

FORM ADV

Uniform Application for Investment Adviser Registration

Part II - Page 1

Name of Investment Adviser: GenSpring Family Offices, LLC					
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
3801 PGA Boulevard, Suite 555, Palm Beach Gardens, FL 33410					561-746-8444

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:

GenSpring Family Offices, LLC

SEC File Number:

801-56752

Date:

08/16/2010

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. **ESTIMATES**
(See instruction below.)

Applicant:

- | | | |
|-------------------------------------|---|---------|
| <input checked="" type="checkbox"/> | (1) Provides investment supervisory services..... | 93 % |
| <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 | 6 % |
| <input type="checkbox"/> | (8) Provides a timing service..... | _____ % |
| <input checked="" type="checkbox"/> | (9) Furnishes advice about securities in any manner not described above | 1 % |

(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
<input checked="" type="checkbox"/>	<input type="checkbox"/>

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 type="checkbox"/> (5) Commissions |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input checked="" 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 checked="" type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

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

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3. Types of Investments (check all that apply)

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

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

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 magazine | (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 checked="" 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 | |

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

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

Yes

☒

No

☐**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
- year of birth
- formal education after high school
- 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 type="checkbox"/> (7) accounting firm |
| <input checked="" type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input checked="" type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input checked="" type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input checked="" type="checkbox"/> (6) banking or thrift institution | <input checked="" type="checkbox"/> (12) entity that creates or packages limited partnerships |

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

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest? Yes ☒ No ☐

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

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9. Participation or Interest in client Transactions.

Applicant or a related person: (check those that apply)

- ☒ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☒ B. As broker or agent effects securities transactions for compensation for any client.
- ☒ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☒ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions)

10. Conditions for Managing Accounts. Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes

☒

No

☐

(If yes, describe on Schedule F.)

11. Review of Accounts. If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

See Schedule F for details.

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

See Schedule F for details.

Applicant:

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12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

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

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

13. Additional Compensation.

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

- | | | |
|---|--|--------------------------------|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? | Yes
<input checked="" type="checkbox"/> | No
<input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes
<input checked="" type="checkbox"/> | No
<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 (unless applicant is registering or registered only with the Securities and Exchange Commission); or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
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Schedule F of
FORM ADV
Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
GenSpring Family Offices, LLC	801-56752	08/16/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: GenSpring Family Offices, LLC		IRS Empl. Ident. No.: 65-0915666
Item of Form (identify)	Answer	
Item 1 A-D	<p>GenSpring Family Offices, LLC ("GenSpring") offers wealth management services including investment advisory, financial planning, estate planning, tax consulting, tax compliance and preparation, succession planning, operating business consulting, administrative accounting, personal CFO and bookkeeping, and family office services with a focus on governance, education, and philanthropy. GenSpring provides directly and as a sub-adviser to certain affiliated investment advisers discretionary and regular, ongoing nondiscretionary investment advice, primarily to high net worth individuals, families, and related entities, including family trusts and private foundations as well as pension plans, not-for-profit organizations, sovereign nations, and other tax-exempt entities. Additionally, GenSpring provides investment advice to and/or manages a family of privately pooled investment vehicles, which are organized as domestic limited partnerships, limited liability companies, and offshore corporations, as well as a family of registered onshore and offshore mutual funds (collectively, the "Investment Funds") For purposes of this Form ADV Part II, registered mutual funds are included in the definition of Investment Funds; please note that some mutual funds may have some non-material differences in their terms and conditions than the private funds. Please refer to Schedule D of the Form ADV Part I for a list of the Investment Funds.</p> <p>GenSpring, formerly known as Asset Management Advisors, LLC, is majority owned by GenSpring Holdings, Inc., which is wholly-owned by SunTrust Banks, Inc., a publicly traded financial services holding company. GenSpring Holdings, Inc. (formerly known as Asset Management Holdings, Inc.) was acquired by SunTrust Banks, Inc. in April 2001. GenSpring is the majority owner of GenSpring Charleston, LLC ("Charleston") and has a service agreement to provide as sub-adviser investment management and other services to Charleston's clients. The services arrangement is described in more detail in Item 8 of this Schedule F.</p> <p>Investments are managed in accordance with each client's investment objectives, strategies, restrictions, and guidelines. Each Investment Fund is managed only in accordance with its own characteristics and offering documents and is not tailored to any particular Investment Fund investor (each an "Investor"). In general, each Investor must be an "accredited investor" as defined in Rule 501, Regulation D under the Securities Act of 1933, as amended ("1933 Act"). However, Investors seeking to invest in certain of the Investment Funds may be required to satisfy the definitions of "qualified client" in Rule 205-3 under the Investment Advisers Act of 1940, as amended ("Advisers Act"); "qualified purchaser" in Section 2(a)(51) under the Investment Company Act of 1940, as amended ("1940 Act"); "qualified institutional buyer" as defined in 1933 Act Rule 144A, or "qualified eligible person" in Rule 4.7 under the Commodity Exchange Act, as amended.</p> <p>Additionally, GenSpring clients may also have access to affiliated and unaffiliated privately pooled investment vehicles or mutual funds. To the extent that clients are invested directly or indirectly in unaffiliated funds, the managers of such funds will have their own investment practices of the types described herein, and those independent investment practices will be described in such managers' Form ADVs or such funds' offering documents.</p> <p>Wealth Management Services</p> <p>GenSpring's wealth management services involve strategic allocation of client assets among different asset classes with different levels of risk and return. Through the strategic allocation process GenSpring selects and weighs the asset classes for each client based upon appropriate levels of risk and return. GenSpring participates in the selection, purchase, and sale of specific securities and/or selects sub-advisers to manage client accounts as part of an asset allocation methodology. Accounts may include, without limitation, equity securities, fixed income, limited partnerships, managed accounts, mutual funds, exchange traded funds, hedge funds, commodity futures, options, private equity, venture capital investments, and other alternative investments consistent with a client's suitability, overall investment strategy, and risk tolerance. Depending on client needs and objectives, GenSpring may recommend and utilize unaffiliated money managers to manage a portion of a client's portfolio. Money managers will manage client assets in a discretionary capacity that will allow the money manager to determine the type and amount of securities to be purchased or sold for the client in respect to the client's assets managed by that particular money manager.</p> <p>Wealth management services include development of a custom investment policy statement, quarterly reporting, and a formal account review meeting at least once per year. GenSpring reviews accounts periodically for compliance with client investment objectives. Reports include asset performance, comparison to established benchmarks, holdings, and transactions. GenSpring also provides related services such as family wealth planning, personal financial services, assistance with estate planning and tax planning, advice and facilitation of family dynamics, education, and governance matters.</p> <p>For discretionary clients, GenSpring will perform the same tasks and will notify the client (either in writing or by means of verbal communication) of the actions taken on the client's behalf with respect to his or her portfolio. See Item 12(A) of this Schedule F for a more detailed description of these types of discretionary services.</p>	

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

Applicant:	SEC File Number:	Date:
GenSpring Family Offices, LLC	801-56752	08/16/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: GenSpring Family Offices, LLC	IRS Empl. Ident. No.: 65-0915666
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Item of Form (identify)	Answer
Item 1 A-D (Continued)	<p>Employee Benefit Plan and Other Institutional Consulting Services GenSpring makes available to employee benefit plans and other institutional clients the same types of advisory services described above with respect to its investment advisory practices. GenSpring may assist corporations, endowments, foundations and other for-profit and not-for-profit entities, as well as fiduciaries of employee benefit plans, with the formulation of an investment strategy and the implementation and periodic review thereof, as appropriate, in accordance with the long-term needs of the investing entity, based upon the nature and expected cash flows of its obligations.</p> <p>Personal Financial Planning Services GenSpring will assist clients in formulating an overall investment strategy and financial plan. This may include an analysis of a client's financial goals and possibly advice regarding estate planning, retirement planning, educational funding, insurance planning and benefits planning, preparation of financial analyses, and personal financial statements reflecting net worth, capital sufficiency, cash flow, and income tax projections. GenSpring may also be retained by a corporation to provide financial planning services to executives of that corporation. Fees are generally borne by the corporation and are based on a fixed-fee arrangement for each executive depending upon the scope and complexity of the services being performed.</p> <p>Financial Management Services GenSpring will assist client families with financial management. This includes expense management ensuring timely payment of invoices, transfer of funds, wire management, oversight of expenditures and cash flow, financial forecasting, and budgeting in order to enhance family decision making around finances. Fees may vary based on scope of services to be provided as well as the complexity of the family structure. Fees may be invoiced based on hourly rates, fixed fee arrangements, or may be calculated according to the value of assets under advisement. Clients using GenSpring's financial management services may be charged a one-time set up fee.</p> <p>Family Office Services GenSpring's family office services may or may not involve investment advisory services and also include administrative accounting, bookkeeping, operating business consulting services, and personal services for high net worth individuals and families. GenSpring acts as a family office for clients who do not desire to operate and staff their own family office. For clients where GenSpring functions as an independent, full service "family office" (providing investment, accounting, bookkeeping, tax, and estate planning services), a minimum fee of \$150,000 may be applicable, which applies to the totality of the relationship with the client, and not individual entities and may include the collection of fees in arrears or in advance. New clients using GenSpring as a full service "family office" may also be charged a set up fee. The set up fee is typically a one-time charge of \$15,000 and can be higher if there are complex family matters that need to be addressed.</p> <p>Reporting Services for Non-Managed Client Assets GenSpring provides investment reporting services to clients who request the firm to report on the performance of client investments that are not managed by GenSpring. For accounts that receive reporting services only, GenSpring does not participate in the selection of sub-advisers or in decisions regarding the selection, purchase, or sale of specific securities in these accounts. Consequently, GenSpring assumes no liability for the appropriateness for the client of any securities so reported or any diminution of value of assets for which the reporting services are provided. GenSpring's reporting services include regular reports on asset performance, if applicable, comparison to established benchmarks, and analysis of sub-adviser fees. Fees are calculated and paid at the end of each quarter as a percentage of ending assets reported. Reporting-services fees generally Range from 0.10% to 0.25% of account assets per annum payable quarterly in arrears. Alternatively, reporting fees may be included in the wealth-management fee for clients with multiple accounts.</p> <p>Fees GenSpring's wealth-management fees may be subject to negotiation based on factors such as the overall complexity of the client's financial affairs, the number of investing entities, the nature and location of the work, and other unique factors. Existing clients may pay higher or lower rates than those set forth in the current basic fee schedule. Clients generally will be charged an annualized management fee based on assets under advisement (AUA), which will be assessed quarterly and payable either in advance or in arrears. If the investment advisory agreement executed by the client provides for payment of fees in advance, the first quarterly fee will be billed on an estimate of AUA (as mutually agreed by the parties), which will not be adjusted at a subsequent time to account for the difference between the estimated amount and the actual amount under GenSpring's advisement. Thereafter, GenSpring's management fee generally will be payable quarterly, in advance, according to the value of assets calculated as of the close of business on the last trading day of the previous calendar quarter. For new accounts that are charged in arrears, unless otherwise specified in the investment advisory agreement, first quarter fees will be prorated</p>

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

Schedule F of
FORM ADV

Continuation Sheet for Form ADV Part II

Applicant:

GenSpring Family Offices, LLC

SEC File Number:

801-56752

Date:

08/16/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: GenSpring Family Offices, LLC		IRS Empl. Ident. No.: 65-0915666										
Item of Form (identify)	Answer											
Item 1 A-D (Continued)	<p>based on the number of days the account was managed during the quarter. Thereafter, the advisory fee generally will be payable quarterly, in arrears, according to the value of assets calculated as of the close of business on the last trading day of the previous calendar quarter.</p> <p>The following is generally the basic fee schedule for annual wealth-management fees although fees and minimum required amounts vary by location and by client:</p> <table border="1"> <thead> <tr> <th><u>Assets Under Advisement</u></th> <th><u>APR</u></th> </tr> </thead> <tbody> <tr> <td>\$0 to \$30,000,000</td> <td>.85%</td> </tr> <tr> <td>\$30,000,001 to \$50,000,000</td> <td>.60%</td> </tr> <tr> <td>\$50,000,001 to \$80,000,000</td> <td>.30%</td> </tr> <tr> <td>Over \$80,000,001</td> <td>.15%</td> </tr> </tbody> </table> <p>The above basic fee schedule may be modified upon mutual written agreement between GenSpring and a client, and such modification may include graduated percentage rates to be applied between the basic AUA levels shown above. Accounts for which the market value is less than \$10,000,000 may be charged a percentage fee of 1.00% APR or greater above the basic schedule.</p> <p>Some clients' fee schedules may be based on prior contractual relationships and/or historical fee schedules that differ from the above basic schedule, which may include the collection of fees in arrears or in advance. The investment advisory agreement may specify a minimum fee that may be applicable, depending on the nature of the services rendered and the size of the account.</p> <p><i>Hourly and Fixed Fee Arrangements.</i> GenSpring may also charge fees according to a fixed-fee arrangement or on an hourly or per diem basis. For example, GenSpring may agree to provide investment advisory, financial planning, or financial management services for a fixed fee for a specified period. Fixed fees are negotiable and will be determined on a case-by-case basis, depending on such factors as the nature and complexity of the services, staffing arrangements, size of the asset base. Likewise, hourly charges may vary depending upon the nature of work or scope of services, sophistication of the services provided, and professional level of personnel required. Generally, hourly charges will range from \$50 to \$550 per hour and are negotiable. All fees will be agreed upon in advance with the client. A minimum annual fixed fee may be charged by GenSpring to provide services to a client's affiliated entities, whose assets do not generate an appropriate fee based upon the assets under advisement formula.</p> <p><i>Service Fee.</i> To seek to mitigate the expenses arising from trading activities and account administration, GenSpring generally recommends that its clients establish custodial/brokerage accounts with SunTrust Bank ("SunTrust") or with the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab") with whom GenSpring has established a dedicated technical and electronic interface. GenSpring may charge clients holding their assets with a custodian other than SunTrust or Schwab an annualized fee ("Service Fee"), which will be assessed quarterly and payable in advance. The Service Fee generally will be equal to 15% of the applicable GenSpring management fee, with a minimum charge of \$5,000, and is designed to diminish the costs and expenses to be borne by GenSpring for creating new technical interfaces with custodians other than SunTrust or Schwab. The Service Fee will only be calculated and charged to those accounts that are transactional in nature; the Service Fee will not be charged to those accounts that are not transactional in nature (e.g. merely holding cash reserves). The Service Fee is subject to negotiation based on factors such as the overall complexity of the client's financial affairs, the number of investing entities, nature of work, and other unique factors.</p> <p><i>Sub-advisory Fees.</i> GenSpring may provide investment advice as a sub-adviser to another investment adviser. For these services, GenSpring receives a sub-advisory fee that will be determined in an agreement. The sub-advisory fee may be a portion of the management fee that the primary investment adviser receives, be a fixed fee, be an hourly fee, or another type of fee, depending upon the location of the work, the type of services to be performed, and other unique factors.</p> <p><i>Other Fees.</i> GenSpring may provide additional services not covered under the terms of a contract for investment advisory services. Fees for such services will be determined before starting additional work as mutually agreed by the parties. GenSpring will provide a separate invoice for such services, which is payable upon receipt. GenSpring may receive additional compensation from referrals and non-clients as described in Item 13 of Schedule F.</p> <p><i>Out-of-Pocket Expenses.</i> In addition to fees, clients may be responsible for certain out-of-pocket expenses for reasonable and direct costs incurred by GenSpring on the client's behalf. These out-of-pocket expenses may include travel costs and expenses</p>		<u>Assets Under Advisement</u>	<u>APR</u>	\$0 to \$30,000,000	.85%	\$30,000,001 to \$50,000,000	.60%	\$50,000,001 to \$80,000,000	.30%	Over \$80,000,001	.15%
<u>Assets Under Advisement</u>	<u>APR</u>											
\$0 to \$30,000,000	.85%											
\$30,000,001 to \$50,000,000	.60%											
\$50,000,001 to \$80,000,000	.30%											
Over \$80,000,001	.15%											

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

Applicant:
GenSpring Family Offices, LLC

SEC File Number:
801-56752

Date:
08/16/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: GenSpring Family Offices, LLC		IRS Empl. Ident. No.: 65-0915666
Item of Form (identify)	Answer	
Item 1 A-D (Continued)	<p>incurred by GenSpring in connection with meetings, copying, long-distance telephone calls, facsimile charges, messenger and/or express delivery services, and special research items. GenSpring will provide its clients with an invoice containing a detailed description of such expenses.</p> <p>Fees to GenSpring do not include any fees due to third-party money managers that provide services to the client or the underlying fees and expenses associated with the mutual funds or alternative investments (including affiliated products) in which clients' assets are invested. Mutual fund fees and expenses are paid by the funds but are ultimately borne by the client as a shareholder in the funds. Fees to GenSpring also do not include any fees due to brokers or custodians. The client may contract directly with investment managers, brokers, and custodians to provide services with regard to his or her assets and thus will be charged separately by such entities for their services.</p> <p>A client may prefer for GenSpring's fees to be billed directly to, and paid by, the client's custodian. All GenSpring client assets are held by a "qualified custodian," as that term is defined in Advisers Act Rule 206(4)-2, to the extent required by law, and GenSpring will bill such custodians (at clients' direction).</p> <p>All sub-advisory management and performance fees, trading fees, custody fees, wire transfer fees, and other fees incurred in the normal course are borne by the client as described in the investment advisory agreement. Fees charged by sub-advisers, including sub-advisers to Investment Funds, depend on several factors, including the size of investment, trading strategy, and degree of risk. Sub-adviser management fees generally range from 0.10% to 5.00% of assets per annum. In addition, some sub-advisers may charge performance fees of up to 50% of the profits. Since performance fees are generally based upon increases in the net assets of the portfolio, such performance fees may be based upon unrealized appreciation as well as realized gains.</p> <p>Investment Funds GenSpring offers investment advice concerning interests in various investment partnerships, cash management, venture capital, and similar funds. GenSpring acts as the general partner and as non-member co-manager to several Private Funds; additionally GenSpring manages registered onshore and offshore mutual funds. GenSpring also offers membership interests in proprietary venture capital funds with long-term capital appreciation investment objectives. These funds make investments in long-term "lock ups," which may provide a return on invested capital only when distributions are made by the investment entities or upon the liquidation of the investment entities themselves. Once established, these funds are generally closed to new investors.</p> <p>The Investment Funds are offered and sold pursuant to their offering documents only to eligible Investors, as described above. Some of the Investment Funds, including the mutual funds, are structured as "master-feeder" funds where the feeder funds invest substantially all of their assets in the master fund. Some of the Investment Funds are portfolios for which GenSpring selects and oversees sub-advisers, but does not participate in the selection, purchase or sale of specific securities; however, there are other Investment Funds that GenSpring directly advises and oversees. The Investment Funds focus on specific investment objectives. When applicable, sub-advisers selected for the Investment Funds are chosen to diversify strategies and styles within an asset class.</p> <p>The investment objectives of the Investment Funds typically fall within one of the following categories:</p> <ul style="list-style-type: none"> • Cash, consisting of strategies that maintain a lower return and lower risk profile on the investment spectrum. Asset class includes cash and enhanced cash. • Defensive, consisting of strategies that are comprised of either a majority of fixed income securities or an investment that has an overall risk profile similar to a bond portfolio. Asset class includes U.S. Bonds, International Bonds, Low Volatility Hedge Funds, and Relative Value Hedge Funds. • Growth, consisting of strategies that are comprised of either a majority of equity securities or an investment that maintains a higher return and risk profile on the investment spectrum. Asset class includes U.S. Equity, International Equity, Emerging Market Debt, Real Assets, Directional Hedge Funds, and Opportunistic Hedge Funds. • Private Investments, consisting of private equity, real estate, and similar investments for which there is no readily available "market" or sales price. <p>Advisory and sub-advisory fees to the Investment Funds vary by fund and are described in each fund's offering documents. Due to the structure of the Investment Funds, there are often multiple fees charged to such funds that may not be readily apparent. For example, the Investment Funds may invest in sub-advisory limited partnerships that in turn may invest in other underlying limited partnerships. The fees charged to the underlying limited partnerships will be incorporated in the net income of the sub-advisory limited partnership and not in the fees charged by the sub-adviser to the Investment Fund, resulting in a fee which may not be readily visible to Investors.</p>	

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

Schedule F of
FORM ADV

Continuation Sheet for Form ADV Part II

Applicant:

GenSpring Family Offices, LLC

SEC File Number:

801-56752

Date:

08/16/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: GenSpring Family Offices, LLC	IRS Empl. Ident. No.: 65-0915666
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Item of Form (identify)	Answer
Item 1 A-D (Continued)	<p>Client Administrative Services GenSpring provides client administrative services for families who request administrative support, real estate and personal property management, operating business consulting and business analysis, personal budgeting and financial statement preparation, accounting, and tax planning. Fees for client administrative services are negotiated annually with the client based upon the scope and complexity of the work and may be payable quarterly in advance or in arrears.</p> <p>Termination All client agreements may be terminated without penalty: (1) by means of a written notice received by GenSpring at any time before GenSpring has accepted the agreement; (2) by means of a written notice received by GenSpring at any time within five business days after GenSpring has accepted the agreement during which time GenSpring may take or omit to take any action authorized in the agreement; or (3) by means of written notice delivered by either party in accordance with the notice provisions of the agreement at any time more than five business days after acceptance of the agreement by GenSpring.</p> <p>Upon termination, fees due to GenSpring shall be prorated to the date of final distribution of client assets from the account. If fees have been paid in advance, upon termination, any unearned advisory fees are calculated and refunded to the client within 30 calendar days.</p> <p>Termination of an investment in any Investment Fund is governed by the terms of its offering documents, such as the private placement memorandum ("PPM") or prospectus. In general, investments in the Investment Funds can only be liquidated at the end of a month or quarter as specified in the PPM. There may be significant notice periods and lockups or holdbacks upon redemption that will make prompt liquidation of these types of investments contractually impossible.</p>
Item 2	<p>Types of Clients In addition to providing investment supervisory services to individuals, trusts, estates, charitable organizations, corporations, and other business entities, GenSpring provides investment supervisory services with full discretionary powers to the Investment Funds. Investors in the Investment Funds are not clients by virtue of such investments but have certain rights under federal securities law. Also, GenSpring serves as sub-adviser to Charleston, an affiliated, SEC-registered investment adviser, and to McCabe Capital Managers, Ltd. These sub-advisory relationships are described in more detail in Item 8 of this Schedule F.</p>
Item 3	<p>Types of Investments Please see explanation of GenSpring's Investment Funds in Item 1.A.-D. above. Additionally, GenSpring may recommend to its clients investments in other affiliated and unaffiliated funds, which may or may not be registered. Please refer to Item 8 of this Schedule F for a list of some of these affiliated funds.</p> <p>The securities markets have historically offered many other types of investments that do not fit precisely into the categories described in Item 3, including, without limitation, ADRs, repurchase agreements, reverse repurchase agreements, swaps, foreign exchange contracts, synthetic securities, hedge funds, private equity funds, and emerging market securities. Certain investments may be considered to be higher risk than others due to liquidity or market place availability and therefore may not be suitable for all investors. GenSpring may offer advice on these and other investments. GenSpring may invest in any other security or property not described herein unless such investment is expressly prohibited by the terms of the client's investment advisory agreement. Many of these securities, including, without limitation, derivatives, foreign securities, and many categories of equities, such as small caps, pose special risks.</p>
Item 4	<p>Methods of Analysis, Sources of Information, and Investment Strategies Any investment advice provided by GenSpring to clients is based on a number of factors, including, but not necessarily limited to, the client's investment objectives, risk tolerances, asset-class preferences, time horizons, liquidity needs, expected returns, and an assessment of current economic and market views expressed by economists, analysts, banks, and securities firms. A registered investment adviser representative will determine a client's investor profile and prepare a proposed asset allocation plan appropriate for that profile. Investment strategies are developed for each client, which attempt to achieve diversification by investing over time, across asset classes, within asset classes, across various investment styles, and by diversifying internationally. Investment strategies emphasize long-term investments in a diversified portfolio intended to meet the client's long-term financial objectives. In addition to publicly available sources of information, GenSpring also uses internal research developed by its own investment professionals.</p> <p>The qualitative factors used by GenSpring to determine the names of third-party money managers will include: reputation, performance record, philosophy, the continuity of management, service to clients, minimum dollar investment requirement,</p>

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Item of Form (identify)	Answer	
Item 4 (Continued)	<p>and fees. Information with respect to money managers (e.g., performance figures, investment style, etc.) will be obtained by GenSpring from tracking organizations, business publications, money managers, and other sources. GenSpring may also consider other criteria, including, without limitation, administrative, recordkeeping, and reporting services provided by a money manager. While GenSpring maintains responsibility for all fund and manager recommendations,</p> <p><i>Investment Strategies Used to Implement Investment Advice.</i> Investment strategies used to implement investment advice may include long-term purchases (securities held at least a year), short-term purchases (securities sold within a year), trading (securities sold within 30 days), short sales, option-writing strategies, including covered options or spreading strategies, or margin transactions. If permitted, the use of margin in an account generally is described in the investment policy statement.</p>	
Item 5	<p>Education and Business Background GenSpring generally requires persons involved in determining or giving investment advice to clients to attain a college education in investments, business, finance, economics, or similar fields. Significant work experience in the investment industry, banking, accounting, or law is also generally required. All those providing investment advice and those who solicit investment advisory clients, unless otherwise exempt, are required to pass the Uniform Investment Adviser Law Examination (Series 65) and other relevant securities examinations. In addition, they may be required to obtain other licenses or credentials as indicated by various self-regulatory organizations and state securities regulations. GenSpring supports its professional employees by providing time and financial resources for continuing professional education.</p>	
Item 6	<p>Education and Business Background for Principal Executive Officers</p> <p>Maria Elena Lagomasino, Chief Executive Officer (b. 1949) BA, Manhattanville College, 1970 MS, Columbia University, 1975 MBA, Fordham University, 1982 <u>Five Year Business History:</u> CEO, GenSpring, since 2005 Chairman & CEO, JP Morgan Private Bank, 1997-2005 Board Member – Coca-Cola Company, Inc. since 2008 Board Member – Avon Products, Inc. since 2000</p> <p>M. Michael Zeuner, Senior Executive Partner (b. 1964) BA, Brandeis University, 1986 MBA, University of Chicago, 1990 <u>Five Year Business History:</u> Chief Strategy & Innovation Officer - GenSpring, since 2005; Senior Executive Partner - GenSpring since 2009; MD Head of Global Wealth Solutions Group, JP Morgan Private Bank, 2002-2005 MD Strategy & Marketing Executive, JP Morgan Private Bank, 1998-2005</p> <p>Michael J. Holden, Chief Operating Officer and Chief Compliance Officer (“CCO”) (b. 1959) BA, St. Lawrence University, 1981 MA, Columbia University, 1983 Masters of Philosophy, Columbia University, 1984 Formerly Held Securities Licenses: Series 7, 9, 10, 24, 63 <u>Five Year Business History:</u> Chief Operating Officer, GenSpring, since 2005 Chief Operating Officer, JP Morgan Private Bank, 2001-2005 Chief Compliance Officer, GenSpring, since 2009</p> <p>Neal Sessions, Chief Financial Officer (b. 1963) BA, Economics, Emory University, 1985 MBA, Finance, Emory University, 1987 J.D., Georgia State University Law School, 2002 Designations/Certifications: CPA <u>Five Year Business History:</u> Chief Financial Officer and Controller, GenSpring, since 2006 Senior Financial Officer, SunTrust Banks, Inc., since 2000</p>	

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GenSpring Family Offices, LLC

IRS Empl. Ident. No.:

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Item of Form (identify)	Answer
Item 6 (Continued)	<p>Andrew P. Mehalko, Chief Investment Officer (b. 1965) BS Finance, University of North Carolina Greensboro, 1987 Securities Licenses: Series 65 Formerly Held Securities Licenses: Series 3, 4, 7, 24 Designations/Certifications: CFA <u>Five Year Business History:</u> Chief Investment Officer, GenSpring, since 2001 Member of Investment Committee, GenSpring, since 2001 Vice President, GenSpring, since 1999 Chief Investment Officer, DCA Global Investment from 1995 to 1999</p> <p>Mark D. Feldman, Senior Partner (b. 1962) BS, Accounting, Arizona State University, 1984 Designations/Certifications: PFS (2004), CPA (Arizona - 1986), CFP (1988) Securities Licenses: Series 65 Formerly Held Securities Licenses: Series 4, 7, 24, 63, <u>Five Year Business History:</u> Chairman – Phoenix LFO, GenSpring since 2008; Senior Partner since 2009 Board Member – Sound Surgical Technologies, LLC since 06/2006 Managing Partner and Founding Member, Inlign Capital Partners, LLC since 2005 CEO/Managing Principal, Inlign Wealth Management, LLC from 2002 through 2007 Inlign Accounting, CPA, PLLC, Managing Principal 2002 through 2008 Registered Principal, Inlign Financial, LLC from 2003 through 2007</p> <p>Investment Committee</p> <p>Andrew P. Mehalko, see details above.</p> <p>Sean G. McGould (b. 1967) BS Accounting, Butler University, 1989 Postgraduate coursework, Business, University of Chicago, 1993 Designations/Certifications: CPA Securities Licenses: NASD Series 3 and 65 <u>Five Year Business History:</u> President, Lighthouse Investment Partners (f/k/a Lighthouse Partners), since 1999 Member of Investment Committee, Lighthouse Investment Partners, since 1999 Member of Investment Committee, GenSpring, since 1996</p> <p>Jean L.P. Brunel (b. 1949) MS Accounting, University of Florida, 1990 BS Accounting, University of Florida, 1989 MBA, Kellogg School of Business, Northwestern University, 1974 Ecole des Hautes Etudes Commerciales (France), 1972 Designations/Certifications: CFA Securities Licenses: NASD Series 65. <u>Five Year Business History:</u> Member of GenSpring Investment Committee since June 2001 Managing Principal, Brunel Associates since June 2001 Chief Investment Officer, US Bancorp from 1999 to 2001</p> <p>Gregory L. Miller (b. 1948) MS Economics, Florida State University, 1980 BS Economics, Florida State University 1976 <u>Five Year Business History:</u> Member of Investment Committee, GenSpring, since 2006 Chief Economist, SunTrust Banks, Inc. since 1992</p>

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Item of Form (identify)	Answer	
Item 6 (Continued)	<p>Henry A. Perry, Chairman Emeritus (b. 1948) BS, Economics, University of Pennsylvania, 1970 Securities Licenses: Series 3 <u>Five Year Business History:</u> Chairman of the Board, GenSpring Holdings, Inc., since 1999 Chairman of the Board, Asset Management Advisors, Inc. 1989-1999 Chairman of the Board, Lighthouse Partners, 1999-2006 President, Leuchtturm, Inc., since 1996 Member of Investment Committee, GenSpring, since 1990 Chairman of the Board, Teton Trust Company, 1997-2006</p> <p>M. David Testa (b. 1944) BA, Williams College, 1966 MBA, Harvard Business School, 1972 <u>Five Year Business History:</u> Member of Investment Committee, GenSpring, since 2006 Various positions over time with T. Rowe Price Associates, 1972-2004, including, Vice Chairman & Chief Investment Officer; Member, Board of Directors; Member, Management Committee; Officer and Director of over 100 T. Rowe Price Funds; President and later Chairman, T. Rowe Price International (f/k/a Rowe Price-Fleming International), 1979-2004</p>	
Item 7	<p>Other Business Activities As previously described in Item 1.A.-D., GenSpring provides client administrative services. Additionally, GenSpring may also provide personal financial planning services, cash flow planning, tax consulting and tax preparation services, estate planning, retirement planning, educational funding, benefits planning, operating business consulting, administrative accounting, bookkeeping, and personal CFO or family office services with a focus on family governance, education, philanthropy, and succession planning as well as other personal services for high net-worth individuals and families.</p>	
Item 8	<p>Other Financial Industry Activities or Affiliations GenSpring is majority owned by GenSpring Holdings, Inc., which is wholly-owned by SunTrust Banks, Inc. ("STI"), a publicly traded financial services holding company. Consequently, GenSpring is affiliated with various STI entities as described below. GenSpring Holdings, Inc. also owns Teton Trust Company and GenSpring International, LLC, which are also described below. GenSpring is the majority owner of Charleston, an SEC-registered investment adviser and joint venture by GenSpring and Kiawah Capital, LLC.</p> <p>(1) <i>Broker-Dealers.</i> GenSpring is affiliated with SunTrust Robinson Humphrey, Inc. ("STRH"), a STI subsidiary, and SunTrust Investment Services, Inc. ("STIS"), a subsidiary of SunTrust Bank Holding Company, a second tier subsidiary holding company of STI. Both STRH and STIS are U.S. registered broker-dealers and members of the Financial Institutions Regulatory Association ("FINRA", formerly NASD). STRH is also a member of the New York Stock Exchange, Inc. and conducts a general securities business with the public, acting as a broker and a dealer in stocks, bonds, mutual funds, options, and limited partnership interests, underwriter of bonds (U.S. agency, municipal and corporate) and equity securities, and maintains an active research department and a municipal bond statistical department. STIS is an introducing broker that clears trades through National Financial Services Corp and is also a member of the Securities Investor Protection Corporation.</p> <p>STIS conducts a general securities business with the public, acting as a broker and a dealer in stocks, bonds, mutual funds, options, and other investments. GenSpring affiliates may, from time to time, as broker or agent, or, to the extent permitted by applicable law, as principal, effect securities transactions for GenSpring clients. Similarly, GenSpring may purchase for its advisory clients securities for which an affiliate serves as broker or lead underwriter or co-manager or member of an underwriting syndicate, subject to restrictions and other limitations described in Item 9.</p> <p>(2) <i>Investment Companies.</i> GenSpring may invest client assets in certain investment companies registered under the 1940 Act and managed by either GenSpring or RidgeWorth Capital Management, Inc. ("RidgeWorth"), a registered investment adviser and wholly-owned STI subsidiary. RidgeWorth and GenSpring advise certain registered onshore and offshore mutual funds; please refer to Schedule D of the Form ADV Part I for GenSpring for a list of some of these mutual funds. The investment companies that GenSpring manages and advises include onshore and offshore mutual funds structured as "master-feeder" funds, all of which have the same investment objectives. GenSpring may use RidgeWorth's affiliated money</p>	

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Item of Form (identify)	Answer	
Item 8 (Continued)	<p>market funds as cash sweep vehicles for clients' cash balances or may invest client assets in other affiliated mutual funds. These funds generally contain fund-level advisory fees payable to RidgeWorth or GenSpring, respectively. If received by GenSpring from RidgeWorth, this fund level advisory fee is rebated directly to the GenSpring client's account.</p> <p>In addition to the GenSpring and RidgeWorth mutual funds, GenSpring may invest client assets in the RidgeWorth Variable Trust. Broker-dealers affiliated with GenSpring play a significant role and receive 12b-1 and other internal and external fees for selling interest in the Trust and RidgeWorth funds.</p> <p><i>(3) Investment Advisers.</i> GenSpring is affiliated with a number of investment advisers, including GenSpring International, LLC ("GenSpring International"), and RidgeWorth, which manages a family of registered investment companies, as described above, which may serve as investment vehicles for clients' assets. Please refer to their Form ADVs for specific information about each affiliated investment adviser. GenSpring has arrangements with GenSpring International, in which GenSpring may act as a subadviser to GenSpring International or in which GenSpring International may act as a subadviser to GenSpring.</p> <p>Additionally, GenSpring is affiliated with STRH, a registered broker-dealer, and STIS, a dual registrant broker-dealer and investment adviser; SunTrust Institutional Investment Advisors, Inc., a registered investment adviser; and Zevenbergen Capital Investments LLC, a registered investment adviser in which RidgeWorth has an ownership interest of less than 25%.</p> <p>Additional affiliated investment advisers owned by RidgeWorth with whom GenSpring is affiliated, but has no material business relationships, include: Ceredex Value Advisors LLC (801-68739), Certium Asset Management LLC (801-68742), IronOak Advisors LLC (801-68740), Seix Investment Advisors LLC (801-68743), Silvant Capital Management LLC (801-68741), StableRiver Capital Management LLC (801-68744), and Alpha Equity Management, LLC (801-68777). Please refer to each adviser's Form ADV for specific information about that adviser.</p> <p>GenSpring is affiliated with and has material business relationships with Charleston. GenSpring has contracted with Charleston to subadvise and provide portfolio management, research, and analysis to specific Charleston clients. GenSpring and Charleston have entered a contract under which GenSpring will provide its Resource Center, operational support, monthly accounting and reporting, compliance oversight, technology platform, and consulting services for marketing, tax, estate planning and family office services in consideration for a fee paid by Charleston. Certain GenSpring officers and employees are also officers and employees of Charleston; accordingly, certain GenSpring personnel may perform certain of the above-mentioned activities on behalf of Charleston in their capacity as a Charleston employee rather than under the Administration Agreement.</p> <p>GenSpring is affiliated with and has material business relationships with McCabe Capital Managers, Ltd. ("MCM"). Pursuant to the terms of a sub-advisory agreement, dated July 1, 2006, between GenSpring and MCM, GenSpring acts as an investment sub-adviser to provide certain investment advisory and consulting services to MCM, a sub-adviser to the GenSpring-McCabe Insurance Fund ("GMIF"). GMIF is an interest in the SALI Multi-Series Fund, L.P., a Delaware Limited Partnership (the "Partnership"). GMIF is available for investment only through qualifying insurance products.</p> <p>Pursuant to the sub-advisory agreement, GenSpring is responsible for performing such services to MCM regarding GMIF, including, but not necessarily limited, to: (1) monitoring performance of all underlying investments of GMIF and suggesting changes to the investments, including allocations, as deemed appropriate; (2) assisting MCM in satisfying the reporting requirements and liquidity provisions as outlined in the series supplement; (3) providing an investment mandate, describing investment style of GMIF, and assisting in the preparation of disclosures relating to potential risks associated with an investment in GMIF; (4) providing client service communication, typically a narrative on past performance and outlook on future decisions; assisting with monitoring class action lawsuits, as applicable; (5) assisting in marketing the Series; and (6) abiding by compliance certification requirements as required. The Partnership's general partner, SALI Fund Partners, LLC exercises ultimate authority over the Partnership and is responsible for its day-to-day operations. SALI Fund Management, LLC, a federally registered investment adviser, is responsible for investing the Partnership's assets.</p> <p>GenSpring receives as a sub-advisory fee from MCM, equal to one half of the management fee received by MCM from the Investment Manager. Payment of sub-advisory fees to GenSpring are received within 30 business days from the date MCM collects its management fee from GMIF. At times, fees may be deferred due to liquidity restrictions of the underlying investments.</p>	

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Item 8 (Continued)	<p>If appropriate, GenSpring may recommend an investment in GMIF to clients. Limited Partnership units in GMIF are available only to insurance company investors on behalf of certain of their segregated separate accounts for owners of variable life insurance and variable annuity contracts. Management fees charged to a client for investment in GMIF are described in the supplement to GMIF's confidential private offering memorandum. If the client's assets invested in GMIF are included as part of GenSpring's total wealth-management fee calculation, GenSpring may credit clients for the prorata amount of the sub-advisory fee that GenSpring receives based on that client's assets invested in GMIF. In providing traditional investment advisory services, GenSpring does not include the client's assets invested in GMIF as part of a total calculation of assets under management and therefore does not credit a prorata amount of the sub-advisory fee to respective clients.</p> <p><i>(5) Commodity Trading Adviser.</i> GenSpring is registered as a commodity trading adviser and a commodity pool operator with the National Futures Association.</p> <p><i>(6) Banking or Thrift Institutions.</i> GenSpring is affiliated with SunTrust Bank ("SunTrust"), a Georgia banking corporation, and Teton Trust Company, a subsidiary of GenSpring Holdings, Inc. GenSpring has a relationship with Teton Trust Company and SunTrust to provide fiduciary and custody services to individual clients, Investment Funds, and programs. GenSpring also has a relationship with SunTrust Delaware Trust Company, a Delaware limited purpose trust company wholly owned by STI, to provide trust services to clients. The choice of SunTrust, SunTrust Delaware Trust Company, or Teton Trust Company as trustee for a particular client's trust is determined by a variety of factors, including applicable state law, client location, and the provisions of the trust agreement. SunTrust International Banking Company ("SIBCO"), a wholly-owned subsidiary of SunTrust, is an Edge Corporation.</p> <p>SunTrust offers a product to its clients called WealthSelect for which GenSpring serves as an adviser. An arrangement between GenSpring and SunTrust exists in which SunTrust shares 40% of the fee revenue generated by GenSpring's management of WealthSelect accounts. The amount of the Wealth Management Fee paid by these clients is not affected by this allocation.</p> <p><i>(12) Entities that Create or Package Limited Partnerships.</i> SIBCO creates private offshore corporations for collateralized loan obligations and collateralized debt obligations, which are advised by either STRH or RidgeWorth. Further, some of the previously identified affiliated SEC-registered investment advisers, including Alpha Equity Management and Seix Investment Advisers, manage their own private funds and some of the Investment Funds. These and other affiliated investment advisers act as the general partner or manager to several Investment Funds. The Investment Funds are offered and sold pursuant to their PPMs to only eligible Investors as described in Item 1 of this Schedule F.</p> <p>GenSpring may recommend its clients make investments, or its clients may be solicited to invest, in these affiliated funds, which are not listed in this Schedule F. Complete and accurate information about such affiliated private funds and mutual funds is available in the Form ADV for each investment adviser and those funds' offering documents. Similarly, GenSpring may recommend to its clients the purchase or sale of investments in the Investment Funds for which GenSpring manages or advises; these Investment Funds are listed in GenSpring's Part I of the Form ADV.</p>	
Item 9	<p>Participation or Interest in Client Transactions</p> <p>GenSpring acts as investment manager to numerous clients. GenSpring may give advice and take action with respect to any Investment Funds or accounts it manages that may differ from action taken by GenSpring on behalf of other Investment Funds or accounts. GenSpring is not obligated to recommend, buy, or sell or to refrain from recommending, buying, or selling any security that GenSpring or its access persons, as defined by rules under the Advisers Act and the 1940 Act, may buy or sell for their own accounts or for the accounts of any other client. GenSpring is not obligated to refrain from investing in securities held by Investment Funds or accounts that it manages except to the extent that such investments violate the Code of Ethics ("Code") adopted by GenSpring. Certain GenSpring officers, members, and employees ("Related Persons") are also clients or Investors. GenSpring may invest client accounts in, among other things, securities in which GenSpring or its Related Persons have a financial interest. GenSpring or its Related Persons may purchase for themselves securities or other investments which one or more clients own, previously owned, or will own in the future, including units of the Investment Funds.</p> <p>If it is appropriate to buy or sell a security at the same time for both a client and a Related Person, combined orders may be placed and if any order is not filled at the same price, prices obtained may be allocated among accounts on an average basis. Placing combined orders is not required. There may be times when the sale or purchase of a security for a Related Person may precede, occur at the same time, or follow the sale or purchase of a security for a client, subject to the overriding principle that the interests of clients must come before the interests of GenSpring or its Related Persons.</p>	
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Item of Form (identify)	Answer
Item 9 (Continued)	<p>GenSpring directly or as a sub-adviser to Charleston may manage simultaneously parallel accounts in some cases with the same portfolio managers with similar objectives but with differing fees to GenSpring or Charleston, in some cases performance-based fees. Similarly, GenSpring or Charleston may manage simultaneously certain accounts which may hold short positions in a security for which other managed accounts are long. GenSpring's policy is to manage each account independently and fairly and recognizes and seeks to control the conflicts of interests inherent in such practices.</p> <p>To the extent that GenSpring advises or subadvises client accounts for affiliates, GenSpring is responsible for and knowledgeable about such affiliates' client accounts, and certain affiliate personnel will receive information about GenSpring investment activity for the account. Charleston personnel who receive administrative services from GenSpring as well as MCM personnel who receive sub-advisory services from GenSpring also may have information about GenSpring investments. Some GenSpring or Charleston officers may also have officer titles at other SunTrust affiliates. The sale or other sharing of or shared access to research or other information might allow its recipient to compete with or precede GenSpring with respect to an investment opportunity on behalf of itself or its clients.</p> <p>Code of Ethics GenSpring has adopted a written Code that sets forth standards of conduct and federal securities law requirements applicable to all Supervised Persons as defined in the Advisers Act. In addition to providing general guidelines overseeing client professional services, the Code stresses the avoidance of actual or perceived conflicts of interest by specifically prohibiting its employees from engaging in certain transactions or activities. The Code also includes ethics policies, prohibitions, and principles for doing business designed to emphasize that Supervised Persons are in a position of trust with clients. All Supervised Persons are required to comply with ethical restraints relating to clients and their accounts, including restrictions on giving gifts to, and receiving gifts from, clients in violation of the firm's gift policy. GenSpring will provide a copy of its Code to any client or prospective client upon request.</p> <p>Restrictions on Personal Securities Transactions GenSpring has defined the categories of personnel who fall within the term Access Person and, as required by Advisers Act's Rule 204A-1, such Access Persons must report their securities holdings annually and their securities transactions quarterly, subject to limited exceptions. Employees must also obtain pre-approval from the Chief Compliance Officer ("CCO") or his designee to invest in initial public offerings and private placements. All Access Persons may direct their brokers to forward copies of all personal securities transactions confirmations and brokerage statements for every account in which they or their immediate family members have a beneficial interest in lieu of transaction reports. These reports or confirmations and statements are submitted to and reviewed by the CCO or his designee. Personal Securities Transactions and Holdings Reports of the CCO will be reviewed by either the Chief Investment Officer or the Chief Operations Officer or either's designee.</p> <p>Employees are required to report all Code violations to the CCO. Code violations may result in disciplinary action or dismissal. A copy of the Code is available to any client or prospective client upon request. Please contact GenSpring at the address or phone number listed on the face of this Brochure to request a copy.</p> <p>Insider Trading Policy GenSpring may, from time to time, come into possession of material nonpublic and other confidential information which, if disclosed, might affect an investor's decision to buy, sell, or hold a security. Under applicable law, GenSpring may be prohibited from improperly disclosing or using such information for its personal benefit or for the benefit of any other person, regardless if such other person is a client. Accordingly, should such persons come into possession of material nonpublic or other confidential information with respect to any company, they may be prohibited from communicating such information to, or using such information for the benefit of, clients and have no obligation or responsibility to disclose such information to, nor responsibility to use such information for the benefit of, clients when following policies and procedures designed to comply with law.</p> <p>The Code also contains a policy "Statement on Insider Trading," adopted in accordance with Advisers Act Section 204A, which establishes procedures to prevent the misuse of material nonpublic information by Supervised Persons. Supervised Persons are prohibited from trading, either personally or on behalf of others, while in possession of material nonpublic information in violation of the law. Any Supervised Person who fails to observe the aforementioned policies risks serious sanctions, including dismissal and personal liability.</p>

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

Schedule F of
FORM ADV

Continuation Sheet for Form ADV Part II

Applicant:

GenSpring Family Offices, LLC

SEC File Number:

801-56752

Date:

08/16/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: GenSpring Family Offices, LLC		IRS Empl. Ident. No.: 65-0915666
Item of Form (identify)	Answer	
Item 9 (Continued)	<p>Participation by GenSpring Personnel in Investment Fund Profits As the general partner, co-managing member, manager, or adviser of the Investment Funds, GenSpring participates in the Investment Funds' investments, prorata, in accordance with its capital accounts. Principal executive officers and other personnel of GenSpring may receive annual compensation and bonuses based, in part, on the performance of certain private equity Investment Funds as more fully disclosed in the PPMs for those funds. In addition, certain personnel of GenSpring are also permitted to invest in the Investment Funds as knowledgeable employees.</p>	
Item 10	<p>Conditions for Managing Accounts Typically, GenSpring requires family relationships to have a minimum net worth of \$25 million and make an initial investment of \$10 million. This requirement may be waived at GenSpring's discretion, but such waiver may cause a client to pay higher fees.</p>	
Item 11 A	<p>Review of Accounts GenSpring may allocate a portion of a client's portfolio to unaffiliated money managers. These money managers determine the type and quantity of securities to be bought and sold, the broker or dealer to be used, and the commission paid. These money managers are subject to review by the Chief Investment Officer of GenSpring, GenSpring Investment Group Analysts, as well as the Client Service Team. Members of the Investment Group review the investments managed by the money managers on a regular basis to determine whether the money managers are managing the investments in accordance with established guidelines and whether fees and commissions are reasonable.</p> <p>Each account is reviewed at least annually by a member of the Client Service Team assigned to the family under which the account was created. A member of the Client Service Team typically directs and reviews the allocation of client assets in accordance with the investment policy guidelines established by the Investment Committee as well as the client's specific investment policies. The Client Service Team is responsible for managing transaction activity within client accounts, managing liquidity, processing additions to and distributions from client accounts, and responding to client requests for information regarding noninvestment related topics within our Wealth Management Process.</p> <p>More frequent reviews may occur based on changes issued by the Investment Committee, portfolio values, and client objectives, among other factors. During client meetings, a review of holdings and account transactions is provided and strategies for implementation of changes are discussed.</p> <p>The Director of Client Operations also facilitates a review of all client accounts during the monthly closing process. Members of the Client Service Team assigned to the family associated with each account review transactions and performance in the client's accounts throughout the month and upon the close of each calendar quarter. Before distributing the monthly or quarterly client statements, the Client Service Team reviews the positions, transactions, and performance in such accounts.</p>	
Item 11 B	<p>Client Reports GenSpring produces regular client reports that detail transaction activity, holdings, changes in capital balances, revenues and expenses, and total return, both by portfolio and in the aggregate for each client. Standard reports are provided to all clients on a monthly or quarterly basis, based upon a client's requirements. Customized reports are provided to client on an ad hoc basis as required.</p>	
Item 12 A-B	<p>Investment or Brokerage Discretion Nondiscretionary and Discretionary Authority GenSpring provides regular and ongoing nondiscretionary as well as discretionary investment advisory and consulting services to clients directly and as sub-adviser to clients of other investment advisers, such as Charleston. A detailed description of these types of services are as follows:</p> <p><i>Full Investment Discretion.</i> GenSpring provides discretionary investment advisory and consulting services for clients who have provided written authorization to GenSpring as specified in the investment advisory agreement between the parties. GenSpring has discretionary authority to determine without client consent: (1) securities to be bought or sold; (2) amount of securities bought or sold; (3) broker or dealer to be used; and (4) commission rates paid, within guidelines established in the proprietary limited partnerships and programs, the non-proprietary investment management programs, and the non-proprietary mutual fund programs, offered to or purchased by clients. GenSpring is general partner to some proprietary limited partnerships and accordingly may be restricted from certain investment activity on behalf of those proprietary limited partnerships as detailed in the limited partnership agreements.</p>	

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Item of Form (identify)	Answer
Item 12 A-B (Continued)	<p><i>Nondiscretionary Investment Advisory Services.</i> For some clients, GenSpring does not act in a discretionary capacity. Under these circumstances, GenSpring assists clients with implementation of an agreed upon investment strategy. GenSpring may recommend various third-party money managers or categories of mutual funds, exchange traded funds, and other investment products (e.g. hedge funds, commodities, REITs, and private equity) that GenSpring believes are consistent with the client's overall investment strategy and are suitable for the client. In connection with a client's asset allocation plan, GenSpring will identify categories of investment products that it believes are compatible with the client's objectives, risk tolerance, and other criteria and will provide a list of such investment products from which a client may choose to implement. If a client desires to create a portfolio not of mutual funds or exchange traded funds, but of marketable securities, GenSpring will provide the client with names of third-party investment managers (money managers) from which the client may choose. The names of possible mutual funds and money managers to be provided to clients by GenSpring will be derived from the Firm's due diligence screening process.</p> <p>Selection Criteria for Brokers and Dealers In many cases, GenSpring has selected either an affiliated or unaffiliated investment managers to handle the day-to-day investment of client accounts. To the extent that unaffiliated investment managers selected by GenSpring to manage client accounts purchase from other broker-dealers securities on which brokerage commissions or sales loads are charged, GenSpring relies upon the fiduciary responsibility of each unaffiliated investment manager to review such charges regularly and continuously based on comparative standards that it may regard as pertinent for the purpose of evaluating the reasonableness of such commissions. GenSpring performs due diligence reviews of the unaffiliated advisers it recommends to clients, including, among other things, information concerning the advisers' best execution policies.</p> <p>In cases where GenSpring is responsible for directing transactions on behalf of its client accounts or is using an affiliated investment manager, most trading is done through subsidiaries of STI, an affiliate of GenSpring. Some clients also have securities in custody with other financial service providers and GenSpring may also direct trades in those accounts. When GenSpring trades through SunTrust, SunTrust attempts to obtain the best combination of price and execution with respect to clients' portfolio transactions when selecting brokers and dealers and when effecting portfolio transactions. The best net price, giving effect to brokerage commissions, spreads and other costs, is normally an important factor in this decision, but a number of other judgmental factors are considered as they are deemed relevant. The factors include but are not limited to: the reasonableness of spreads or commissions; the adviser's or its affiliate's knowledge of negotiated commission rates and spreads currently available; the nature of the security being traded; the size and type of the transaction; the nature and character of the markets for the security to be purchased or sold; the desired timing of the trade; the activity existing and expected in the market for the particular security; the execution capabilities required by the transactions; the importance to the account of speed, efficiency and confidentiality; the broker or dealer's apparent familiarity with sources from or to whom particular securities might be purchased or sold; the reputation and perceived operational and financial soundness of the broker or dealer; and other matters relevant to the selection of a broker or dealer for portfolio transactions.</p> <p>Certain GenSpring client accounts may be in custody with other custodians, including Schwab, TD Waterhouse, Northern Trust, Bank of New York Mellon, and IBC, among others.</p> <p>Commission Rates or Equivalents GenSpring has no duty or obligation to seek in advance competitive bidding for the most favorable commission rate applicable to any particular portfolio transaction or to select any broker or dealer on the basis of its purported or "posted" commission rate, but its largest custodian, SunTrust, will endeavor to be aware of the current level of the charges of eligible brokers and to minimize the expenses incurred for effecting portfolio transactions to the extent consistent with the interests and policies of the accounts. Although SunTrust generally seeks competitive commission rates, it will not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker or dealer involved and thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.</p> <p>Trading Policies GenSpring's trading practices and procedures prohibit unfair trading practices and seek to avoid or disclose any actual or potential conflicts of interests or resolve such conflicts in the clients' favor in order to ensure that the clients' interests are always treated fairly. GenSpring's business model primarily employs unaffiliated third-party investment managers. GenSpring may execute trades in client accounts, but these trades are generally limited to liquidation of securities to raise capital for other investments, transactions in mutual funds/exchange traded funds, and are mostly performed for initial implementation purposes.</p>

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Item of Form (identify)	Answer	
Item 12 A-B (Continued)	<p>and rebalancing of client portfolios. Reports of GenSpring-initiated client trades are provided through the custodian's system. GenSpring has adopted the following trading-related policies and practices to meet its fiduciary responsibility to insure that all clients are treated fairly and none is routinely favored over any other.</p> <p>Best Execution. GenSpring has a fiduciary duty to seek best execution for its client transactions meaning that the client's total cost or proceeds in each transaction is the most favorable under the circumstances. Best execution applies to each particular transaction and an adviser must consider the full range and quality of a broker-dealer's services, including execution capability, commission rates, the value of any research, financial responsibility, and responsiveness, among other things. GenSpring seeks to obtain best execution for its client transactions by utilizing SunTrust as its main custodian and processor of trades. GenSpring considers the total return to the client of the sub-advisers and investment managers chosen to manage a client's assets, including the best execution practices of the brokers chosen by such sub-advisers. GenSpring's Investment Group uses an Investment Manager Review Best Execution Checklist as part of its overall manager review.</p> <p>GenSpring negotiates reasonable fees with sub-advisers in order to seek the "best execution" transaction costs for its clients. GenSpring reviews sub-adviser account activity and fees for reasonableness. In some circumstances, sub-advisers have established relationships with brokers that provide for commissions that may not allocate the average price to clients participating in block trades placed with a certain broker. Also, in some cases, sub-advisers use brokers that are affiliates of the sub-adviser. As discussed above, to the extent that unaffiliated investment managers selected by GenSpring to manage client accounts are responsible for day-to-day account management of purchase and sale of client securities, GenSpring relies upon the fiduciary responsibility of each unaffiliated investment manager to seek best execution and performs regular due diligence reviews of their best execution policies.</p> <p>Aggregation. Aggregation or "blocking" of client transactions allows an adviser to execute transactions in a more timely, equitable, and efficient manner and seeks to reduce overall commission charges. GenSpring does not generally block trade, but on occasion may do so. In such circumstances, block trading will be performed on a case-by-case basis. Criteria for block trading will be determined after careful analysis by GenSpring's Investment Group in conjunction with GenSpring's Senior Investment Partners.</p> <p>SunTrust and other custodians place trades for GenSpring clients with various executing broker-dealers and may use aggregation where possible and when advantageous to clients. In these instances, the clients participating in aggregated transactions will receive an average share price and transaction costs will be shared equally on a pro rata basis. In the event transactions for GenSpring, its employees, or principals ("Proprietary Accounts") are aggregated with client transactions, conflicts may arise. These situations are governed by GenSpring's Code and Personal Securities Transaction procedures, previously discussed in Item 9 of this Schedule F.</p> <p>Allocation. Allocation procedures must be fair and equitable to all clients with no particular client or group of clients being favored or disfavored over any others. GenSpring prohibits any allocation of trades that would result in Proprietary Accounts, affiliated accounts, or any accounts of a particular client(s) or group of clients routinely receiving more favorable treatment than other client accounts.</p> <p>IPOs. Initial public offerings ("IPOs") are offerings of securities which frequently are of limited size and limited availability. IPOs may also become "hot issues," which are offerings that trade at a premium above the initial offering price. If GenSpring participates in IPOs, shares must be allocated fairly and equitably among our advisory clients according to a specific and consistent basis so as not to advantage any firm, personal, or related account and so as not to favor or disfavor any client or group of clients over any other.</p> <p>Directed Brokerage Policy Clients may limit GenSpring's discretionary authority by directing GenSpring to use particular broker-dealers to execute portfolio transactions for their accounts, particularly where clients have preexisting relationships with a broker or participate in commission recapture programs. GenSpring may accept such client instructions, provided they are in writing.</p> <p>Where a client directs the use of a particular broker-dealer, or broker-dealers, GenSpring may not be in a position where it can negotiate commission rates or spreads or obtain volume discounts; thus, best price may not be achieved. In addition, transactions for a client that directs brokerage may not be aggregated with orders for the same securities for other accounts managed by GenSpring. Trades for a client that has directed use of a particular broker or dealer may be placed at the end of aggregated trading activity for a particular security. Accordingly, directed transactions may be subject to price movements, particularly in volatile markets, that may result in the client receiving less favorable pricing. Under these circumstances, the</p>	
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Item of Form (identify)	Answer
Item 12 A-B (Continued)	<p>direction by a client of a particular broker or dealer to execute transactions may result in higher commissions, greater spreads, or less favorable net prices, including minimum ticket charges, than might be the case if GenSpring could negotiate commission rates or spreads freely or select brokers or dealers based on best execution. GenSpring also discloses to its clients any relationships and conflicts of interest relating to arrangements in which directed brokers refer clients to GenSpring.</p> <p>"Soft Dollar" or Research/Execution Policy GenSpring, as a matter of policy, does not pay for any research, research-related products, or other brokerage services on a soft-dollar basis and maintains no soft-dollar arrangements with SunTrust, any other custodian, or broker-dealer; however, GenSpring may receive unsolicited research that does not increase the cost of its trading. Although it does not currently do so, GenSpring may, as permitted by law and consistent with seeking to obtain best execution, obtain research, research-related, or execution services from broker-dealers or third-party providers in exchange for brokerage commissions paid by clients for executing securities transactions for their accounts, also known as "soft dollars." Since SunTrust trades GenSpring client accounts and other non-GenSpring client accounts on an omnibus basis and does not identify any soft dollars credited to GenSpring, it is not possible for GenSpring to determine the extent to which any client's brokerage may have resulted in GenSpring's receipt of incidental proprietary research information from any particular brokerage firm. Commissions paid for trades processed by SunTrust for clients are paid for best execution only and do not generate any soft dollars credited to GenSpring. It is possible that SunTrust, a SunTrust affiliate, or an unaffiliated sub-adviser may receive soft-dollar benefits from GenSpring client transactions.</p>
Item 13	<p>Additional Compensation from Non-Clients As previously noted in Item 8.C.(2) and (3), GenSpring may cause its clients to invest in funds managed by entities that are now, or have been, affiliates. On occasion, those investments may generate fees paid to or shared with GenSpring, which are in turn fully rebated to all client accounts within which the investment is held. Rebates to these client accounts may post in a quarter subsequent to the quarter of receipt due to timing and notification of amounts paid to GenSpring.</p> <p>Compensation to Others for Client Referrals GenSpring may on occasion enter into solicitation agreements with individuals, financial intermediaries, or others who may or may not be affiliated with GenSpring. Currently, GenSpring does not have solicitation agreements with third parties but does share certain revenue with certain affiliates in exchange for advisory or subadvisory services. GenSpring may compensate individuals or entities for referring clients. Payment to the referrer by the adviser will not increase the general fees paid by the prospective client.</p> <p>In compliance with applicable law, GenSpring or an affiliate may, from time to time, pay event attendance or participation or other fees, underwrite charitable or industry events, including sponsoring independent or affiliated speakers or provide gifts of value to, or at the request of, an organization or individual that, among other things: (i) offers or includes products or services of GenSpring or an affiliate in a particular program; (ii) permits GenSpring access to their financial advisers, brokers, employees, or other affiliated persons to provide training, marketing support, and educational presentations on products or services affiliated with GenSpring; and/or (iii) refers or has referred a client to GenSpring. GenSpring may obtain products and services from consulting firms separate and apart from any recommendations made to clients for GenSpring's investment services. Additionally, certain affiliated or third-party institutions provide financial support on a voluntary basis for marketing, educational, and sales meetings of GenSpring and affiliates. The amount of any such payments to or from GenSpring and affiliates may be substantial. These payments pose conflicts of interest for the parties that receive them. A client should obtain from its intermediary any details of any such payments received by such intermediary from GenSpring or affiliates. This type of payment generally does not increase the product cost to clients.</p> <p>STI has adopted incentive plans pursuant to which officers and employees of the bank holding company and its subsidiaries may receive incentive compensation for referring investment management business to the subsidiaries of STI, including GenSpring. Clients referred to an STI affiliate pursuant to these arrangements may become the indirect beneficiaries of investment advisory services provided by GenSpring to affiliated banks under GenSpring's contracts with such affiliate.</p> <p>GenSpring may share with affiliates, or receive from affiliates or former affiliates, various internal credits or payments in connection with various service arrangements among such companies.</p> <p>GenSpring and its affiliates will make payments from their own capital resources or otherwise provide benefits to certain intermediaries for marketing support services or distribution activities, including business planning assistance, educating dealer personnel about funds affiliated with GenSpring and shareholder financial planning needs, placement on the intermediary's preferred or recommended fund company list, and access to sales meetings, sales representatives, and management</p>

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Item 13 (Continued)	<p>representatives of the dealer. These payments are made to compensate such intermediaries for marketing expenses they incur or to pay for the opportunity to have them distribute products or services affiliated with GenSpring. These payments are made to intermediaries that are registered as holders of record or dealers of record for accounts in funds affiliated with GenSpring. These payments are generally based on one or more of the following factors: average net assts of the funds affiliated with GenSpring that are attributable to that intermediary, gross or net sales of such funds attributable to that intermediary, reimbursement of ticket charges (fees that an intermediary firm charges its representatives for effecting transactions in shares of such funds), or a negotiated lump sum payment for services rendered. GenSpring and its affiliates compensate dealers differently depending upon, among other factors, the level and type of marketing support provided by the intermediary. These payments are made by GenSpring and/or affiliates and do not increase the amount paid by clients of funds affiliated with GenSpring. Such payments may pose conflicts of interest as they provide incentives for financial intermediaries to make the products and services affiliated with GenSpring available to their customers and may allow GenSpring greater access to such financial intermediaries and their customers than would be the case if no payments were made. Clients may wish to consider whether such arrangements exist when evaluating any recommendation to purchase products or services affiliated with GenSpring. Clients may ask their intermediary about any payments received from GenSpring and its affiliates. As previously described in Item 8 of this Schedule F, GenSpring currently has an agreement with Charleston to provide marketing support, administrative assistance, and professional investment consulting services.</p>	
Supplemental Disclosures – Proxy Voting Policy	<p>Proxy Voting Policy</p> <p>GenSpring has adopted policies and procedures designed to ensure the Firm ethically and effectively discharges its fiduciary obligation to vote all applicable proxies on behalf of all discretionary client accounts.</p> <p>Proxies for securities managed by sub-advisers are generally voted by the sub-adviser, not GenSpring. In addition, clients may choose to vote proxies for securities held in their accounts.</p> <p>Unless otherwise voted by outside managers or clients, GenSpring has engaged Glass Lewis as its agent to provide certain services and support related to the Firm's proxy voting policies, procedures, and processes. Glass Lewis will provide GenSpring with administrative as well as functional services that include, but are not limited to:</p> <ol style="list-style-type: none"> 1. Access to its U.S. Proxy, ERISA/Taft Hartley Proxy, and Global Proxy policies and voting guidelines; 2. Collection and coordination of proxy material forwarded by GenSpring's client custodians; 3. Access to issuer-specific research and proxy analysis; 4. Proxy voting (both standard and exception based), reconciliation, and disclosure; and 5. Record keeping and voting record retention. <p>GenSpring's policy is to affirmatively vote proxies for proposals that, as interpreted, are deemed to be in the best economic interest of its clients as shareholders and beneficiaries to those actions.</p> <p>Glass Lewis will follow its established voting guidelines which are consistent with GenSpring's policies. GenSpring will at all times retain the ability to consider client-specific preferences and develop and apply criteria unique to its client base and product lines. This information will be communicated to Glass Lewis as needed and relative shares will be voted accordingly. GenSpring has reviewed Glass Lewis' capabilities, including Glass Lewis' conflict policies, and will monitor such capability on an annual basis. For example, some factors that are always considered include: an in-depth look at each company's organizational structure; executive and operating management styles; the independence of its Board of Directors; its corporate culture and governance processes; implicit and explicit social and economic product benefits; and the impact or economic implications of the available alternatives.</p> <p>In the absence of express contractual provisions to the contrary, GenSpring will vote proxies for all discretionary investment management clients. Glass Lewis will assist GenSpring with facilitating and managing its fiduciary obligations regarding proxy voting, reviewing issues of corporate governance, and dealing with material conflicts of interest. GenSpring will generally follow the pre-approved Glass Lewis proxy voting principles in matters concerning domestic and global proxy voting issues as well as guidelines applicable to "Taft Hartley" and ERISA plans and relationships.</p> <p>The guidelines as outlined herein do not apply where GenSpring has contractually delegated discretionary authority to vote shares to a GenSpring sub-adviser or agent. In those situations proxy votes cast by the sub-adviser will be governed by the sub-adviser's own proxy voting procedures.</p>	

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Proxy Voting Policy (Continued)	<p>Due to its diversified client base, numerous investment vehicles, and affiliation with STI, occasions may arise from time to time in which GenSpring believes that an actual material or a perceived material conflict exists. Several of the currently identified proxy voting conflicts include:</p> <ul style="list-style-type: none"> Common stock of STI, The Coca-Cola Company, Inc., Coca-Cola Enterprises, Inc., and/or other public corporate issuers with which either GenSpring or STI may have a similar ongoing noninvestment management associated relationship <p>Other conflicts of interest may arise from time to time where the shares to be voted involve:</p> <ul style="list-style-type: none"> An issuer with a director, officer, or employee who presently serves as an independent director on the board of GenSpring or STI An issuer having substantial and numerous banking, investment, or other financial relationships with GenSpring or STI A direct common stock ownership position of five percent (5%) or greater held individually by GenSpring or in conjunction with STI and/or STI affiliates. <p>Where a material conflict of interest exists or is perceived to exist on any proxy proposal, GenSpring will determine the most fair and reasonable arrangements to be followed in order to properly address all conflict concerns. GenSpring may employ one or more of the suggestions listed below:</p> <ul style="list-style-type: none"> Retain an independent fiduciary to vote the shares; Vote according to Glass Lewis' standard policies; or Pass the proxy material on to the client so that the client can vote on all issues. <p>Although GenSpring does its best to alleviate or diffuse known conflicts, there is no guarantee that all situations have been or will be mitigated through proxy policy incorporation.</p>	
Privacy and Identity Protection Policy and Notice	<p>Privacy and Identity Protection Policy and Notice</p> <p>In accordance with applicable law, investment advisers, registered investment companies and other financial institutions are required to provide their clients, investors and/or potential clients or investors (referred to as "you" or "your") with a statement of their policy concerning the disclosure or theft of nonpublic client/investor information and precautions that are taken to prevent the disclosure or theft of nonpublic client/investor information. GenSpring Family Offices, LLC and the Growth Capital Portfolio, LLC, Growth Capital TEI Portfolio, LLC and Growth Capital Master Portfolio, LLC (referred to as "we" or "us" or "our") have adopted and implemented necessary policies and procedures designed to maintain the privacy and prevent the theft of personal information concerning our current and prospective clients and investors. These include the adoption of certain procedures designed to secure your nonpublic personal information from inappropriate disclosure to and theft by third parties.</p> <p>What kind of personal information do we have about you and where did we get it?</p> <p>In the course of providing services to you, we are required to collect and maintain non-public personal information including but not limited to the following:</p> <ul style="list-style-type: none"> Name, address, telephone number, social security number; Banking and other financial, investment, and tax related information; Business holdings, real estate and other entities or enterprises in which you may hold an Interest; Operating business information; Information we receive from other sources, such as your other advisers and financial institutions where you have accounts; Information relating to your transactions with us, our affiliates, and non-affiliated third parties; Employment information, net worth and annual income; and Amount and timing of your charitable contributions and expenses. 	

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: GenSpring Family Offices, LLC		IRS Empl. Ident. No.: 65-0915666
Item of Form (identify)	Answer	
Privacy and Identity Protection Policy and Notice (Continued)	<p>This information may be collected from subscription agreements, investor and client questionnaires, as well as other written and oral communication furnished by you and others. In order to provide you with the highest quality service it is sometimes necessary for us to provide third parties with your personal information. This information is used to determine the suitability of certain investments, to open accounts on your behalf, to execute transactions such as wire transfers at your direction, to transact subscription and redemption requests related to your investment accounts, to prepare tax returns and provide tax advice, and to conduct other business on your behalf, but only in accordance with the authority you have given us.</p> <p>How do we protect your personal information? We restrict access to nonpublic personal information about you and our former clients and/or investors to our employees and agents who need to know that information in order to provide our services to you. Additionally, our employees are required to adhere to a Code of Ethics that requires the employee to refrain from disclosing your nonpublic personal information. We may also disclose such information to service providers and financial institutions with which we have relationships or arrangements to assist us in providing services to you (such as data processing or tax processing and operational support). We require such third party service providers and financial institutions to protect the confidentiality of your nonpublic personal information and to use the information only for purposes for which it is disclosed to them. We exercise appropriate due diligence in selecting service providers to ensure that the service providers also implement appropriate security measures. We maintain physical, electronic, and procedural safeguards, which comply with applicable laws and industry standards, and are reasonably designed to protect your nonpublic personal information and prevent the theft of such information by third parties. We believe our procedures are adequate to prevent unauthorized disclosure or theft of such information.</p> <p>Opt Out Notice If you prefer that we not disclose nonpublic personal information about you to nonaffiliated third parties, you may opt out of those disclosures. That is, you may direct us not to make such disclosures (other than disclosures permitted by law). If you wish to opt out of disclosures of your nonpublic information to nonaffiliated third parties, you may contact a member of your client service team or call 800-338-3559 and ask to speak with a member of our Compliance Department.</p> <p>In addition to our restriction on disclosing information to affiliates and non-affiliated third parties, we will only provide tax return information to affiliates and non-affiliated third parties with your specific written authorization and consent, without regard to whether that information is otherwise public.</p> <p>We are affiliated with SunTrust Banks, Inc. You may obtain a copy of the SunTrust Privacy Policy at www.suntrust.com (click on "Privacy") or by contacting a member of your client service team.</p>	
Complete amended pages in full, circle amended items and file with execution page (page 1).		