

## Uniform Application for Investment Adviser Registration

## Part II - Page 1

OMB APPROVAL

OMB Number: 3235-0049

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Name of Investment Adviser:

**Broadleaf Partners, LLC**

Address: (Number and Street)

(City)

(State)

(Zip Code)

Area Code Telephone Number

**9 Aurora Street, Suite #5****Hudson****OH****44236****330 650-0921**

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 not 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:  
**Broadleaf Partners, LLC**

SEC File Number:  
801-

Date:  
January 21,  
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. (See instruction below.)

**Applicant:**

- |   |              |
|---|--------------|
| <input checked="" type="checkbox"/> (1) Provides investment supervisory services  | <b>65</b> %  |
| <input checked="" type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services  | <b>35</b> %  |
| <input checked="" type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above                                    | <b>0</b> %   |
| <input type="checkbox"/> (4) Issues periodicals about securities by subscription  | <b>100</b> % |
| <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 client may use to evaluate securities | _____ %      |
| <input type="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities  | _____ %      |
| <input type="checkbox"/> (8) Provides a timing service  | _____ %      |
| <input type="checkbox"/> (9) Furnishes advice about securities in any manner not described above  | _____ %      |

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

Yes No

B. Does applicant call any of the services it checked above financial planning or some similar term?

☒ ☐

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 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 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).**

**3. Types of Investments** Applicant offers advice on the following: (check those that apply)

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

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

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

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

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

- |  |  |
|--|--|
| (1) <input type="checkbox"/> Financial newspapers and magazines    | (5) <input type="checkbox"/> Timing services   |
| (2) <input type="checkbox"/> Inspections of corporate activities   | (6) <input type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input type="checkbox"/> Research materials prepared by others | (7) <input type="checkbox"/> Company press releases  |
| (4) <input 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 type="checkbox"/> Long term purchases (securities held at least a year) | (5) <input type="checkbox"/> Margin transactions   |
| (2) <input type="checkbox"/> Short term purchases (securities sold within a year)  | (6) <input type="checkbox"/> Option writing, including covered options, uncovered options, or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days)              | (7) <input type="checkbox"/> Other (explain on Schedule F)   |
| (4) <input type="checkbox"/> Short sales   |  |

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

**5. Education and Business Standards.**

Yes No

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.)

**6. Education and Business Background.**

For:

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

On Schedule F, give the:

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

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

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

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

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

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

Yes No

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

☒ ☐

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

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

**9. Participation of 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 triggers 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.

**Please see Schedule F, Item 11.A.**

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

**Please see Schedule F, Item 11.B.**

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

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 commission 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                   | No                               |
|   | <input type="radio"/> | <input checked="" type="radio"/> |
| B. directly or indirectly compensates any person for client referrals? .....  | Yes                   | No                               |
|   | <input type="radio"/> | <input checked="" type="radio"/> |

(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 ☒ No

**Answer all items. 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:  <b>Broadleaf Partners, LLC</b>	SEC File Number:  801-	Date:  January 21, 2010
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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 Form ADV: <b>Broadleaf Partners, LLC</b>	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
1.D.	<p>This brochure provides information about the qualifications and business practices of Broadleaf Partners, LLC (hereinafter, "Broadleaf"). Please contact Douglas S. MacKay, Chief Executive and Chief Investment Officer or William F. Hoover, President and Chief Operating Officer if you have any questions about the contents of this brochure. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any State securities authority.</p> <p>Additional information about Broadleaf is available on the Internet at <a href="http://www.adviserinfo.sec.gov">www.adviserinfo.sec.gov</a>. You can search this site by a unique identifying number, known as a CRD number. The CRD number for Broadleaf is 137433.</p> <p><b><u>ADVISORY SERVICES</u></b></p> <p><b>Broadleaf Growth Equity Portfolio</b></p> <p>Broadleaf manages a concentrated, all-cap growth portfolio consisting of approximately 30 equity securities for clients that meet certain minimum requirements. Accounts are separately managed based on a model which employs an all cap growth style of investing. Portfolios are managed on a discretionary basis only and are only suitable as a portion of a client's overall asset allocation.</p> <p>The all cap growth portfolio is aggressive in its management style. Clients who hire Broadleaf to manage a portion of their assets in this style should expect greater risk, with the potential for capital loss. Each client will have the opportunity to place reasonable restrictions on their portfolio. Clients will retain individual ownership of all securities.</p> <p>Securities in the all cap growth portfolio are chosen on the basis of their underlying growth characteristics, profitability, and relative valuation characteristics. In addition, technical considerations are also reviewed to aid</p>

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

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV  
Part II**

Applicant:  <b>Broadleaf Partners, LLC</b>	SEC File Number:  801-	Date:  January 21, 2010
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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 Form ADV: <b>Broadleaf Partners, LLC</b>	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
	<p>in the trading process. If Broadleaf believes that a particular investment is performing inadequately, or if Broadleaf believes that a different investment is suitable for the portfolio's goal, then Broadleaf will reinvest all client portfolios accordingly. While Broadleaf intends to make every investment for the longer term, it will not hesitate to make changes to guard against loss or take advantage of perceived better opportunities. Portfolio turnover may be above average.</p> <p><b>Asset Allocation Portfolio</b></p> <p>In addition to the Growth Equity Portfolio, Broadleaf also manages investment advisory accounts on a customized basis. Several asset classes are used to address each client's unique long term financial goals and objectives. Broadleaf will manage these advisory accounts on a discretionary basis only. Account management is guided by the stated objectives of the client (i.e., maximum capital appreciation, growth, income, or growth and income) and may include growth and/or value style equities, fixed income, and international mutual funds, among others. In addition, such portfolios may also include a portion of Broadleaf's Growth Equity Portfolio.</p> <p>Each client's portfolio is designed to meet a particular investment goal which Broadleaf has determined is suitable to the client's circumstances. Each client will have the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. Clients will retain individual ownership of all securities.</p> <p>In order to ensure that the client's account continues to be managed on the basis of the client's financial circumstances and that Broadleaf's initial determination of an appropriate portfolio continues to be suitable to the client, Broadleaf will maintain client suitability information in the client's file. Broadleaf will contact Asset Allocation Portfolio clients at least annually to determine whether there have been any changes in the client's financial situation and whether the client wishes to impose investment restrictions or modify existing restrictions.</p>



**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV  
Part II**

Applicant:  <b>Broadleaf Partners, LLC</b>	SEC File Number:  801-	Date:  January 21, 2010
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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 Form ADV: <b>Broadleaf Partners, LLC</b>	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
	<p>Broadleaf will monitor Asset Allocation Portfolio accounts at least quarterly and may also rebalance if appropriate. If Broadleaf believes that a particular investment is performing inadequately, or if Broadleaf believes that a different investment is more suitable for the portfolio's goal, then Broadleaf will reinvest the clients assets accordingly.</p> <p><b>Portfolio Consulting and Non Discretionary Advisory Services</b></p> <p>Advisory clients may engage Broadleaf to review current holdings in client managed portfolios or portfolios or investments held with other independent registered investment advisers, brokers or fund companies. Advisory clients may also engage Broadleaf to provide non-discretionary advisory services with respect to client accounts.</p> <p>Through personal discussions in which goals and objectives based on a client's particular circumstances are established, Broadleaf will make recommendations regarding the clients' holdings, asset mix and allocation. Broadleaf will review various investment options, including individual stocks, mutual funds and outside managers, to determine which of these investments is appropriate for each client, depending on his or her individual needs and circumstances.</p> <p>If requested, client investments may also be reviewed or monitored quarterly or on an as needed basis. In addition, if requested, Broadleaf will meet with the client at least annually to review performance, allocation of assets, tax liability issues, update the clients profile to reflect any changes in client circumstances, and review and effect any change of beneficiaries.</p> <p>Broadleaf may or may not be involved in the purchase or sale of investments for those clients who engage it to provide Portfolio Consulting Services and Non Discretionary Advisory Services. Non-Discretionary Services clients will retain full discretion to supervise, manage and direct their assets and accounts.</p> <p><b>FEE SCHEDULE</b></p>

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 3

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV  
Part II**

Applicant:  <b>Broadleaf Partners, LLC</b>	SEC File Number:  801-	Date:  January 21, 2010
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1. Full name of applicant exactly as stated in Item 1A of Form ADV: <b>Broadleaf Partners, LLC</b>	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer								
	<p><b>Broadleaf Growth Equity Portfolio</b></p> <p>The annual fee for all cap growth portfolio management will be charged as a percentage of assets under management, according to the following schedule:</p> <p><b>Assets under management Annual Fee (%)</b></p> <table> <tr> <td>First \$2.5 million</td><td>1.0%</td></tr> <tr> <td>Next \$2.5 million</td><td>.75%</td></tr> <tr> <td>Next \$5.0 million</td><td>.65%</td></tr> <tr> <td>Amount over \$10 million</td><td>Negotiable</td></tr> </table> <p>A minimum of \$100,000 of assets under management is required for this service. This account size may be negotiable under certain circumstances. However, a minimum annual fee equal to the greater of \$1,000 or 1.00% of assets under management is required for accounts with assets under \$100,000.</p> <p>Broadleaf will quote an exact percentage to each client based on both the nature and total dollar value of that account.</p> <p>Client accounts will be debited or invoiced as agreed in arrears at the end of each calendar quarter based upon the value (market value or fair market value in the absence of market value, plus any credit balance or minus any debit balance), of the client's account at the end of the previous quarter.</p> <p><b>Asset Allocation Portfolio</b></p> <p>The annual fee for an Asset Allocation Portfolio will be charged as a percentage of assets under management, according to the following schedule:</p> <p><b>Assets under management Annual Fee (%)</b></p>	First \$2.5 million	1.0%	Next \$2.5 million	.75%	Next \$5.0 million	.65%	Amount over \$10 million	Negotiable
First \$2.5 million	1.0%								
Next \$2.5 million	.75%								
Next \$5.0 million	.65%								
Amount over \$10 million	Negotiable								

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 4

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV  
Part II**

Applicant:  <b>Broadleaf Partners, LLC</b>	SEC File Number:  801-	Date:  January 21, 2010
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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 Form ADV: <b>Broadleaf Partners, LLC</b>	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
	<p>First \$1 million                      1%</p> <p>Next \$1 million                      .8%</p> <p>Amount over \$2 million      .5%</p> <p>A minimum of \$100,000 of assets under management is required for this service. This account size may be negotiable under certain circumstances. However, a minimum annual fee equal to the greater of \$1,000 or 1.00% of assets under management is required for accounts with assets under \$100,000.</p> <p>Broadleaf will quote an exact percentage to each client based on both the nature and total dollar value of that account.</p> <p>Client accounts will be debited or invoiced as agreed in arrears at the end of each calendar quarter based upon the value (market value or fair market value in the absence of market value, plus any credit balance or minus any debit balance), of the client's account at the end of the previous quarter.</p> <p><b>Portfolio Consulting Services</b></p> <p>Fees for Portfolio Consulting services will be billed in one or both of two ways, either:</p> <p>1. A minimum fee of \$2,000 for initial consultation, portfolio review and recommendations.</p> <p>2. If continued monitoring services are requested as part of the service, the client will be invoiced quarterly based on 1% of assets under supervision.</p> <p>There is a \$2,000 minimum annual fee for Portfolio Consulting Services.</p> <p>These fees may be negotiable under certain circumstances.</p>

Complete amended pages in full, circle amended items and file with execution page (page 1).      PAGE 5

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV  
Part II**

Applicant:  <b>Broadleaf Partners, LLC</b>	SEC File Number:  801-	Date:  January 21, 2010
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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 Form ADV: <b>Broadleaf Partners, LLC</b>	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer						
	<p><b>Non-Discretionary Portfolio Advisory Services</b></p> <p>The annual fee for Non-Discretionary Portfolio Advisory Services will be charged as a percentage of assets under management, according to the following schedule:</p> <p><b>Assets under management Annual Fee (%)</b></p> <table> <tr> <td>First \$1 Million</td><td>1.00%</td></tr> <tr> <td>Next \$1 Million</td><td>.80%</td></tr> <tr> <td>Amount over \$2 million</td><td>.50%</td></tr> </table> <p>Broadleaf will quote an exact percentage to each client based on both the nature and total dollar value of that account.</p> <p>Client accounts will be debited or invoiced as agreed in arrears at the end of each calendar quarter based on the value (market value or fair market value in the absence of market value, plus any credit balance or minus any debit balance), of the client's account at the end of the previous quarter.</p> <p><b>GENERAL INFORMATION ON FEES</b></p> <p>In certain circumstances, all fees and account minimums may be negotiable. The fee charged is calculated as described above and is not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client (Section 205(a)(1) of the Advisers Act).</p> <p>A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. The client has the right to terminate an agreement without penalty within five business days after entering</p>	First \$1 Million	1.00%	Next \$1 Million	.80%	Amount over \$2 million	.50%
First \$1 Million	1.00%						
Next \$1 Million	.80%						
Amount over \$2 million	.50%						

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 6

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV  
Part II**

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1. Full name of applicant exactly as stated in Item 1A of Form ADV: <b>Broadleaf Partners, LLC</b>	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
	<p>into the agreement.</p> <p>All fees paid to Broadleaf for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's</p> <p>prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without the services of Broadleaf. In that case, the client would not receive the services provided by Broadleaf which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by Broadleaf to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.</p> <p><b>PROXY DISCLOSURE</b></p> <p>As a matter of firm policy and practice, Broadleaf does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios.</p>
5	<p><b>EDUCATION AND BUSINESS STANDARDS</b></p> <p>Advisory persons associated with Broadleaf must possess, minimally, a college degree and/or appropriate business experience and all required licenses.</p>
6	<p><b>EDUCATION AND BUSINESS BACKGROUND</b></p> <p><b>Douglas Scott MacKay Born: 1967</b></p>

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 7

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV  
Part II**

Applicant:  <b>Broadleaf Partners, LLC</b>	SEC File Number:  801-	Date:  January 21, 2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

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	<p><b>Education:</b></p> <p>Graduated from Miami University with a B.S. in Business Finance in 1990. Graduated from Case Western Reserve University with a MBA in 1994.</p> <p><b>Recent Employment History:</b></p> <p>Chief Executive Officer and Chief Investment Officer of Broadleaf Partners, LLC, 2/2009 to current.</p> <p>President &amp; Chief Investment Officer of Broadleaf Partners, LLC from 09/2005 to 2/2009.</p> <p>Planning and facilitating launch of Broadleaf Partners, LLC from 05/2005 to 09/2005.</p> <p>Portfolio Manager &amp; Director of Research for Oak Associates, Ltd. from 05/1991 to 05/2005.</p> <p><b>Examinations and Professional Designations:</b></p> <p>Chartered Financial Analyst (CFA), (granted by the Association for Investment Management and Research), 1997.</p> <p><b>William Frank Hoover Born: 1970</b></p> <p><b>Education:</b></p> <p>Graduated from the College of Wooster with a B.A. Degree in Business Economics in 1992.</p> <p><b>Recent Employment History:</b></p> <p>President and Chief Operating Officer, Broadleaf Partners, 2/2009 to current.</p>

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 8

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV  
Part II**

Applicant:  <b>Broadleaf Partners, LLC</b>	SEC File Number:  801-	Date:  January 21, 2010
--	------------------------------	----------------------------------

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9.D. & 9.E.	<p>Wealth Advisor and Registered Representative, Morgan Stanley, 1/1999 to 2/2009.</p> <p>Examinations and Professional Designations:</p> <p>Series 7, 31, 63, 65.</p> <p><b>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</b></p> <p>In order to provide the necessary fee income to support Broadleaf's operations during the firm's formative stage, certain strategic clients of Broadleaf were offered the opportunity to participate in an appreciation rights plan. Under the terms of this plan, clients who elected to participate received units entitling them, upon the occurrence of certain specified events, to receive a payment initially equivalent to a 1% share of any appreciation in Broadleaf's value above the initial value assigned to the units issued under this plan.</p> <p>Prior to the time that clients elected to participate in the plan by signing an agreement, Broadleaf disclosed in writing to each prospective participant the fact that it was acting for its own account with respect to the award of such appreciation rights and in the exercise of the various rights provided to it under the plan and the related agreement. Broadleaf also disclosed in writing that in exercising its rights under the agreement, its interests may conflict with those of the holders of appreciation rights. Information concerning specific conflict situations that could potentially arise, and their potential impact on plan participants, were also disclosed in writing. Each plan participant consented in writing to the transactions contemplated by the plan prior to the execution of their agreement.</p> <p>Broadleaf or individuals associated with Broadleaf may buy or sell securities identical to or different than those recommended to customers for their personal accounts. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.</p> <p>In all aspects of our business Broadleaf is committed to the simple principle</p>	

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV  
Part II**

Applicant:  <b>Broadleaf Partners, LLC</b>	SEC File Number:  801-	Date:  January 21, 2010
--	------------------------------	----------------------------------

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---	-----------------------

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10	<p>that the best interests of our clients are always placed ahead of any interest we as a firm, or any of our representatives or employees, may have in particular situations. We do all in our power to avoid any actual or apparent conflict of interest. Nevertheless, there will be situations, as described above for example, in which there is the potential for a conflict of interest. It is Broadleaf's policy to fully disclose such situations as may arise in our relationship. Moreover, to address proactively the avoidance of any actual or apparent conflict of interest, Broadleaf has adopted a written Code of Ethics to which all of our principals, representatives, and employees are strictly bound. <i>A copy of the Broadleaf Code of Ethics is available to all of our clients upon request.</i></p> <p><b>CONDITIONS FOR MANAGING AN ACCOUNT</b></p> <p><b>Broadleaf Growth Equity Portfolio</b></p> <p>Broadleaf requires a minimum account of \$100,000 for its Growth Equity Portfolio. This account size may be negotiable under certain circumstances. In addition, Broadleaf Partners believes that the Growth Equity Portfolio should only be a portion of an investor's overall investment portfolio, <i>generally</i> not to exceed 50%, but ultimately dependent on the individual's circumstances.</p> <p><b>Asset Allocation Portfolio</b></p> <p>Broadleaf requires a minimum account of \$100,000 for Asset Allocation Services clients. This account size may be negotiable under certain circumstances.</p> <p>Please refer to Item 1.D. of this Schedule F narrative for complete detail.</p> <p><b>Portfolio Consulting Services</b></p> <p>Broadleaf requires a minimum annual fee of \$2,000 for Portfolio Consulting Services clients. This minimum fee may be negotiable under certain</p>

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**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV  
Part II**

Applicant:	SEC File Number:	Date:
<b>Broadleaf Partners, LLC</b>	801-	January 21, 2010

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11.A	<p>circumstances.</p> <p>Please refer to Item 1.D. of this Schedule F narrative for complete detail.</p> <p><b>REVIEWS AND REVIEWERS OF ACCOUNTS</b></p> <p><b>Broadleaf Growth Equity Portfolio</b></p> <p>While the underlying securities within the Growth Equity Portfolio are continuously monitored, individual client accounts are reviewed at least quarterly by Douglas S. MacKay. Accounts are reviewed in the context of the investment objective of the portfolio, individual client restrictions, if any, and individual portfolio considerations, including specific security concentrations. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.</p> <p><b>Asset Allocation Portfolio</b></p> <p>While the underlying securities within Asset Allocation Portfolio accounts are continuously monitored, these accounts are reviewed at least quarterly by Douglas S. MacKay or William F. Hoover. Accounts are reviewed in the context of their investment objectives and guidelines for each portfolio as well as any investment restrictions provided by the client. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.</p> <p><b>Portfolio Consulting and Non Discretionary Portfolio Advisory Services</b></p> <p>These client accounts will be reviewed as contracted for at the inception of the advisory relationship.</p>
11.B	<p><b><u>REGULAR REPORTS PROVIDED TO CLIENTS</u></b></p>

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 11

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV  
Part II**

Applicant:  <b>Broadleaf Partners, LLC</b>	SEC File Number:  801-	Date:  January 21, 2010
--	------------------------------	----------------------------------

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12.A.(1), 12.A.(2), 12.A.(3), & 12.A.(4)	<p><b>Growth Equity Portfolio</b></p> <p>In addition to the monthly statements and confirmations of transactions that Growth Equity Portfolio clients receive from their broker/dealer, Broadleaf will provide detailed quarterly account summaries.</p>
	<p><b>Asset Allocation Portfolio</b></p> <p>In addition to the monthly statements and confirmations of transactions that Asset Allocation Portfolio clients receive from their broker/dealer, Broadleaf will provide detailed quarterly account summaries.</p>
	<p><b>Portfolio Consulting and Non Discretionary Portfolio Advisory Services</b></p> <p>These clients will receive reports as contracted for at the inception of the advisory relationship.</p>
	<p><b>INVESTMENT AND BROKERAGE DISCRETION</b></p> <p>Broadleaf requires that it be provided with written authority to determine which securities and the amounts of securities that are bought or sold in the client's account(s). Broadleaf also may request that it be provided with written authority to determine the broker/dealer to use for client transactions and the commission costs that will be charged to our clients for these transactions. Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change/amend these limitations as required. Such amendments shall be submitted in writing</p>
	<p>With respect to broker/dealers, Broadleaf will endeavor to select those brokers or dealers which will provide the best overall services at the lowest commission rates possible. The reasonableness of transaction costs are based on the broker's ability to provide professional services at competitive commission rates.</p>

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 12

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV  
Part II**

Applicant:  <b>Broadleaf Partners, LLC</b>	SEC File Number:  801-	Date:  January 21, 2010
--	------------------------------	----------------------------------

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---	-----------------------

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	<p>Broadleaf may also send transactions over which it has brokerage discretion to brokers who provide research services to us and who may charge higher commissions than other brokers. Although in such instances there could be somewhat higher transaction costs for the client, the client benefits from the availability of broader resources made available to the firm in managing the client's assets. In all such cases, Broadleaf Partners has made a reasoned determination and is assured that the broker-dealers to which orders may be directed provide best execution and services as good or better than other available intermediaries. Commissions paid by you to these brokers may be used to pay for research that may not be used solely in the management of your account.</p> <p>Broadleaf will aggregate the same transactions in the same securities for client accounts over which it has discretion to direct brokerage when possible and when advantageous to clients. This "bunching" of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts so long as transaction costs are shared equally and on a pro-rata basis among the various accounts included in any such block. Aggregating trades allows Broadleaf to execute equity trades in a more timely, equitable manner and may in certain circumstances reduce overall commission charges to its clients.</p> <p>If more than one price is paid for securities in an aggregated transaction, each client in the aggregated transaction will typically receive the average price paid for the securities in the same aggregate transaction on that day. If Broadleaf is unable to fill an aggregated transaction completely, but receives a partial fill of the aggregated transaction, Broadleaf will normally allocate the partially filled transaction to clients based upon an equitable rotational system that considers a random assignment of client accounts in its portfolio accounting system.</p> <p>Accounts in which Broadleaf or its officers or employees have an interest may be included in a bunched order in which client accounts are also included.</p> <p>Broadleaf will not be able to block trades for client accounts who direct the</p>

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 13

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV  
Part II**

Applicant:  <b>Broadleaf Partners, LLC</b>	SEC File Number:  801-	Date:  January 21, 2010
--	------------------------------	----------------------------------

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---	-----------------------

Item of Form (identify)	Answer
12.B	<p>use of a particular broker or dealer, and therefore a disparity in commission charges may exist between the commissions charged to the client and those charged to other clients.</p> <p><b>DIRECTED BROKERAGE - BROKERAGE RECOMMENDATIONS</b></p> <p><b>Growth Equity Portfolio and/or Asset Allocation Portfolio</b></p> <p>Some clients, when undertaking an advisory relationship with Broadleaf will already have a pre-established relationship with a broker and will instruct Broadleaf to execute all transactions in the client's account through that broker. Other clients may prefer to direct Broadleaf to use a particular broker or dealer through which to execute transactions in the client's account. In the event that a client directs Broadleaf to use a particular broker or dealer, it should be understood that, under those circumstances, Broadleaf will not have authority to negotiate commissions or to necessarily obtain volume discounts and best execution may not be achieved. In addition, under these circumstances, a disparity in commission charges may exist between the commissions charged to the client and those charged to other clients.</p> <p><b>Portfolio Consulting and Non Discretionary Portfolio Advisory Services</b></p> <p>These services may not include blocking trades, negotiating commissions with broker/dealers or obtaining volume discounts, nor necessarily obtaining the best price due to the nature of this service and client needs. Moreover, these clients in some situations may already have established relationships with their independent registered investment advisers, who will have their own policies and practices regarding brokerage recommendations and/or discretion. These clients should refer to the independent registered investment advisers disclosure document(s) for information regarding the advisers policy and practices on brokerage recommendations and/or discretion.</p> <p>For clients in need of brokerage or custodial services, and depending on</p>

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**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV  
Part II**

Applicant:	SEC File Number:	Date:
<b>Broadleaf Partners, LLC</b>	801-	January 21, 2010

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---	-----------------------

Item of Form (identify)	Answer
	client circumstances and needs, Broadleaf may recommend the use of one of several broker/dealers, provided that such recommendation is consistent with Broadleaf's fiduciary duty to the client. Broadleaf clients must evaluate these brokers before opening an account. The factors considered by Broadleaf when making this recommendation are the broker's ability to provide professional services, Broadleaf 's experience with the broker, the broker's reputation, and the broker's quality of execution services and costs of such services, among other factors. Clients are not under any obligation to effect trades through any recommended broker.

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