various levels of expected risk and return, offered within LIS are:

- Model I: Current Income
- Model II: Growth & Income
- Model III: Conservative Growth
- Model IV: Moderate Growth
- Model V: Growth

Model I is the most conservative model, with the majority of the model allocated to fixed income and the balance to equities; Model V is the most aggressive model, with 100% of the model allocated to equities.

Using a long-term, strategic approach to its asset allocation methodology, LCM shifts its models from time to time based on macroeconomic models and changing investment fundamentals. Additionally, LCM tends to make relatively small adjustments within its allocation models, rather than making significant shifts between asset classes, which may further reduce the volatility of the portfolios. The decision to increase or reduce exposure to an asset class is driven by secular changes to key economic and market-related factors, which may include shifts in absolute and relative valuations, expected earnings growth, or the impact of changing interest rates.

#### **Alternative Strategies:**

LCM also offers four (4) diversified, discretionary, investment portfolios that include allocations to the non-traditional investment asset class, with the expectation of offering comparable to slightly reduced returns with less volatility than the Traditional Strategies. Based on proprietary research, LCM has defined the non-traditional investment class to include the following asset classes: convertible arbitrage, distressed securities, equity hedge, equity market neutral, event-driven, fund-of-funds, merger arbitrage, macro strategies and commodities.

LCM employs a fundamental valuation approach and employs a proprietary five-factor model to generate expected returns, risk and correlation for the traditional asset classes it includes in its investment strategies. A similar approach is employed to determine risks and correlations, and set return requirements for including the alternative asset class in the asset allocation decision. The following issues are among those considered for non-traditional assets: 1.) expected compensation for potential illiquidity, 2.) transparency and pricing of underlying securities, 3.) implementation costs/fees, and 4.) the use of leverage.

The core asset allocation models offered within the LIS Alternative Strategies are:

- Alternative Model II: Growth & Income
- Alternative Model III: Conservative Growth
- Alternative Model IV: Moderate Growth
- Alternative Model V: Growth

#### **B. LOCKWOOD ASSET ALLOCATION PORTFOLIOS (“LAAP”)**

LAAP is a discretionary, multi-discipline managed account product housed in a single portfolio. LCM, serving as the Portfolio Manager, determines asset allocation strategy and selects investment vehicles for each investment style component of the portfolios, based upon proprietary modeling strategies, macroeconomic outlook and investment research discipline.

The five (5) LAAP models are:

- Model I: Current Income
- Model II: Growth & Income
- Model III: Conservative Growth
- Model IV: Moderate Growth
- Model V: Growth

Model I is the most conservative model, with the majority of the model allocated to fixed income and the balance to equities; Model V is the most aggressive model, with 100% of the model allocated to equities. These portfolios may consist of open and closed-end mutual funds, exchange-traded funds and other types of securities, as determined by LCM, in its sole discretion. The securities currently employed in the LAAP portfolios are described in Exhibit B, hereto and are subject to change at LCM’s sole discretion.

#### **C. SPECIFIC DISCLOSURES**

Investment vehicles used in LIS with Alternative Investments may use derivatives which are often more volatile than other investments and may magnify the vehicle’s gains and losses. An investment vehicle that uses derivatives could be negatively affected if the change in market value of its securities fails to correlate adequately with the values of the derivatives it purchased or sold. Investors considering these types of investments should have a long-term horizon.

Alternative investment products are not for everyone and entail risks that are different from more traditional investments. Alternative investment strategies are intended for sophisticated investors and involve a high degree of risk, including, among other things, the risks inherent in investing in securities and derivatives, using leverage, and engaging in short sales. An investment in an alternative investment product or strategy is speculative and should not constitute a complete investment program. Diversification and strategic asset allocation do not assure a profit or protect against loss in declining markets.

The potential for a commodity investment vehicle to use derivative instruments, such as futures, options, and swap agreements, to achieve its investment objective may create additional risks that would not be present in the underlying securities themselves, thus raising the potential for greater investment loss.

Investment vehicles used in LIS portfolios with Alternative Investments may employ the use of long and short positions, which may involve risks different from those normally associated with other types of investment vehicles, such as mutual funds. It is possible that the fund's long positions will decline in value at the same time that the value of the securities sold short increases, thus raising the potential for greater investment loss. Market neutral investing, in using long and short positions, provides no guarantee that it will be successful in limiting the fund's exposure to domestic stock market movements, capitalization, sector swings or other risk factors. Investment in a strategy involved in long and short selling may have higher portfolio turnover rates, which may result in additional tax consequences. Short selling involves certain risks, including additional costs associated with covering short positions and a possibility of unlimited loss on certain short sale positions.

Investments in REITs are subject to many of the risks associated with direct real estate ownership and, as such, may be adversely affected by declines in real estate values and general and local economic conditions.

Investment vehicles used in LIS and/or LAAP may invest in inflation-indexed bonds and other fixed income securities. Bonds are subject to a variety of risks including interest rate, credit, and inflation risk.

Investment vehicles used in LIS and/or LAAP may include ETF's. The Program Fees for LIS, LAAP and LIS2 do not include fees or expenses that may be associated with individual ETFs, including, but not limited to, the ETF sponsor fee, the trustee fee, ETF custodian's fee, stock exchange listing fees, SEC registration fees, printing and mailing costs, audit fees, legal fees, licensing fees, marketing expenses and other operating expenses. For more information on these expenses refer to the ETF's prospectus. There are special risks associated with ETF's, such as:

- (1) ETF shares are not individually redeemable.
- (2) The market price of ETF shares may differ from the net asset value.
- (3) An active trading market for ETF shares may not exist and if it does exist, it may not be maintained over time.
- (4) Trading of ETF shares may be halted by regulators under certain circumstances.

Investment vehicles used in LIS may include Exchange-Traded Notes ("ETNs"). ETNs are a type of senior, unsecured, unsubordinated debt security of the issuing company. This type of debt security differs from other types of bonds and notes because ETN returns are based upon the performance of a market index minus applicable fees, no periodic coupon payments are distributed and no principal protection exists. Similar to ETFs, ETNs are generally traded on a securities exchange. Investors can also hold the debt security until maturity. At that time the issuer is obligated to give the investor a cash amount that would be equal to the principal amount times the applicable index factor less investor fees. The index factor on any given day is a mathematical equation equal to the closing value of the underlying index on that day divided by the initial index level. The initial index level is the closing value of the underlying index on the creation/inception date of the note.

One significant risk factor that affects an ETN's value is the credit of the issuer. ETNs are synthetic investment products that do not represent ownership of the securities of the indices they track, and are backed only by the issuer's credit. The value of the ETN may drop despite no change in the underlying index due to the adverse change in issuer's creditworthiness or in perceptions of the issuer's creditworthiness.

Another significant risk factor affecting ETNs is liquidity. Upon issuance, the ETNs may not have an established trading market. There is no assurance that a trading market for the notes will develop or, if one develops, that it will be maintained. Although the issuers of the notes may apply to list certain issuances of notes on a national securities exchange, the notes may not meet the requirements. Even if there is a secondary market, it may not provide liquidity. While the issuers of the notes may make a market for the notes, they are not required to do so. If the notes are not listed on any securities exchange and the issuers of the notes were to cease acting as a market maker in the notes, it is likely that there would be no secondary market for the notes. All of these factors impact the overall liquidity of the notes and may impact the price received upon disposition of the notes.

Additional risks of investing in ETNs include limited portfolio diversification, price fluctuations, issuer default, uncertain principal repayment, and uncertain federal income tax treatment. Clients should consult their tax advisor regarding tax treatment. Investing in ETNs is not equivalent to a direct investment in an index or index components. The performance of the ETNs may vary from the actual performance of the underlying index and the performance of the underlying index components. By investing in ETNs, the owner does not have certain rights that investors in the underlying index or the underlying index components may have, such as stock voting rights. Upon sale or redemption of the ETN shares, the owner will be paid cash, and will have no right to receive delivery of any of the underlying index components or commodities or other assets underlying the index components. Similar to ETFs, ETNs have operating fees that will reduce the amount of return at maturity or on redemption, and as a result the owner may receive less than the principal amount of its investment upon sale or redemption of an ETN, even if the value of the relevant index has increased.

Investment vehicles used in LIS and/or LAAP may include mutual funds. The Program Fees for LIS and LAAP respectively do not include fees or expenses which may be associated with individual mutual funds, including, but not limited to, redemption fees, 12b-1 fees, expense ratios or other applicable regulatory fees. LCM's affiliates, Pershing and PAS, may receive fees from certain mutual fund families whose funds are employed in LIS and/or LAAP.

LCM conducts due diligence on all investment vehicles employed in LIS and LAAP prior to including these vehicles in any portfolio.

It is important to remember that there are risks inherent in any investment, including the loss of principal, and there is no assurance that any asset class or index will provide positive performance over time. Asset classes and/or other investment strategies not included in LIS may exhibit similar or superior characteristics and performance than those that are included.

Clients must be United States residents to be accepted in the LAAP.

Clients must be residents of the United States or Ontario, Canada to be accepted in the LIS program. Residents of Ontario, Canada must be "permitted clients" as defined in Ontario Securities Commission Rule 35-502 to be accepted in the LIS program.

LCM is a discretionary manager for the LIS and LAAP programs portfolio and, in that capacity, may change the asset, style, and investment vehicle allocations within the LIS and LAAP portfolios at its discretion at any time.

These products may cost the client more or less than purchasing similar services separately, assuming the services could be purchased directly from the various providers thereof. LCM fees may be negotiable at the discretion of, and within the means of, LCM.

#### **D. FEES AND COMPENSATION**

##### **A. LIS**

The minimum initial investment to establish a LIS account is \$250,000.00. Depending upon the model or strategy chosen by the Client, a portfolio may typically hold between 5 and 300 securities. LCM reserves the right to waive the minimum initial investment requirement, in its sole discretion.

Lockwood Investment Strategies are billed a Fee, payable quarterly in advance, subject to the following schedule:

<b>Account Size</b>	<b>WRM Advisory Fee</b>	<b>Program Fee</b>	<b>Total Fee</b>
First \$500,000	125	75	200
Next \$500,000	110	55	165
Next \$4,000,000	105	40	145
Next \$5,000,000	100	35	135
Over \$10,000,000	90	30	120

This fee is comprised of an advisory fee charged by WRM for its advisory services, subject to the applicable written agreement between the Company and the Client and a program fee charged by LCM. The Program Fee includes the LCM advisory and overlay manager fee, the Sub-Adviser fee, a sponsor fee, the administrative fee, and the clearing and custody fee. The Program Fee does not include fees or expenses which may be associated with the underlying investment vehicles (such as, redemption fees, 12b-1 fees or expense ratios) or other regulatory fees.

In certain instances, LCM may share a portion of its fee with WRM to cover administrative services associated with sponsor activities, subject to the following schedule:

<b>Account Size</b>	<b>Basis Points to Sponsor</b>
First \$500,000	8
Next \$500,000	6
Next \$4,000,000	5
Next \$5,000,000	4
Over \$10,000,000	2

Accounts within the LIS program may be householded for billing purposes in Lockwood's Managed Account Link and Managed Account Advisor programs, only. LIS Accounts are billed quarterly in advance by Lockwood/LCM. Pershing shall provide monthly custodial statements for each Client Account.

#### **B. LAAP**

The minimum initial investment is \$50,000.00, with minimum subsequent investments of \$1,000.00 each. LCM reserves the right to waive the minimum initial investment requirement, in its sole discretion. Accounts must be funded in cash. Each Client Account will be billed quarterly in advance. Pershing provides monthly custodial statements for each Client account.

LAAP Accounts are billed a fee, quarterly in advance, subject to the following schedule:

<b>Account Size</b>	<b>WRM Advisory Fee</b>	<b>Program Fee</b>	<b>Total Fee</b>
First \$500,000	125	40	165
Next \$500,000	110	35	145
Next \$4,000,000	105	30	135
Next \$5,000,000	100	25	125
Over \$10,000,000	90	20	110

This fee is comprised of an advisory fee charged by WRM for its advisory services, subject to the applicable written agreement between the Company and the Client and a program fee charged by LCM. The Program Fee includes the LCM advisory fee, a sponsor fee, the administrative fee and the clearing and custody fee. The Program Fee does not include fees or expenses which may be associated with the underlying investment vehicles (such as, redemption fees, 12b-1 fees or expense ratios) or other regulatory fees.

In certain instances, LCM may share a portion of its fee with the WRM to cover administrative services associated with sponsor activities, subject to the following schedule:

<b>Account Size</b>	<b>Basis Points to Sponsor</b>
First \$500,000	3
Next \$500,000	2
Next \$4,000,000	1
Next \$5,000,000	1
Over \$10,000,000	1

### **THIRD PARTY ASSET MANAGER LOCKWOOD ADVISOR Flex PORTFOLIOS**

#### **PROGRAM SERVICES**

WRM has an arrangement with Lockwood Capital Management ("LCM"), whereby WRM makes available to Clients an investment program offered by LCM, the Lockwood Advisor Flex Portfolios (AFP). Lockwood acts as a money manager in offering AFP which is a managed account product. Lockwood is both the sponsor of the MAA program and the money manager of the AFP product.

The AFP product includes three, objectives-based strategies (Appreciation, Income and Preservation), with multiple Models within each strategy, as described below. The sixteen Models are described in detail in Lockwood Advisor's Wrap ADV and are, as follows:

Appreciation Model I  
Appreciation Model II  
Appreciation Model III  
Appreciation Model IV  
Appreciation Model V  
Appreciation Model VI  
Income Model I  
Income Model II  
Income Model III  
Income Model IV



Income Model V  
Preservation Model I  
Preservation Model II  
Preservation Model III  
Preservation Model IV  
Preservation Model V

These Models are intended to align with the different phases of the investor life cycle, from wealth accumulation, to transition into retirement and ultimately, the management and distribution of income. Each of the Models contains specific investment selections. The Client and WRM are responsible for selecting the appropriate Model for the Client. At any time, a Client or WRM may determine to move up or down one Model level from the originally selected Model, at their sole discretion.

Lockwood is registered with the SEC as an investment advisor. An affiliate of Lockwood, Pershing, is registered with FINRA and the New York Stock Exchange as a securities broker-dealer and provides the customary services that a full service broker-dealer provides, such as, clearing and custody services. Lockwood and Pershing are affiliated companies, each of which is owned by The Bank of New York Mellon Corporation.

#### **CLIENT INVESTMENT PROCESS**

WRM has contracted with LCM to offer its products to their Clients through their Professional Affiliates or a member of the Private Client Group. WRM will utilize software and documentation provided by Lockwood to assist the Client in selecting the objective based strategy appropriate for the Client both initially and on an on-going basis. WRM will assist the Client in selecting an appropriate model within the selected objective based strategy.

The Client shall have entered into a written agreement with WRM, relating to the WRM's fee. WRM will collect financial and personal information from the Client, assist the Client in establishing investment objectives and strategies, and evaluate the suitability of the product(s) for the Client.

WRM will provide the Client with Lockwood account opening paperwork, a Firm brokerage agreement(s), along with a copy of Lockwood's ADV Part II, Schedule H. WRM will then submit the financial information, investment objectives and account forms to Lockwood. Lockwood will review the information provided by the Client and once approved, a brokerage account will be opened by WRM for the Client's managed account assets.

The Client is requested to inform WRM and Lockwood, at least annually, of any changes in their financial condition or of any additional investment restrictions and/or modifications to existing investment restrictions the Client wishes to impose. Lockwood will immediately forward to the Manager(s) any responses from the Client, which would impact the daily management of the Client's portfolio. While there are no restrictions on the ability of Client to contact and consult with Lockwood, it is generally preferred that the Client do so through WRM. Lockwood reviews suitability for each Client account, based on Client assets held at Lockwood.

The minimum size for AFP accounts is \$100,000.00, with minimum, subsequent contributions of \$1,000.00. Lockwood, in its sole discretion, may waive the minimum account size. Accounts may be funded with cash equivalents or shares of investment selections included within a given Model.

Lockwood Advisor Flex Portfolios are billed a Fee, quarterly in advance, subject to the following schedule:

<b>Account Size</b>	<b>WRM Advisory Fee</b>	<b>Program Fee</b>	<b>Total Fee</b>
First \$500,000	125	40	165
Next \$500,000	110	35	145
Over \$1,000,000	105	25	130

This fee is comprised of an advisory fee charged by WRM for its advisory services, subject to the applicable written agreement between the Company and the Client and a program fee charged by LCM. The Program Fee includes the Lockwood advisory fee, sponsor fee and a clearing, custody and execution fee paid to Lockwood's affiliate, Pershing LLC. Additional expenses associated with the specific underlying investment vehicles (such as, 12b-1 fees, redemption fee and internal expense fees) may apply. Mutual funds used in AFP accounts may charge a redemption fee if shares are redeemed within a specified period of time. Clients may incur redemption fees in the event that a Model Update is implemented. Redemption fees vary by fund and are described in each fund's prospectus. The mutual funds used in AFP are provided through Pershing LLC; as a result Pershing may be paid certain fees relating to these funds, a portion of which may be paid to WRM.

5.	When required, consultation is provided in areas of insurance, taxation, pension plans and general financial management. Compensation and other items are as described in 1.A. (1).																				
6.	<p>Education requirements: Credentials which may include Series 65 or 66 (Uniform Investment Adviser Law examination), CFP®, CFA, CPA, Registered Securities Principal, MBA or comparable business experience.</p> <p><u>Education and Business Background:</u> 1. John Adams Vaccaro; 2. Born: 11/06/1944;</p> <p>3. Education: 1966 BA, Lafayette College 1991 CFP ®, College for Financial Planning 2001 CLU, The American College</p> <p>4. Employment: 1987–present, CEO, Westport Resources Management, Inc. 1989–present, CEO, Westport Resources Investment Services, Inc</p> <p><u>Education and Business Background:</u> 1. Joseph Tatusko; 2. Born: 11/17/1954;</p> <p>3. Education: 1984 MBA, Finance, New York University 1977 BA, Asian Studies, Eisenhower College/Rochester Institute of Tech</p> <p>4. Employment: 2003–present, Investment Advisor Representative, Westport Resources Management, Inc. ( became Chief Investment Officer in May 2008 ) 2003–present, Registered Representative, Westport Resources Investment Services, Inc.</p> <p>The directors of WRM consider that the providing of investment advice is their principal business. Mr. John Adams Vaccaro is also actively engaged in a related company and may be remunerated based on commissions earned: Westport Resources Investment Services, Inc. (WRIS), a FINRA registered securities broker/dealer.</p>																				
7.A.,B.	Mr. John Adams Vaccaro is also the CEO of WRIS. The following Investment Advisor Agents of WRM are also Registered Representatives of WRIS:																				
8.C.(1)	<table border="0"> <tr> <td>1. David J. Boczar, CFP®, CFA</td><td>11. Kimberly Keeping</td></tr> <tr> <td>2. Paul H. Daimler</td><td>12. Rami ( Ray ) Hofshi</td></tr> <tr> <td>3. Dwight Pike, CFA</td><td>13. Bill Matthes</td></tr> <tr> <td>4. Theodore Strathdee</td><td>14. Herbert C. Rosenthal, CLU, ChFC</td></tr> <tr> <td>5. Susan Roth</td><td>15. John Adams Vaccaro, CFP®, CLU</td></tr> <tr> <td>6. Joseph Tatusko, CFP®, CFA</td><td>16. Steven Ortega</td></tr> <tr> <td>7. Lee Weiner</td><td>17. Felix Serrano, CFP®</td></tr> <tr> <td>8. James Eastman</td><td>18. Sam Van Allen, CFP®</td></tr> <tr> <td>9. Brian Pittman</td><td></td></tr> <tr> <td>10. Jeffrey Sargent</td><td></td></tr> </table>	1. David J. Boczar, CFP®, CFA	11. Kimberly Keeping	2. Paul H. Daimler	12. Rami ( Ray ) Hofshi	3. Dwight Pike, CFA	13. Bill Matthes	4. Theodore Strathdee	14. Herbert C. Rosenthal, CLU, ChFC	5. Susan Roth	15. John Adams Vaccaro, CFP®, CLU	6. Joseph Tatusko, CFP®, CFA	16. Steven Ortega	7. Lee Weiner	17. Felix Serrano, CFP®	8. James Eastman	18. Sam Van Allen, CFP®	9. Brian Pittman		10. Jeffrey Sargent	
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1. Full name of applicant exactly as stated in Item 1A of Form ADV: <b>WESTPORT RESOURCES MANAGEMENT, INC</b>		IRS Empl. Ident. No.: <b>06-1195193</b>
Item of Form (identify)	Answer	
8.C.(3)	WRM has business relationships with Jay Cruice of Westport, CT, who is the President of Cruice Investment Advisors, Ltd ( an SEC Registered Investment Adviser), David Boczar of Easton, CT, who is Doing Business As Emerald Wealth Advisors (a Registered Trademark), Rami Hofshi of Stamford, CT who is the President of Capital Dynamics (an SEC Registered Investment Adviser), Bill Matthes of Guilford, CT who is sole owner of Compass Asset Management, LLC (an SEC Registered Investment Adviser) Frank M. Sterneck of Kansas City, MO who is the Managing Partner of Sterneck Capital Management LP (an SEC Registered Investment Adviser), Tom Forester of Libertyville, IL, who is President of Forester Capital Management (an SEC Registered Investment Adviser), James C. Eastman of Naples, FL, who is the, Managing Director of Eastman Maddson Capital Management (an SEC Registered Investment Adviser) and Brian L Pittman, of Naples, FL, who is a Partner of Eastman Maddson Capital Management (an SEC Registered Investment Adviser). WRM's relationship may be with the firm if it is a Registered Investment Advisor. With the written approval of the client, any of these individuals or firms which are Registered Investment Advisers may assist WRM in the management of client accounts. These arrangements are discussed in detail with the client in a related Investment Advisory Agreement.	
8.C.(7)		
8.C.(8)	Some aspects of comprehensive financial planning may be prepared with the assistance of Richard M. Kesselman, CPA or Raymond L. Abramson, CPA or Don Gordon, Enrolled Agent who are affiliated with WRM, or to other tax professionals. They may provide additional tax and accounting assistance if requested by the client. WRM does not receive compensation for this additional tax and accounting assistance.	
8.C.(9)	Some aspects of comprehensive financial planning relevant to estate planning may be prepared with the assistance of outside legal experts. WRM may pay a fee for these services. These outside legal experts may also provide legal assistance in this area if requested by the client. WRM does not receive compensation for this legal assistance.	
8.C.(10)	<p>Agents of WRM may refer clients with insurance needs to an insurance agent/broker. Properly licensed agents of WRM may receive compensation for these services.</p> <p>WRM may consult with the pension consultants of TR Paul Investment Services LLC if required. WRM does not receive compensation for this service.</p>	

1. Full name of applicant exactly as stated in Item 1A of Form ADV: <b>WESTPORT RESOURCES MANAGEMENT, INC</b>		IRS Empl. Ident. No.: <b>06-1195193</b>
Item of Form (identify)	Answer	
9.B	<p>John Adams Vaccaro, the principal of WRM, is also the CEO of and registered with WRIS, a FINRA-registered broker dealer (see 7. and 8.C. (1)). Client accounts are charged an advisory fee applied to assets under management and under the basic management agreement are charged brokerage commissions.</p> <p>Under an alternative wrap fee program no commissions will be charged and the advisory fee will increase.</p>	
9.C	WRIS will on occasion sell a security from one client to another if the transaction is believed to be mutually beneficial. Full disclosure is provided to both clients and the transaction is affected at a mutually agreed upon price and with the prior written authorization of both clients	
9.D	Situations may occur where the applicant or a related person has a financial interest in an investment or security offered to a client and is generally related to assets being managed by a common Investment Adviser. This is fully disclosed in our Investment Advisory Contract. Philosophically we believe that our interest in an investment constitutes another level of commitment to meeting our clients' financial goals. Controls are in place to prevent our interests from coming before those of the clients.	
9.E	<p>Applicant and related persons may buy or sell securities that it recommends to clients. This fact is disclosed in writing to each client at the commencement of the client's relationship with the applicant.</p> <p>Many of the Investment Adviser Agents of WRM are also Registered Representatives of WRIS. To the extent that some of those agents may receive a portion of the Investment Advisory fee and a commission on the transactions, a conflict between the duties owed to the client may exist.</p> <p>WRM has prepared a Code of Ethics that sets forth the standards of conduct expected of advisory personnel. The Code of Ethics also addresses the conflicts that might arise from personal trading by advisory personnel. A copy of the firm's Code of Ethics is available upon request. WRM has also prepared an Investment Advisor Policies and Procedures Manual that addresses how WRM conducts its day to day business. A copy of the firm's Policies and Procedures Manual is available upon request.</p>	
10.	WRM acts as an Investment Adviser for specific accounts/portfolios as described in 1.a. (1). The minimum account size for these agreements is \$500,000 of assets under management for the <b><u>Private Client Group</u></b> and \$100,000 of assets under management for the <b><u>Professional Affiliates</u></b> . Occasionally accounts of a smaller size are managed on an exception basis.	
12.A.(1)	Any limitation to securities bought or sold is determined with the client and specified in the Investment Advisory Agreement. Margin is permitted with the written authorization of the client.	
12.A.(2)	Limitations to the amount of securities bought or sold are determined by the value of the account. Margin is permitted with the written authorization of the client.	

1. Full name of applicant exactly as stated in Item 1A of Form ADV: WESTPORT RESOURCES MANAGEMENT, INC		IRS Empl. Ident. No.: 06-1195193
Item of Form (identify)	Answer	
12.B.	<p>Clients may choose their broker-dealer. Unless instructed to use another broker-dealer WRM executes all of its trades through WRIS. It is fully disclosed that commissions earned are an important component of the applicant's total remuneration. It is explained that commissions are earned by the broker on the account whereas management fees are earned by the manager. An agent of WRM, if also registered as a representative with WRIS, may receive normal and customary periodic 12B-1 fee payments from mutual fund investments. WRM also offers a Wrap Fee Account which may compensate both WRM and WRIS.</p> <p>For the <b>Private Client Group</b>, portfolio turnover is estimated at 25% per year for accounts managed using individual securities in the Individual and/or Institutional Global Balanced programs. Portfolio turnover for accounts managed using individual securities in the Customized Portfolio program will vary with the agreed upon strategy. Commissions for individual securities transactions are charged per a schedule which attempts to be competitive with full service brokerage firms. Accounts managed using the Global Tactical Asset Allocation program have a significantly greater number of transactions and turnover. Note the following fee information regarding mutual funds: The "No Transaction Fee" program with Pershing, LLC does not impose fees by either entity, however as offered through Westport Resources Investment Services, Inc. a service fee of \$5.50 is charged for each purchase and each sale of no load mutual funds participating in this program. A \$30 non-commission processing fee is charged for funds that fall outside of the "No Transaction Fee" program. Clients may also pay a fee to the mutual fund. Sales of mutual funds may also be subject to possible redemption fees. All clients are charged a quarterly management fee to WRM.</p> <p>For the <b>Professional Affiliates</b>, portfolio turnover for accounts using individual securities will vary according to the individual style of the Investment Adviser Agent chosen to manage the account. These accounts may also be subject to a non-commission processing fee</p> <p>WRM is an affiliate of WRIS. WRIS is a registered broker-dealer through which securities transactions in WRM managed accounts may be executed. While WRM undertakes to provide competitive rates and the best execution of trades for its clients, there is a possibility that the rates charged on some transactions may be higher than the rates of some WRIS's competitors. The fact that WRM and WRIS are affiliates gives the appearance of a conflict of interest. Despite this appearance, WRM attempts to ensure that its clients will benefit from rates which would be the equivalent of rates available from unaffiliated broker-dealers.</p>	

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12.B ( cont'd )	<p>Factors considered in executing client trades through WRIS are as follows:</p> <ul style="list-style-type: none"> <li>• An increased loyalty and diligence within WRIS, based on the affiliated relationship with WRM.</li> <li>• All assets domiciled with Pershing, LLC, are fully protected (\$500,000 SIPC, with a \$100,000 limit on cash and additional coverage through private insurance.)</li> <li>• Access to a fully encrypted web site so client can view all account information.</li> <li>• Direct access to state of the art trading desk for block trades and special situation trades by utilizing the capabilities of Pershing, LLC.</li> <li>• Direct access to floor brokers through Pershing, LLC.</li> <li>• Access to on-line pre and post market trading through Pershing, LLC.</li> <li>• Complete computerized tracking of all security transactions.</li> <li>• On-line research from Lehman Brothers/Barclays and Morningstar.</li> <li>• Access to Pershing, LLC's "no transaction fee" mutual fund program</li> </ul>	
13.B.	<p>WRM directly compensates unaffiliated and affiliated solicitors for client referrals. WRM and the unaffiliated solicitor will complete WRM's Solicitor Agreement Form which will describe the solicitor's activities and compensation for those activities, contain the solicitor's undertaking to perform those duties under the agreement consistent with the Registered Investment Adviser's instructions and the Advisers Act and rules there under. Any unaffiliated solicitor is also required, at the time of any solicitation, to provide the client with a copy of WRM's disclosure document (Form ADV Part II) and a separate written disclosure document from the solicitor to the client. WRM may also be required to provide notice to state securities administrators of the existence of unaffiliated solicitors as well as affiliated solicitors. The current listing of WRM solicitors includes: Ray Abramson, Don Gordon, Richard Kesselman and TR Paul as identified in sections 8.C. (7) and 8.C. (10).</p>	