

# Uniform Application for Investment Adviser Registration

FORM ADV

Part II - Page 1

OMB APPROVAL	
OMB Number:	3235-0049
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Name of Investment Adviser: Russell Capital Management, LLC					
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
	476 East High Street, Suite 100	Lexington,	KY	40507	859 254-5225

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.

## Table of Contents

<u>Item Number</u>	<u>Item</u>	<u>Page</u>
1	Advisory Services and Fees.....	2
2	Types of Clients.....	2
3	Types of Investments.....	3
4	Methods of Analysis, Sources of Information and Investment Strategies.....	3
5	Education and Business Standards.....	4
6	Education and Business Background.....	4
7	Other Business Activities.....	4
8	Other Financial Industry Activities or Affiliations .....	4
9	Participation or Interest in Client Transactions.....	5
10	Conditions for Managing Accounts.....	5
11	Review of Accounts.....	5
12	Investment or Brokerage Discretion .....	6
13	Additional Compensation .....	6
14	Balance Sheet.....	6
	Continuation Sheet.....	Schedule F
	Balance Sheet, if required.....	Schedule G

(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.

**Form ADV**  
**Part II - Page 2**

Applicant:  
Russell Capital Management, LLC

SEC File Number:  
801 – 56914

Date:  
November 13, 2009

**1. A. Advisory Services and Fees.** (check the applicable boxes) For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

Applicant:

- |                                     |   |             |
|-------------------------------------|---|-------------|
| <input checked="" type="checkbox"/> | (1) Provides investment supervisory services .....  | <u>80</u> % |
| <input type="checkbox"/>            | (2) Manages investment advisory accounts not involving investment supervisory services .....  | <u>20</u> % |
| <input type="checkbox"/>            | (3) Furnishes investment advice through consultations not included in either service described above .....  | <u>0</u> %  |
| <input type="checkbox"/>            | (4) Issues periodicals about securities by subscription .....   | <u>0</u> %  |
| <input type="checkbox"/>            | (5) Issues special reports about securities not included in any service described above .....   | <u>0</u> %  |
| <input type="checkbox"/>            | (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities ..... | <u>0</u> %  |
| <input type="checkbox"/>            | (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities .....   | <u>0</u> %  |
| <input type="checkbox"/>            | (8) Provides a timing service .....   | <u>0</u> %  |
| <input type="checkbox"/>            | (9) Furnishes advice about securities in any manner not described above .....   | <u>0</u> %  |

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

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

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

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

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

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

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

- |   |  |
|---|--|
| <input checked="" type="checkbox"/> A. Individuals                      | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations                    |
| <input type="checkbox"/> B. Banks or thrift institutions                | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input 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).**

Applicant:  
Russell Capital Management, LLC

SEC File Number:  
801 – 56914

Date:  
November 13, 2009

**3. Types of Investments.** Applicant offers advice on the following: (check those 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                     | <input type="checkbox"/> I. Options contracts on:                          |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter             | <input type="checkbox"/> (1) securities                                    |
| <input type="checkbox"/> (3) foreign issues  | <input type="checkbox"/> (2) commodities                                   |
| <input type="checkbox"/> B. Warrants   | <input type="checkbox"/> J. Futures contracts on:                          |
| <input type="checkbox"/> C. Corporate debt securities<br>(other than commercial paper) | <input type="checkbox"/> (1) tangibles                                     |
| <input type="checkbox"/> D. Commercial Paper   | <input type="checkbox"/> (2) intangibles                                   |
| <input checked="" type="checkbox"/> E. Certificates of deposit                         | <input type="checkbox"/> K. Interests in partnerships investing in:        |
| <input checked="" type="checkbox"/> F. Municipal securities                            | <input type="checkbox"/> (1) real estate                                   |
| <input type="checkbox"/> G. Investment company securities:                             | <input type="checkbox"/> (2) oil and gas interests                         |
| <input type="checkbox"/> (1) variable life insurance                                   | <input checked="" type="checkbox"/> (3) other (explain on Schedule F)      |
| <input checked="" type="checkbox"/> (2) variable annuities                             | <input type="checkbox"/> L. Other (explain on Schedule F)                  |
| <input checked="" type="checkbox"/> (3) mutual fund shares                             |  |

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

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

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

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

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

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

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

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Russell Capital Management, LLC

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**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? ..... Yes ☒ No ☐

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

**6. Education and Business Background.**

For:

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

On Schedule F, give the:

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

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

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

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

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

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

Applicant:  
Russell Capital Management, LLC

SEC File Number:  
801 – 56914

Date:  
November 13, 2009

**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.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 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.

All accounts are reviewed on a revolving cycle for suitability and conformance to the clients' stated objectives.

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

Clients receive monthly statements from the financial institution holding their investments. Clients receive quarterly performance reports from Russell Capital Management, Inc., which may include: market values of securities held at the end of the quarter, initial investment, addition and withdrawals, IRR and time weighted returns from inception, year-to-date, and current quarter.

**Form ADV**  
**Part II - Page 6**

Applicant:  
Russell Capital Management, LLC

SEC File Number:  
801 – 56914

Date:  
November 13, 2009

**12. Investment or Brokerage Discretion.**

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

- |  | Yes                                 | No                       |
|--|-------------------------------------|--------------------------|
| (1) securities to be bought or sold? .....               | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold? ..... | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? .....                   | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (4) commission rates paid? .....                         | <input checked="" type="checkbox"/> | <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:

- |   | Yes                                 | No                       |
|---|-------------------------------------|--------------------------|
| 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? ..... | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals?.....   | <input checked="" type="checkbox"/> | <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 registered or registering 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: <b>Russell Capital Management, LLC</b>	SEC File Number: <b>801- 56914</b>	Date: <b>November 13, 2009</b>
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in item 1A of Part I of Form ADV: Russell Capital Management, LLC	IRS Empl. Ident. No.: 61-1220421
Item of Form (identify)	Answer
<b>Item 1A. (1)</b>	<p><b>Services Provided</b> – Russell Capital Management, LLC (“RCM”) provides “investment supervisory services” which is the continuous advice to a client based on the individual needs of the client. Individual needs include, for example, the nature of the other client assets and the client’s personal and family obligations. Each client will consult with his/her own Investment Advisor representative at RCM. Quarterly performance reports will be provided to all clients.</p> <p><b>The Select Account</b> - The Select Account is a discretionary investment program with a 5-step process that allows the client to have input into the investment process and to select their own investment allocations. The client’s risk tolerance will change during their investment lifetime; the Select Account allows the client’s investments to evolve along with his/her changing investment needs. The minimum investment is \$500,000, which may be overridden by the president of RCM.</p> <ol style="list-style-type: none"> <li><b>1) Risk Determination</b> - The amount of investment risk that the client is willing to accept is determined in consultation with their investment adviser utilizing a risk tolerance table developed by Ernst and Young, L.L.P.</li> <li><b>2) Investment Allocation</b> - After the level of risk tolerance is assessed, the next step in the process is to use investment allocation guidelines to develop the client’s percentage investment portfolio in various investment modules.</li> <li><b>3) Investment Module Design</b> - Investment Modules are groups of high quality exchange traded funds and other marketable securities all with the same general investment goals. This lends diversification in style and investment returns. Modules are designed especially for the investment allocation developed in step 2 (above).</li> <li><b>4) Investment Implementation</b> - The client’s individual investment adviser opens the client’s account at TD Ameritrade Institutional, a division of TD Ameritrade Investor Inc. TD Ameritrade is a FINRA/SIPC member and an on-line brokerage firm. Once the account is opened, orders are entered for the appropriate investment modules.</li> <li><b>5) Long-Term Monitoring</b> – The client’s modules are rebalanced when necessary to maintain the appropriate balance between investments. All ETFs are continually monitored to assure that they are maintaining their quality of performance.</li> </ol> <p><b>The Silver Account</b> - The Silver Account is a discretionary account with a traditional advisor/client relationship approach to investing. The advisor and client meet to determine the client’s investment needs and the advisor makes the appropriate investments. The client has input regarding individual investment choices such as no-load mutual funds, stocks, and bonds. The advisor will make recommendations for investment changes, purchases and sales, and asset allocation on an ongoing basis.</p> <p><b>Managed Investment Accounts</b> – These accounts are managed in equity and/or fixed income securities using fundamental and technical research. These accounts are custodied at TD Ameritrade Institutional, Inc. Each Investment Advisor representative manages the accounts assigned to him/her in their own style after consultation with the client to determine individual needs.</p>

**Item 1A. (1)**  
**(continued)**

**RCM Asset Rotation Fund 1, LP** – RCM provides investment advice to RCM Asset Rotation Fund 1, LP, a Delaware limited partnership (the “Fund”), which invests its assets in securities. RCM General Partners, LLC, a Kentucky limited liability company (the “General Partner”), serves as the General Partner to the Fund. The General Partner is a commonly-controlled affiliate of RCM. Under the Fund’s Partnership Agreement, the General Partner is responsible for the management of the Fund. Investors in the Fund are limited partners (the “Limited Partners”). RCM provides investment advisory services to the Fund based on the investment objectives of the Fund. RCM does not provide tailored investment advice to the Limited Partners.

The Fund’s objective is capital appreciation. The Fund was formed to facilitate investment by institutions and qualified individual investors in complex sector/asset class rotation. The Fund is designed to be either an adjunct to an investor’s traditional asset allocation approach or a stand-alone investment. As an adjunct, the Fund’s objective is to reduce monthly volatility of investment returns and to increase returns in absolute terms primarily through investments in a diversified set of exchange traded funds (“ETFs”). The Fund utilizes a complex array of proprietary computer algorithms to respond to real-time market conditions and generate investment strategies. The Fund makes investments with a varying number of positions and allocations, utilizing both long and short positions. The Fund’s proprietary quantitative trading program analyzes historical price movements in indexes representing a variety of asset classes. Currently the program evaluates and makes a quantitative investment recommendation involving six equity sectors, eight broad market equity indexes, one bond index and one commodity index. The investment decision-making process is completely driven by the proprietary computer program. The actual investment strategy will involve any number of potential portfolio positions. The Fund’s investment may be completely in cash or 100% long one ETF or short one ETF or a mixture thereof.

Limited Partnership Interests (“Interests”) in the Fund are being offered under the exemptive provisions of Section 3(c)(1) of the Investment Company Act of 1940, as amended (the “Investment Company Act”), for investment by up to one hundred (100) persons who are all “accredited investors” as defined in Regulation D under the Securities Act of 1933, as amended (the “1933 Act”) and who are “qualified clients” as defined in Rule 205-3 under the Investment Advisers Act. The Interests will not be registered under the 1933 Act or the securities laws of any state or any other jurisdiction, nor is any such registration contemplated.

The minimum initial subscription to the Fund is \$100,000, subject to the General Partner’s sole discretion to accept subscriptions for lesser amounts. The Fund will establish and maintain on its books a capital account (“Capital Account”) for each Limited Partner, into which its subscription(s) will be credited and in which certain other transactions will be reflected.

Limited Partners will be generally permitted to make withdrawals from their Capital Accounts on any Business Day, provided that the General Partner receives at least one (1) Business Day’s prior written notice of such request for withdrawal. A “Business Day” shall be any day on which the New York Stock Exchange (“NYSE”) is open for trading in listed equities.

**Item 1A. (2)**

**The Bronze Account** – The Bronze Accounts are non-discretionary accounts designed for the investor who knows the investments he/she would like to buy or sell and who would also like occasional advice on individual investments. Clients may either call RCM to place their orders or enter their orders over the TD Ameritrade internet sites.



**Item 1C. (1)**

**BASIC FEE SCHEDULE**

**RCM INVESTMENT ACCOUNTS:** Equity investments: the annual incremental RCM management fees are (From \$0-\$500,000 -1.5%); (From \$500,001- \$1,000,000 -1.25%); (From \$1,000,001-\$5,000,000 - .75%); ALL ABOVE \$5,000,000 - .65%. Fees are charged in arrears on a quarterly basis. Fixed Income fees are .75% of the first \$2,000,000 and .65% of all above \$2,000,000; there are no RCM management fees on money market balances. If RCM or the client initiates withdrawal of funds the fees are pro-rata charged. The client may withdraw funds from management for 5 days after the initial contract date and deposit and receive a full refund of fees. These management fees are negotiable. The client or RCM may terminate the advisory contract at any time, in writing, giving seven business days notice. Related and family accounts may be combined for fee purposes. All mutual funds have their own internal management and administrative fees, which are reflected in the net asset value of the fund. These fees are outlined in the funds prospectus, and are in addition to those charged by RCM.

**RCM ASSET ROTATION FUND 1, LP** – A management fee (the “Management Fee”) is paid monthly in arrears to RCM. The Management Fee is equal to 1/12th of 2.0% (a 2.0% annual rate) of the month-end Capital Account value of each Limited Partner, prior to any withdrawals or distributions. The Management Fee will be appropriately prorated to reflect any capital withdrawals and contributions which occur during a month. The Investment Adviser may, in its sole discretion, reduce, waive or calculate differently the Management Fee with respect to any Limited Partner, including, without limitation, Limited Partners that are members, affiliates or employees of RCM or the General Partner, members of the immediate families of

Note that the General Partner shall receive a performance profit allocation (“Performance Allocation”), in an amount equal to twenty percent (20%) of each Limited Partner’s share of the Fund’s Net Profits during each calendar month; provided that, such Limited Partner’s share of Net Profits exceed an amount of Net Profits representing an annualized return of five percent (5%) for the relevant calendar month (the “Hurdle Amount” and “Hurdle Rate”). The Performance Allocation shall be subject to a loss carry-forward provision, also known as a “High Water Mark,” so that no Performance Allocation will be deducted from any Partner’s Capital Account until prior losses allocated to such Partner have been recouped.

**Item 2G**

**TYPE OF CLIENTS – OTHER:** As noted above, RCM provides investment advice to the Fund, which is a pooled investment vehicle formed as a Delaware limited partnership.

**Item 3K (3)**

RCM may recommend that its clients invest in private funds formed as limited partnerships, limited liability companies or other pooled vehicles, including but not limited to the Fund.

**Item 5**

**BUSINESS EXPERIENCE** – Investment advisor representatives and investment committee members must have a minimum of five years business experience and/or education in the investment field.

**Item 6**

**HARRY L. RUSSELL**, President born 12/3/42 graduated from University High School, Lexington, KY 1960, majored in Business Administration at Transylvania University and Morehead University (1960-64), graduated from the Wharton School Securities Industry Institute at the University of Pennsylvania (1993). Currently is a MBA candidate at Manchester Business School, Manchester University

***BUSINESS BACKGROUND***

## Stockbroker

3/68-12/68      Almstedt Brothers  
12/68-6/78      JJB Hilliard, WL Lyons  
10/01 – 9/05      Winebrenner Capital Partners, LLC.  
8/06 – Present      Comprehensive Asset Management

## Stockbroker/Branch Manager

6/78- 6/79      Blackburn-Sanford Securities Inc.  
6/79- 6/86      Dean Witter Reynolds Inc.  
6/86- 11/90      J C Bradford and Co.  
9/91- 10/01      Financial Asset Management, Inc.

## Stockbroker/Partner/Compliance Officer

11/90 -- 9/91      Kerrick, Russell, Ryan, White and Williamson, Inc.

## Investment Advisor

9/91 -- Present      President Russell Capital Management, LLC.

**DAVID G. DOWELL**, Born 8/9/53, graduated from Pleasure Ridge Park H.S. Louisville KY 1971. Graduated Washington & Lee University, BA German 1975; Graduated Garvin School of Int'l Management, Glendale AZ, MBA Business 1976.

***BUSINESS BACKGROUND***

## Stockbroker

82 – 89      JJB Hilliard/WL Lyons  
6/89 – 7/04      UBS/Pain Webber/J.C. Bradford  
7/04 – 9/05      Winebrenner Capital Partners, LLC.  
8/06 – Present      Comprehensive Asset Management Investment Advisor

## Investment Advisor

7/04 – Present      Russell Capital Management, LLC.

**GARRETT L. HEADLEY**, Born 12/4/54, Graduated University of Kentucky, BS Education 1978

***BUSINESS BACKGROUND***

## Stockbroker

93 – 11/09      Smith Barney  
11/09 -- Present      Comprehensive Asset Management Investment Advisor

## Certified Financial Planner

86 -- Present

## Investment Advisor

11/09 – Present      Russell Capital Management, LLC.

**Item 6**  
**(continued)**

**BRIAN H. MCKEOWN**, Born 12/18/46 graduated from St. Mary's Academy, Paducah, KY 1964; The University of Kentucky BA Business Administration 1974.

***BUSINESS BACKGROUND:***

Stockbroker

3/86-3/87	Paine Webber
3/87-5/94	Prudential-Bache
5/94-10/01	Financial Asset Management
10/01-9/05	Winebrenner Capital Management, Inc.
8/06 – Present	Comprehensive Asset Management Investment Advisor
1994 – Present	Russell Capital Management, LLC.

**ANNE ROGERS GREGORY**, Born in Asheville, NC 6/28/43. Graduated from Ashley High School, Gastonia, NC 1961, Completed Spanish studies at the University of Guadalajara Mexico 1964. Graduated Converse College Spartanburg SC, BA in Spanish and minor in special education for the hearing impaired.

***BUSINESS BACKGROUND:***

Director of Marketing and Development

1988 - 1989 Better Business Bureau Central and Eastern Kentucky

Financial Advisor/Vice President Investments

1990 - 2005 UBS/PaineWebber/J.C. Bradford Co.

Stockbroker

8/06 – Present Comprehensive Asset Management

Investment Advisor

2005 – Present Russell Capital Management, LLC.

**CHRISTIAN E. ERICKSON**, Born in San Francisco, CA 1/17/1961. Graduated from Scott County High School 1979, Completed B.A. University of Kentucky 1984.

***BUSINESS BACKGROUND:***

Financial Advisor

12/93—11/00 J.C. Bradford and Company

Financial Advisor

11/00 – 7/09 Smith Barney (Morgan Stanley Smith Barney)

Stockbroker

8/09 – Present Comprehensive Asset Management

Investment Advisor

8/09 – Present Russell Capital Management, LLC.

**KEITH W. DAY**, Born in London, KY 11/05/1973. Graduated from Laurel County High School 1991, Completed B.A. University of Kentucky 1995.

**BUSINESS BACKGROUND:**

Technology VP/Financial Analyst

8/95—Current      Russell Capital Management, LLC.

Investment Manager

6/08 – Present      Russell Capital Management, LLC.

**Item 8D**

As noted above in 1A.(1), the General Partner of the Fund is a commonly-controlled affiliate of RCM. The General Partner is owned and presided by David G. Dowell, Harry L. Russell, and Keith W. Day. RCM is owned and presided by Mr. Dowell and Mr. Russell. The General Partner's office is located within RCM's offices at 476 East High Street, Lexington, KY 40507. RCM will recommend investment in the Fund to a number of qualified RCM clients where such an investment is suitable to the RCM client and in conformance with that client's risk tolerance and investment objectives. The Fund's investment objectives and trading strategy is described above under 1A. (1).

**Item 9D.**

As noted above in 8D, RCM will recommend the Fund to a number of RCM's clients. RCM will not receive any direct transaction-based compensation for referring its clients to the Fund. However, as investment adviser to the Fund, RCM will receive the Management Fee as described above in 1C. (1). RCM will only recommend the Fund to clients where such an investment is suitable to the RCM client and in conformance with that client's risk tolerance and investment objectives. RCM will provide written disclosure regarding the relationship between RCM and the Fund and its General Partner by means of (i) the Fund's private placement memorandum and (ii) this document.

**Item 9E.**

Individual investment managers and/or their families may have a managed account at RCM and may purchase the identical mutual funds, stocks, options, and investments as other clients. These purchases are on the same terms and conditions as other clients. RCM reviews all trades of its individual investment managers and employees for price and appropriateness. Individual investment managers, employees or family members may not trade ahead of its client's orders. The fact that the advisor, individual investment managers, employees or family members may have an interest in securities that are recommended must be disclosed to the client in disclosure statements. Investment managers, employees, and family member trades may be bunched with client trades to facilitate compliance with RCM trading execution policies. All securities transactions by individual investment managers, employees or family members must be reported to RCM within 10 (ten) days of the transaction. All individual investment managers, investment consultants, employees and family members must receive permission from RCM to open and maintain a brokerage account at any firm. RCM must be copied on all brokerage account statements and trade confirmations of individual investment managers, investment consultants, employees and their families.

**Item 10**

The Select Account has a minimum investment of \$500,000 which can be overridden by the president of RCM.

**Items 12.A. (1) and (2)**

Accounts with RCM investment agreements are discretionary accounts. In these accounts the investment advisor has authority to determine without specific client consent which securities to be bought or sold and the amount to buy or sell. All trades are reviewed weekly for suitability.

**Items 12.A & B****Soft-Dollar Arrangement**

Generally, in addition to a broker's ability to provide the "best execution," RCM may also consider the value of "research" or additional brokerage products and services a broker-dealer has provided or may be willing to provide. This is known as paying for those services or products with "soft dollars." Because many of the services or products could be considered to provide a benefit to the firm and, because the "soft dollars" used to acquire them are client assets, RCM could be considered to have a conflict of interest in allocating client brokerage business: it could receive valuable benefits by selecting a particular broker or dealer to execute client transactions and the transaction compensation charged by that broker or dealer might not be the lowest compensation the firm might otherwise be able to negotiate. In addition, RCM theoretically could have an incentive to cause clients to engage in more securities transactions than would otherwise be optimal in order to generate brokerage compensation with which to acquire products and services.

RCM's use of soft dollars is intended to comply with the requirements of Section 28(e) of the Securities Exchange Act of 1934. Section 28(e) provides a "safe harbor" for investment managers who use commissions or transaction fees paid by their advised accounts to obtain investment research services that provide lawful and appropriate assistance to the manager in performing investment decision-making responsibilities. As required by Section 28(e), the RCM will make a good faith determination that the amount of commission or other fees paid is reasonable in relation to the value of the brokerage and research services provided. That is, before placing orders with a particular broker, RCM generally determine, considering all the factors described below, that the compensation to be paid to TD Ameritrade is reasonable in relation to the value of all the brokerage and research products and services provided by TD Ameritrade.

In making this determination, RCM typically considers not only the particular transaction or transactions, and not only the value of brokerage and research services and products to a particular client, but also the value of those services and products in our performance of our overall responsibilities to all of our clients. In some cases, the commissions or other transaction fees charged by a particular broker-dealer for a particular transaction or set of transactions may be greater than the amounts another broker-dealer who did not provide research services or products might charge. In some cases, with a particular client's consent, RCM may consider a broker-dealer's provision of non-research products and/or services (i.e., products or services that we do not use in making investment decisions or executing transactions for clients). In such cases, however, the products or services involved are used solely for the benefit of the client in whose account the commissions or other fees are incurred

**Item 12 B.**

RCM refers Select Accounts, Silver Accounts, Bronze Accounts, and Managed Investment Accounts to TD Ameritrade, Institutional Inc. as a broker. Who has proprietary systems in place to assist the manager in administration, record keeping, safekeeping, client reporting, collection of fees, trustee of retirement plans, downloading of account information, order entry, and fundamental security research. TD Ameritrade may receive part of the management fee from some of the no-load mutual funds companies for their compensation, or they may charge transaction fees to the client. TD Ameritrade provides external research services (soft dollars), which benefit all clients, in exchange for commissions generated by our clients. Russell Capital Management, LLC. receives a soliciting fee of .20% - .25% from Dupree Funds Management for all Dupree Funds held

at TD Ameritrade and at the Fund.

RCM participates in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. (“TD Ameritrade”) and a FINRA/SIPC member. TD Ameritrade is an independent and unaffiliated SEC-registered broker-dealer. TD Ameritrade offers services to independent investment advisers which include custody of securities, trade execution, clearance and settlement of transactions. Adviser receives some benefits from TD Ameritrade through its participation in the program. (Please see the disclosure under Item 13 .A. below.) Trades may be bunched together in a block trading account to better benefit the client.

**Item 13A.**

As disclosed under Item 12.B. above, RCM participates in TD Ameritrade’s Institutional customer program and RCM may [require clients to maintain accounts with TD Ameritrade/recommend TD Ameritrade to clients] for custody and brokerage services. There is no direct link between RCM’s participation in the program and the investment advice it gives to its clients, although RCM receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): duplicate client [statements and] confirmations; research related products and tools; consulting services ; access to a trading desk serving advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain Institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to RCM by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by RCM’s related persons] [and may also pay or reimburse expenses (including travel, lodging, meals [and entertainment] expenses) for RCM’s personnel to attend conferences or meetings relating to the program or to TD Ameritrade’s advisor custody and brokerage services generally.] Some of the products and services made available by TD Ameritrade through the program may benefit RCM but may not benefit its client accounts. These products or services may assist RCM in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help RCM manage and further develop its business enterprise. The benefits received by RCM [or its personnel] through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. Clients should be aware, however, that the receipt of economic benefits by RCM or its related persons in and of itself creates a potential conflict of interest and may indirectly influence RCM’s [choice/recommendation] of TD Ameritrade for custody and brokerage services.

RCM also receives from TD Ameritrade certain additional economic benefits (“Additional Services”) that may or may not be offered to any other independent investment advisers participating in the program. [RCM may make these Additional Services available to its affiliates without cost.] Specifically, the Additional Services include Esignal Pro quote service. TD Ameritrade provides the Additional Services [to RCM] in its sole discretion and at its own expense, and RCM does not pay any fees to TD Ameritrade for the Additional Services. RCM and TD Ameritrade have entered into a separate agreement (“Additional Services Addendum”) to govern the terms of the provision of the Additional Services.

RCM’s receipt of Additional Services raises potential conflicts of interest. In providing Additional Services to RCM, TD Ameritrade most likely considers the amount and profitability to TD Ameritrade of the assets in, and trades placed for, RCM’s client accounts maintained with TD Ameritrade. TD Ameritrade has the right to terminate the Additional Services Addendum with RCM, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TD Ameritrade, RCM may have an incentive to recommend to its clients that the assets under management by RCM be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. [In addition, RCM shares the

<p><b>Proxy Voting Policy</b></p>	<p>Additional Services with its affiliated entities. Consequently, RCM's clients' brokerage commissions and custodial fees generated at TD Ameritrade may be used to benefit RCM's affiliates.] RCM's receipt of Additional Services does not diminish its duty to act in the best interests of its clients, including to seek best execution of trades for client accounts.</p> <p>RCM may recommend shares of Dupree Mutual Funds and receives a share of the management fees (.20%-.25%) from the Dupree Co for soliciting these accounts. Employees, principals, members of the investment committee, and their immediate families, do not pay management fees to RCM.</p> <p>As part of its fiduciary duties to clients, RCM endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by RCM (or its related persons) in and of itself creates a potential conflict of interest.</p> <p>RCM does not vote proxies for any clients and does not have voting authority for any clients.</p>
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<p>Complete amended pages in full, circle amended items and file with execution page (page 1).</p>
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