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The brochure provides clients with information about Broxton Capital Advisors (BCA) that should be read & considered as a client and before one becomes a client of BCA.

SEC File Number 801-64689

INTRODUCTION

Broxton Capital Advisors (BCA) is an investment advisor located in Westwood, CA at 1063 Gayley Ave 2nd Floor, Los Angeles Ca, 90024.

Further information can be obtained by contacting us at: 310 208 2151 and or accessing the publicly available information on the internet at:

http://www.adviserinfo.sec.gov/IAPD/Content/Search/iapd_OrgSearch.aspx

We are federally registered and the information in this brochure should be read and retained. Information is also available at www.broxtoncapital.com

INVESTMENT STRATEGIES & TYPES OF INVESTMENTS

The main objective of Broxton Capital Advisors is to continuously improve the value of client investment portfolios in the most tax efficient manner. The primary strategy employed by Broxton is to invest and reinvest client's portfolios in order to attempt long term capital gains and or income.

Clients appoint the Adviser to select the types of securities, allocations and investment strategy on a continuing basis for a fee. The primary strategy of the Advisor is buying and holding stock or fixed income securities that we believe are undervalued. Broxton does not normally seek to equally weight portfolios by sector, rating, security type or by other methods. Broxton manages client's portfolios by seeking investment opportunities in the securities of publicly traded companies. Securities are valued using various appraisal methods, including comparable asset valuations, financial performance, cash flow analysis and other techniques. Technical analysis, capital structure analysis and other methods are employed to refine any security candidate or security purchase.

Initial positions in securities are usually 2-10% of a portfolios total value. Securities can be weighted up to and over 10% of any given portfolio considering growth and or other factors. Positions are monitored and may be reduced, increased or eliminated based on favorable or unfavorable conditions of the issuer, markets or other factors. Broxton may seek to raise and lower cash positions, allocate monies to mutual, index funds and or bond funds depending on economic factors or an investor's financial situation. In general as of October of 2010 most accounts are managed using the same securities and allocation percentages. Although not a primary strategy of the advisor; Broxton may also seek to hedge the market or short securities in order to attain capital gain, reduce volatility, and receive more favorable tax treatment for our clients.

The associated persons and principals of Broxton may invest or own securities recommended to clients. When Broxton Capital Advisors is aware of conflicts or possible conflicts it will be disclosed to the client or possible affected party.

EDUCATION & BUSINESS BACKGROUND

ROBERT ALLEN COOKE

Mr. Cooke, the Portfolio Manager of Broxton Capital Advisors, has over fifteen years of experience serving institutional and individual clients in the securities industry. Prior to Broxton Capital Advisors, he was the head of fixed income research for Western International Securities. Mr. Cooke has researched and correctly forecasted a number of economic situations involving markets and industries and his financial history also includes complex analysis, of individual companies. He heads the firm's research effort.

Robert Allen Cooke was born in 1968

He holds a BA in History/Political Science from the University of Arizona, graduating in 1991. He holds Series 86, 87 analyst, analyst supervisory licenses and Series 65 Investment Advisory license

Currently: Managing Partner and portfolio manager of Broxton Capital Advisors, LLC, August 2005 to present

National Alliance Securities, Registered Representative 03/01/07 to present

Western International Securities, Research Analyst, bond trader and client advisor 02/2002 to 7/30/05

Interfirst Capital Corp., bond trader and client advisor, 11/1999 to 01/2002

Imperial Capital, client advisor and bond trader, 07/1996 to 11/1999

Grennberg Nehls Investment Advisory, 05/1995 to 07/1996

Previous to 1995: Drexel Burnham Lambert, Smith Barney & Sun America Securities

ROBERT ALLEN COOKE SR.

Robert A Cooke Sr. (Bob) Cooke, Director of Marketing for Broxton Capital Advisors, has over 28 years of experience in the financial industry, focusing primarily on fixed income. Bob was awarded "Top Municipal Bond Producer" and was the Municipal Bond coordinator for Drexel Burnham's flagship office in Beverly Hills. Bob was also Municipal Bond coordinator for Sutro Los Angeles and one of the top municipal bond producers in the US for Smith Barney. In 1993 Bob became a Managing Director of Imperial Capital and over saw a team specializing in high yield and distressed debt.

Bob Cooke was born in 1947

He holds a BS in Administration in University of Arizona, graduating Magna Cum Laude in 1972. He holds the Municipal Securities Principal License (Series 53), Interest Rate Options (Series 5), Series 7, Futures Managed Funds (Series 31), Series 63, and Investment Advisory (Series 65).

4/01/08 Director of Marketing of Broxton Capital Advisors LLC, April 2008 to present

3/27/06 to 3/29/08 Western International Securities, Registered Rep

01/2000 to 04/2006 UBS Financial Services, Sr. Financial Advisor

01/1993 to 01/2000 Imperial Capital, Managing Director

06/1990/01/1993 Smith Barney, Sr. Investment Advisor

05/1988 to 06/1990 Sutro & Co, Sr. Investment Advisor and Municipal Bond Coordinator

12/1983 to 06/1988 Drexel Burnham Lambert Incorporated, Municipal Bond Coordinator

06/1982 to 10/1983 Morgan, Olmstead, Kennedy & Gardner, Incorporated, Municipal Sales

02/1980 to 06/1982 California Municipal Investors, Municipal Sales

RUSTIN J.J. FELDMAN

J.J. previously worked in film finance for a management and production company helping to package and finance films utilizing equity funds, gap financing, tax advantaged incentives, and foreign pre-sales. Prior to that J.J. worked in the Finance department of the Endeavor Talent Agency. J.J. began his career at KPMG doing middle market valuations and M&A advisory work. He received a degree in Finance, and graduated Cum Laude from the University of Miami. J.J. Feldman was born in 1977. He holds a Series 65 (Investment Advisory License.)

Rustin J.J. Feldman was born in 1977

5/2008 to present Broxton Capital Advisors, Associate

01/2004 to 05/2008 Pearl Pictures, Associate

08/2001 to 01/2004 Endeavor, Financial Analyst

06/2000 to 08/2001 Ultimate Staffing

01/1999 to 06/2000 KPMG, Consultant

08/1995 to 12/1998 University of Miami

PATRICK CHANDLER

Patrick has over 20 years of experience in newspaper advertising, real estate development and finance. Patrick started his securities career in 1997 at Dabney, Resnick, Imperial where he served individual and institutional clients. From 1998 to 2000 Patrick was with the Beverly Hills office of Morgan Stanley. From 2000 to 2007 Patrick was involved with improving and entitling land for development. Patrick is a graduate of USC. He holds a Series 65.

Patrick Chandler was born in 1966

8/2009- present Broxton Capital Advisors, Associate

7/2007-8/2009 Independant Consultant

6/2003-6/2007 Stratham Homes

9/2000-6/2003 Master Plan Developments/Headlands Reserve

12/1998-9/2000 Morgan Stanley

3/1997-12/1998 Dabney Resnick

ASSET MANAGEMENT SERVICES

Broxton Capital Advisors, LLC (“the Adviser”) provides portfolio management and investment advisory services to its clients on a discretionary and non-discretionary basis. The advisor is not seeking to add non discretionary accounts at this time. For more information on non- discretionary accounts please contact the advisor.

Currently, the portfolio management services are mainly but not exclusively conducted through the broker dealer and custodian: Charles Schwab. Custodians are generally the broker dealer or entity that is responsible for holding, transacting and reporting the clients

securities and account information.

Discretionary account management means purchases and sales are guided by the research of the firm without specific prior consultation of the client. Such services are contractually provided via the BCA client contract or client agreement.

Fees are paid quarterly in advance and are due on the first day of the calendar quarter. Fees are based on the account's net asset value as of the last business day of the prior calendar quarter. Fees are prorated for accounts opened during the quarter or money withdrawn during the period subject to provisions in the BCA client Agreement. Fees for management and advisory services are negotiable and generally range from 1.2% to 2%, per year, of the portfolio under management.

An advisory client will have a period of five (5) business days from the date of signing the investment advisory agreement to unconditionally rescind the agreement and receive a full refund of all fees. The client or the advisor may terminate the investment advisory agreement 30 days after receipt of written notice. Upon termination, fees will be prorated to the date of termination and any unearned portion of the fee will be refunded.

The account Custodian, also known as a broker dealer, custodies securities and provides trading and other services. The custodian charges fees, which are in addition to and separate from the portfolio management or advisory fee. Broxton Capital Advisors evaluates these fees and services on a continual basis, and currently considers the institutional division of Charles Schwab and Co. (Schwab) to have the lowest overall fees and the lowest overall fees relative to the total services provided. Clients of Broxton Capital Advisors should review the paperwork from the Custodian or inquire with Broxton Capital Advisors for further or detailed descriptions of additional costs, fees or charges. Most mutual funds charge fees that are separate from the advisor and the custodian as well. R. Allen Cooke also charges commissions rate manage the Westwood Strategic Opportunity Fund. These assets are not charged management fees but are subject to transactional fees. Further information is available in the operating agreement of the Fund. Clients should also note that fees vary and lower fees may be available.

CLIENT TRANSACTIONS, CONSULTING SERVICES, BANKING ADVISORY SERVICES & POTENTIAL CONFLICTS

Mr. Cooke or other associates of Broxton may provide advice to individuals or corporations. There are certain factors that clients and potential clients should consider related to these activities and businesses. These factors include but are not limited to: time constraints of the individual (the associate or advisor spends or may spend time on other activities outside of the management services of BCA) and conflicts of interest when recommending or soliciting private placements.

The following are current BCA affiliated LLCs:

Utopa Software Company

Mr. Cooke is a principal owner of Utopa Software Company LLC which has sought investments from individuals including clients of BCA. The LLC is solicited if appropriate for the client, on a non discretionary basis. Currently the LLC is closed to new investors but current members may purchase additional interests or be solicited if appropriate. Mr. Cooke does not receive compensation resulting from the placement of

securities, membership interests or negotiated investments from Utopa Software Company LLC. Mr. Cooke received salary in the past from Utopa and may again at a future point. A potential conflict exists that investors should consider. Any client that participates in Utopa would receive in-depth disclosure regarding the relationships between the Adviser, its associated persons and the company. Further information is available upon request or in the companies Operating Agreement. Currently Mr. Cooke is the CEO of Utopa Holdings LLC.

Westwood Strategic Opportunity Fund (WSOF)

The WSOF is a short term trading pooled investment vehicle. Mr. Cooke is a manager of the WSOF, he is compensated on a commission basis for the trading in the fund. The fund seeks to rapidly trade investments for profit. The fund is currently closed to new investors. Members may seek additional disclosures in the funds Operating Agreement.

Doozy Cards

Doozy Cards LLC is owned and operated by Bob Cooke Sr. The members include one client of BCA. The investment was made prior to the individual becoming a client of BCA. Doozy is not offered to clients of BCA.

Other Disclosures

The Advisor may provide consulting services on an hourly or fixed fee basis to individuals or corporations that are consistent with the specific client's needs, such as bankruptcy claim analysis. Planning or consulting services are negotiable and may be billed at a fixed fee or other method. In the past the Advisor has not received compensation from these services but has investigated rendering them with specific clients. The Advisor may evaluate accounts not held at Broxton. This evaluation would include an examination of securities and our opinion of them. In general if you are a client or prospective client the firm will evaluate existing accounts outside of Broxton for free.

The Adviser does not earn fees more than six months in advance of services rendered. A planning or consulting client may unconditionally rescind an agreement and receive a full refund of all fees prior to the service being rendered. Thereafter, the client may terminate the agreement by providing the Adviser with written notice prior to delivery of the plan or completion of the service. Upon termination, fees will be prorated to the date of termination and any unearned portion of the fee will be refunded to the client. The Adviser requires a minimum of \$100,000 to establish a new advisory account; however, the minimum may be waived at the sole discretion of the Adviser.

Sales and purchases of illiquid securities are conducted in a manner that Broxton considers fair and consistent. BCA uses a numerical order method for allocating illiquid securities transactions that take multiple trading sessions to fulfill. Due to time constraints, Broxton Capital Advisors does not vote proxies.

Associates of BCA may actively trade securities in their own accounts and commonly own the same securities as those recommended to clients. Associated persons may also buy or sell a specific security for their accounts based on personal investment

considerations, which the Adviser does not deem appropriate to buy or sell for clients. Broxton Capital Advisors has rules and regulations in its own compliance manual to ensure that principals or associated persons do not personally benefit from the possible short-term market effects of their recommendations to clients. Personal transactions are monitored. The advisor may execute its own orders or that of its employees or principals simultaneously with its clients.

OTHER INVESTMENTS, TIME CONSTRAINTS AND CONFLICTS

Broxton may also invest in and recommend that clients invest in private placements and or initial public offerings. Under certain circumstances an associated person may have a material relationship with the private companies seeking financing or going public. This is outlined above in more detail.

Broxton uses solicitors. Currently active solicitors include Grace Hwang and Al Knobloch. Solicitors have additional paperwork that acknowledges the relationship to the potential client and contains additional disclosures.

ACCOUNT REVIEWS

Clients are responsible for informing the advisor immediately of any material change in their finances. Accounts are reviewed throughout the quarter. There is no limit on the number of accounts that can be reviewed by the principals. In addition, brokerage statements are generated no less than quarterly and are sent directly from the account custodian. These reports list the account positions, activity in the account over the covered period, and other related information. Clients are also sent confirmations following each brokerage account transaction unless confirmations have been waived by the client .

DISCRETION & COMPENSATION

The Adviser domiciles accounts with Charles Schwab currently. The advisor is satisfied that Schwab provides low cost and high services overall to investors in its custodian role. The WSOF is in an account at National Alliance (a broker dealer) and First Southwest is the custodian. Although the Adviser currently has no arrangement for “soft dollar” compensation it is possible that the Adviser may pay a higher price for the purchase of securities (or accept a lower price for the sale of securities) to broker-dealers that provide the Adviser with premium brokerage and research services, or pay brokerage commissions in excess of that which another broker/dealer might charge for effecting the same transaction, if the Adviser determines in good faith that such prices or commissions are reasonable in relation to the overall services provided.

Schwab provides Broxton Capital Advisors with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor’s

clients' assets is maintained in accounts at Schwab Institutional. These services are reviewed to insure best overall execution based on a number of factors¹.

FORM ADV PART II

Advisory Services and Fees 1.A

BCA offers investment advisory services for; a percentage of assets under management. BCA provides discretionary investment supervisory services (approx 90% of our total advisory billings are from this service), Broxton provides non discretionary or restricted investment supervisory services (approximately 10% of billings). In the last 12 months BCA has not performed any services paid hourly or by other method than listed above.

Types of Clients

BCA generally provides investment advice to all of the following but not limited to; Individuals, Retirement Plans Pension and Profit sharing Plans, Trusts, Estates, Charitable Organizations and Corporations.

Types of Investments

BCA offers advice on the following investments, including but not limited to; stocks, bonds, tax free bonds, mutual funds, exchange-listed securities, foreign issues, warrants, corporate debt securities, (other than commercial paper), commercial paper, registered and unregistered securities, defaulted securities, certificates of deposit, municipal securities, investment company securities such as mutual fund shares, United States government securities, options contracts on securities, futures contracts on: tangibles and intangibles, interest in partnerships investing in: real estate. (Additional Types of investments are described on Schedule F)

Methods of Analysis, Sources of Information, and Investment Strategies

BCA's security analysis methods include; charting, fundamental, technical, and cyclical analysis. The main sources of information BCA uses include but are not limited to corporate filings, corporate financial communications, web sites, data resources, financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Investment strategies used to implement investment advice to clients

BCA's investment strategies used to implement investment advice to clients 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, margin transactions, option writing, including covered options, uncovered options or other strategies. (Additional Types of investment strategies used to implement investment advice to clients are described on Schedule F)

Education and Business Standards

¹ Under the "safe harbor" afforded by Section 28(e) of the Securities Exchange Act of 1934, as amended, the Adviser's use of soft dollars generated by its clients' commissions to acquire research and brokerage" services is not a breach of the Adviser's fiduciary duties to its clients--even if the brokerage commissions paid are higher than the lowest available.

BCA maintains general standards of education or business experience that BCA requires of those involved in determining or giving investment advice to clients. (See Schedule F for education and business background of each member)

Other Business Activities

In addition to running Broxton Capital Advisors, the principals of BCA are currently involved in managing the Westwood Strategic Opportunity Fund (WSOF) a short term trading fund. Allen is the managing member of Utopa Holdings LLC, a software company, and Bob is an owner and manager of Doozy Cards, an online card company.

Other Financial Industry Activities or Affiliations

Allen Cooke and Bob Cooke are currently registered representatives at National Alliance, for institutional trading and to manage the WSOF Fund.

Participation or Interest in Client Transactions

BCA may recommend to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest. BCA may buy or sell for itself, securities that it also recommends to clients.

Conditions for Managing Accounts

BCA provides investment supervisory services and investment advisory services accounts and may 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. (See Schedule F for more information)

Investment or Brokerage Discretion

BCA and/or any related person has authority to determine, without obtaining specific client consent the following; securities to be bought or sold, amount of the securities to be bought or sold, the broker or dealer to be used, and commissions rates to be paid.. BCA also suggest brokers to clients.

Additional Compensation

BCA currently does not have any arrangement, oral or in writing, where it; 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. The WSOF may be an exception to this because it pays commissions to Mr. Cooke Jr. BCA pays percentages of account fees to solicitors that provide referrals to BCA.

PRIVACY POLICY

Broxton Capital Advisors, LLC requires that you provide current and accurate financial and personal information. Broxton Capital Advisors, LLC will protect the information you have provided in a manner that is safe, secure and professional. Broxton Capital Advisors, LLC and its employees are committed to protecting your privacy and safeguarding that information.

Safeguarding Customer Documents

We collect non-public customer data in checklists, forms, in written notations, and in documentation provided to us by our customers for evaluation, registration, licensing or related consulting services. We also create internal lists of such data.

During regular business hours access to customer records is monitored so that only those with approval may access the files. During hours in which the company is not in operation, the customer records will be locked.

No individual who is not so authorized shall obtain or seek to obtain personal and financial customer information. No individual with authorization to access personal and financial customer information shall share that information in any manner without the specific consent of a firm principal. Failure to observe Broxton Capital Advisors, LLC procedures regarding customer and consumer privacy will result in discipline and may lead to termination.

Sharing Nonpublic Personal and Financial Information

Broxton Capital Advisors, LLC is committed to the protection and privacy of its customers' and consumers' personal and financial information. Broxton Capital Advisors, LLC will not share such information with any affiliated or nonaffiliated third party except:

- When necessary to complete a transaction in a customer account, such as with the clearing firm or account custodians;
- When required to maintain or service a customer account;
- To resolve customer disputes or inquiries;
- With persons acting in a fiduciary or representative capacity on behalf of the customer;
- With rating agencies, persons assessing compliance with industry standards, or to the attorneys, accountants and auditors of the firm;
- In connection with a sale or merger of Broxton Capital Advisors, LLC's business;
- To protect against or prevent actual or potential fraud, identity theft, unauthorized transactions, claims or other liability;
- To comply with federal, state or local laws, rules and other applicable legal requirements;
- In connection with a written agreement to provide investment management or advisory services when the information is released for the sole purpose of providing the products or services covered by the agreement;
- In any circumstances with the customer's instruction or consent; or
- Pursuant to any other exceptions enumerated in the California Information Privacy Act.

Opt-Out Provisions

It is not a policy of Broxton Capital Advisors, LLC to share nonpublic personal and financial information with affiliated or unaffiliated third parties except under the circumstances noted above. Since sharing under the circumstances noted above is necessary to service customer accounts or is mandated by law, there are no allowances made for clients to opt out.