

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

Applicant:  Deans Knight Capital Management	SEC File Number:  801-	Date:  08/26/09
---	------------------------------	-----------------------

(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: Deans Knight Capital Management		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
1.D	<p>Deans Knight Capital Management Ltd. (the "Registrant"), provides investment supervisory services for a percentage of assets under management in addition to performance based fees.</p> <p>The Registrant is a respected British Columbia-based investment firm focused on high income and growth mandates. Formed in 1992, the Registrant is also the manager of several other specialized funds and has total assets under management of approximately \$1.4 billion.</p> <p>Pursuant to the terms of the Investment Advisor Agreement, the Registrant typically is entitled to an advisory fee at an annual rate of 1.5% of assets managed plus applicable taxes (the "Investment Advisory Fee"). Fees payable to the Investment Advisor are calculated and payable quarterly, in arrears, based on the Net Asset Value of the assets under management.</p> <p>For some of its fee arrangements, the Registrant is entitled to an advisory fee of 1% of assets managed, and a further performance fee of up to 1%, if annual returns for accounts are greater than 10%.</p>	
2.G	In addition the registrant provides investment advice to other pooled investment vehicles.	
4.A.5	Registrants Investment Strategy is a "Bottom up" fundamental research based approach. Our goal for each client is dependent on the goal of the client, and is either: 1) To grow capital with a concentrated portfolio of equity investment for a long term investment horizon; 2) To preserve capital and earn attractive income returns with a concentrated portfolio of income producing assets, for a long term investment horizon.	
5.	As general standards, an undergraduate degree and some prior business experience is required.	
6.	<p><b><u>Wayne Deans:</u></b> Birth Year 1946</p> <p>Wayne Deans co-founded the Registrant in 1992. Wayne was formerly President and Equity Portfolio Manager at MK Wong &amp; Associates of Vancouver. Prior to MK Wong &amp; Associates, Wayne was a Vice-President and Director with Wood Gundy after spending 10 years with the Bank of Canada. Wayne earned a Bachelor of Commerce degree at Sir George Williams University in 1968 and an MBA from McMaster University in 1970. In 1996, he was named Canadian Mutual Fund Manager of the Year at the Analysts Choice Awards.</p> <p><b><u>Craig Langdon:</u></b> Birth Year 1973</p> <p>Craig Langdon, CA, CFA joined the Registrant in January 2000. Prior to joining Deans Knight, Craig was a Manager with PricewaterhouseCoopers LLP. Craig graduated from Wilfrid Laurier University in 1996 with a Bachelor of Business Administration degree and received his Chartered Accountant designation in 1998 and his Chartered Financial Analyst designation in 2001.</p> <p><b><u>Dillon Cameron:</u></b> Birth Year 1977</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:  Deans Knight Capital Management	SEC File Number:  801-	Date:  08/26/09
---	------------------------------	-----------------------

(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: Deans Knight Capital Management		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
	<p>Dillon Cameron, CFA joined the Registrant in September 2000. Prior to joining Deans Knight, Dillon worked on the trading floor at Scotia Capital Inc. in Toronto. Dillon graduated from Bishop's University in 1999 with a Bachelor of Business Administration degree majoring in Finance and received his Chartered Financial Analyst designation in 2002.</p> <p><b><u>Mike Schaab:</u></b> Birth Year 1972</p> <p>Michael Schaab, CA, CFA joined the Registrant in May 2003. Prior to joining the Registrant, Mike was a Manager with PricewaterhouseCoopers LLP. Mike graduated from University of Western Ontario in 1995 with an Honours Bachelor of Arts degree with Distinction in Psychology and received his Chartered Accountant designation in 1998 and his Chartered Financial Analyst designation in 2006.</p> <p><b><u>Mark Myles:</u></b> Birth Year 1971</p> <p>Mark Myles, CA, CPA (in Illinois) joined the Registrant in November 2005. Prior to joining the Registrant, Mark was a Senior Manager with PricewaterhouseCoopers LLP. Mark graduated from Dalhousie University in 1995 with a Bachelors of Commerce degree, received his Chartered Accountant designation in 1997 and his Certified Public Accountant designation in Illinois in 2001.</p>	
8.C.12 & 8.D	The Registrant has a wholly owned subsidiary, Deans Knight Energy Fund GP Ltd., which is the General Partner of the DK Energy Fund Limited Partnership, a closed-ended pooled fund managed by the Registrant.	
9.	The Registrant has adopted a Code of Ethics and Standards of Professional Conduct (the "Code of Ethics") which applies to all of its employees. The Code of Ethics is in place to protect the interest of all of the Registrant's clients. The Code of Ethics provides policies governing the conduct of business including conflicts of interest, privacy issues and confidentiality. A copy of the Code of Ethics may be obtained by contacting the Registrant.	
10.	The Registrant has discretionary investment management authority over clients' custodial accounts. Minimum account sizes vary, though generally a minimum required account size is set at \$5,000,000. These stated recommended minimums may be relaxed at the discretion of the Registrant.	
11.A	<p>Each Discretionary Investment Management Agreement must be signed by the client and accepted, in writing, by a duly appointed Officer of Deans Knight and reviewed by the designated Compliance Officer. Each client will receive Deans Knight Capital Management Ltd. Statement of Policies Concerning Related Registrants and Statement of Policies Concerning Securities Of Related and Connected Issuers.</p> <p>Any changes to a client's mandate profile is documented in writing to the client. Completed and accepted Discretionary Investment Management Agreement signed by the client and a duly appointed Officer of Deans Knight must be obtained prior to the initial transaction. Action will be taken to ensure documentation is finalized and in good order as soon as possible.</p>	

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

Applicant:	SEC File Number:	Date:
Deans Knight Capital Management	801-	08/26/09

(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: Deans Knight Capital Management		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
11.B	<p>Missing, pending or incomplete account documentation will be monitored by the administrative staff who then report to the designated Compliance Officer. All original account documentation will be kept on file at Deans Knight's Vancouver office.</p> <p>Each client receives a quarterly commentary from Deans Knight for each of their investments managed by the company. This commentary also includes a detailed portfolio listing and the annualized rate of return of the investment since inception.</p> <p>For those clients invested in pooled funds, each client receives a copy of the audited annual financial statements of the respective fund and each client receives a copy of the Company's Statement of Policies Concerning Securities of Related Issuers and Concerning Related Registrants, annually.</p>	
12.A	<p>All trading must be approved by the Portfolio Manager. Once approved, orders are placed through outside brokers. Selecting the broker through whom the trade is executed is based on research &amp; ideas provided and/or ability to receive best execution price. Commission structure is the same through all brokers. The administrator/trader must ensure proper documentation is produced for every trade. This will include the generation of appropriate trade tickets to properly reflect the number of shares/units, a buy or sell, broker used, clients traded for, date traded, date to be settled, and the market price of the trade (other information will be included as deemed appropriate). The administrator/trader will then ensure the trade is properly settled with the appropriate broker. The Manager, and others responsible for placing the trades, will review the summary of trades by way of reports generated by the system. This will be done no later than the day following the trade date.</p>	
13.B	<p>The Sandringham Group, LLC ("Sandringham") &amp; Deans Knight Capital Management, Ltd ("Deans Knight") have entered into a business relationship whereby Sandringham provides Consulting &amp; Marketing Services to Deans Knight.</p> <p>Sandringham is compensated by Deans Knight with a monthly retainer and by sharing in advisory fees charged by Deans Knight to mutual clients. Sandringham's portion of the advisory fee amounts to 50 basis points of the 150 basis points fee charged by Deans Knight.</p> <p>It should be noted that the fees Sandringham receives does not in any way contribute to the client receiving any additional fees above and beyond the normal Deans Knight fee structure.</p>	

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