

FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1****OMB APPROVAL**

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Name of Investment Adviser: Downriver Capital Management, LLC						
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code:	Telephone Number:
	1310 N. Maple	Spokane	WA	99201	509-991-0024	

**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 government authority.**

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(Schedule A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.

Applicant: **Downriver Capital Management, LLC**

SEC File Number:
801-

Date:
June 3, 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.) **Estimates**

Applicant:

- | | | |
|---|--|--------------|
| <input checked="" type="checkbox"/> (1) | Provides investment supervisory services | <u>100</u> % |
| <input type="checkbox"/> (2) | Manages investment advisory accounts not involving investment supervisory services..... | _____ % |
| <input type="checkbox"/> (3) | Furnishes investment advice through consultations not included in either service described above... | _____ % |
| <input type="checkbox"/> (4) | Issues periodicals about securities by subscription | _____ % |
| <input type="checkbox"/> (5) | Issues special reports about securities not included in any service described above..... | _____ % |
| <input type="checkbox"/> (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities..... | _____ % |
| <input 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.)

- 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 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 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 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)

- | | |
|---|---|
| <input checked="" type="checkbox"/> A. Equity securities | <input 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 checked="" type="checkbox"/> (3) Foreign issuers | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | <input type="checkbox"/> J. Futures contracts on: |
| <input type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (2) intangibles |
| <input type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input 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 type="checkbox"/> (3) other (explain on Schedule F) |
| <input 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 security analysis methods include: (check those that apply)

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

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

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and 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 |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | Securities and Exchange Commission |
| (4) <input type="checkbox"/> Corporate rating services | (7) <input checked="" type="checkbox"/> Company press releases |
| | (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 held at least a year) | (5) <input type="checkbox"/> Margin transactions |
| (2) <input checked="" 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 checked="" type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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, please 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 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 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.)

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 sell for itself securities it also recommended 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 advisory 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 condition 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 account, 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.

The underlying securities in client's accounts are continuously monitored by the managing partner; asset allocation, cash management, market prospects and individual issue prospects are considered. Particular attention is given to changes in company earnings, book value, industry outlook, market outlook and price levels. A model is used for each investment product. Accounts are compared and adjusted to the appropriate product model.

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

Downriver Capital Management, LLC does not send regular reports to clients. The clients' independent qualified custodian holding the account sends monthly statements directly to clients. The monthly statements will list all securities held in the account as well as any transactions including Downriver Capital Management's management fees deducted from the account during the reporting period.

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 securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (4) commission rates paid? | <input type="checkbox"/> | <input checked="" 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 product 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
- B. directly or indirectly compensates any person for client referrals? ☐ Yes ☒ No

(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

**Schedule F of
Form ADV**

Applicant: Downriver Capital Management, LLC	SEC File Number:	Date: June 3, 2010
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Continuation Sheet for Form ADV Part II

(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: Downriver Capital Management, LLC	IRS Empl. Ident. No.:
Item of Form (identify)	Answer
Item 1	<p><u>Advisory Services</u> Downriver Capital Management, LLC ("Downriver") is an independent money-management firm founded on January 1, 2010 in Spokane, Washington. The firm was founded by William Lang, who also serves as managing member. Downriver offers investment advice and management to individually managed accounts in both direct and sub-advisory agreements. Registrant holds a limited power of attorney to act on a discretionary basis with client funds. Client funds are deposited in either a brokerage firm or a bank custodian account. Each client completes a written document selecting the investment product with guidelines to managing their account including any reasonable restrictions.</p> <p><u>Investment Strategy Overview</u> Downriver Capital Management, LLC offers two separate strategies, a Micro-cap Value strategy and a Tactical ETF strategy.</p> <p><u>Micro-cap Value</u> The Micro-cap Value strategy normally strives to invests in 25 to 40 of the smallest publicly traded domestic equities that it considers to be both fundamentally undervalued and financially robust.</p> <p><u>Tactical ETF Strategy</u> The Tactical ETF Strategy uses Exchange Traded Funds ("ETF") shares to take long positions and short positions. These ETF's often seek a return that is either 300%, 200%, -100%, -200% or -300% of the return of an index or other benchmark (target) for a single day. Due to the compounding of daily returns, the ETF returns over periods other than one day will likely differ in amount and possibly direction from the target return for the same period. Downriver Capital Management may at its discretion invest a portion of its clients' portfolios using the Tactical ETF Strategy in negatively correlated ETFs or mutual funds. Negatively correlated ETFs or mutual funds may rise in value while the general stock market declines. Downriver Capital Management may add these negatively correlated ETFs or mutual funds in an attempt to reduce the volatility of a client's portfolio or profit from a market decline. The addition of negatively correlated investments does not in any way guarantee that the volatility, draw down or loss of portfolio principal will be lower and it may actually reduce long-term portfolio performance.</p> <p><u>Portfolio Turnover</u> Downriver Capital Management projects that portfolio turnover in its strategies will range between 65% - 100% per year, depending on market</p>

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

**Schedule F of
Form ADV**

Applicant: Downriver Capital Management, LLC	SEC File Number:	Date: June 3, 2010
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Continuation Sheet for Form ADV Part II

(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: Downriver Capital Management, LLC	IRS Empl. Ident. No.:										
Item of Form (identify)	Answer										
	conditions. The micro-cap space is inherently more inefficient and volatile, which will result in higher portfolio turnover. Higher turnover (more transactions) results in a higher amount of securities transaction commission that the client must pay and in taxable accounts the potential of increased capital gains or losses which effect the tax paid by the client.										
Item 1C(1)	<p><u>Fees for investment advisory services</u></p> <p>The fee schedule is based on a percentage of assets under management, payable in arrears at the beginning of each calendar quarter based on the net market value of the account on the last day of the calendar quarter. Fees are negotiable and vary based on the size and type of the investment. Registrant may grant "Most Favored Nation status" to certain clients at its discretion. This Most Favored Nation status is a contractual agreement where Downriver agrees that it will charge a fee equal to the lowest fee charged for a similar relationship. This allows Downriver to lower fees charged to certain clients having Most Favored Nation status in the future. Downriver may at its sole discretion negotiate fees. Comparable services may be available from other sources for lower fees than those charged by Downriver. Downriver's fees are separate from and in addition to any fees charged by a mutual fund held in a client's account. Accounts managed through Broker's Managed Accounts programs are subject to additional fees charged by the broker.</p> <p>Except as may be otherwise negotiated in particular cases, a client may terminate an account by giving written notice. In all cases, expenses and the pro rata portion of the quarterly fee through the date of termination are charged to the client. All prepaid but unearned advisory fees are refunded to the client on termination of an account.</p> <p><u>Fee Schedule</u></p> <table border="0"> <thead> <tr> <th><u>Assets Under Management</u></th><th><u>Annual Fees</u></th></tr> </thead> <tbody> <tr> <td>From \$0 to \$1,000,000</td><td>1.00%</td></tr> <tr> <td>Additional assets from \$1,000,001 to \$5,000,000</td><td>0.90%</td></tr> <tr> <td>Additional assets from 5,000,001 to \$10,000,000</td><td>0.80%</td></tr> <tr> <td>Additional assets from \$10,000,001 and up</td><td>Negotiable</td></tr> </tbody> </table> <p><u>Investment Company Fees</u></p> <p>Investment company funds that are held by advisory clients will bear their own internal transaction and execution costs, as well as directly compensate their investment managers along with internal administrative services. Some funds pay 12b-1 fees, Distribution Fees, and or</p>	<u>Assets Under Management</u>	<u>Annual Fees</u>	From \$0 to \$1,000,000	1.00%	Additional assets from \$1,000,001 to \$5,000,000	0.90%	Additional assets from 5,000,001 to \$10,000,000	0.80%	Additional assets from \$10,000,001 and up	Negotiable
<u>Assets Under Management</u>	<u>Annual Fees</u>										
From \$0 to \$1,000,000	1.00%										
Additional assets from \$1,000,001 to \$5,000,000	0.90%										
Additional assets from 5,000,001 to \$10,000,000	0.80%										
Additional assets from \$10,000,001 and up	Negotiable										

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

**Schedule F of
Form ADV**

Applicant: Downriver Capital Management, LLC	SEC File Number:	Date: June 3, 2010
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Continuation Sheet for Form ADV Part II

(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: Downriver Capital Management, LLC		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
	<p>Shareholder Service Fees to broker-dealers that offer such funds to their clients. These charges affect the Net Asset Value of these fund shares and are thus indirectly borne by fund shareholders such as an Advisor client. Some fund companies have imposed a redemption fee. A redemption fee is another type of fee that some funds charge their shareholders when shares are sold or redeemed within a short period of time from the purchase of the fund shares. Although a redemption fee is deducted from redemption proceeds just like a deferred sales load, it is not considered to be a sales load. Unlike a sales load, which is generally used to compensate brokers, a redemption fee is typically used to defray fund costs associated with a shareholder's redemption and is paid directly to the fund, not to a broker. The SEC generally limits redemption fees to 2%. In most cases, the funds will use the "first-in, first-out" (FIFO) method to determine the holding period. Under this method, the date of the redemption will be compared with the earliest purchase date of shares held in the account. While it is not the general practice of Advisor to sell client's securities in a period that would generate a redemption fee, it should be anticipated that Advisor might do so if in its opinion the sale is in the client's best interests. Or fund shares must be redeemed to pay fees from the account. A complete explanation of these charges is contained in the prospectus and "Statement of Additional Information" for each investment company fund. You can get a prospectus from the investment company (through its website or by telephone or mail). Your financial professional or broker can also provide you with a copy.</p>	
Item 6	<p><u>Education and Business Background.</u> <u>William Lang</u> <u>Born 1974</u> <u>Education after High School</u> 2003 Chartered Financial Analyst Designation 1997 Bachelor of Business Administration degree from Gonzaga University 1993 – 1994 Fairfield University, Fairfield, CT</p> <p><u>Business Background:</u> 2010 To Present Downriver Capital Management, LLC, Spokane, WA Portfolio Manager 2001 To 2008 Signia Capital Management, LLC, Spokane, WA; Cofounder, Portfolio Manager 1996 To 2000 ICM Asset Management, Inc., Spokane, WA; Equity Research Analyst</p>	

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

**Schedule F of
Form ADV**

Applicant: Downriver Capital Management, LLC	SEC File Number:	Date: June 3, 2010
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Continuation Sheet for Form ADV Part II

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Downriver Capital Management, LLC		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
Item 9	<p><u>Participation or Interest in Client Transaction.</u></p> <p><u>Buying or Selling Recommended Securities</u> From time-to-time the interests of the principals and employees of Downriver may coincide with those of a client. Individual stock may be bought, held or sold by a principal or employee of Downriver that is also recommended to or held by a client. If potential insider information is inadvertently provided or learned by a principal or employee, it is the policy of Downriver strictly to prohibit its use.</p> <p>It is the policy of Downriver to permit the firm, its employees and IARs to buy, sell and hold the same securities that the IAR also recommends to clients. It is acknowledged and understood that Downriver performs investment services for various clients with varying investment goals, risk profiles and time horizons. As such, the investment advice may differ between clients and investments made by Downriver IARs. Downriver has no obligation to recommend for purchase or sale a security that Downriver, its principals, affiliates, employees or IARs may purchase, sell, or hold. When a decision is made to liquidate a security from all applicable accounts, priority would always be given to the client's order before those of a related or associated person to the advisor. Downriver has procedures dealing with insider trading, employee-related accounts, "front running" and other issues that may present a potential conflict when such purchase, sales or recommendations are made. In general, these policies and procedures are intended to eliminate, to the extent possible, the adverse effect on clients of any such potential conflicts of interest. Downriver will provide a copy of its Code of Ethics to Clients or potential clients upon request.</p>	
Item 10	<p><u>Minimum Account Size</u> It is the policy of Downriver Capital Management to only accept new accounts larger than \$30,000. Downriver Capital Management may at its sole discretion accept accounts smaller than \$30,000.</p>	
Item 12A	<p><u>Investment or Brokerage Discretion</u> Investment supervisory clients grant Downriver a limited power of attorney to select, purchase or sell securities without obtaining the specific consent of the client within the client's account(s) under the management of Downriver. There are no restrictions upon the securities that may be purchased, sold or held in the client's account unless these restrictions are provided to Downriver in writing.</p>	
Complete amended pages in full, circle amended items and file with execution page (page 1).		

**Schedule F of
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Applicant:
Downriver Capital
Management, LLC

SEC File Number:

Date:
June 3, 2010

Continuation Sheet for Form ADV Part II

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Downriver Capital Management, LLC	IRS Empl. Ident. No.:
Item of Form (identify)	Answer
	<p>Downriver will vote proxies for securities held in account that it directly manages.</p> <p><u>Proxy Voting Policy</u> Downriver has adopted a written policy regarding the voting of client proxies that is designed to ensure that the Company fulfills its fiduciary obligation to its clients to monitor corporate actions and vote client proxies. The written policies are designed to address a wide range of common business and social issues often contained in proxy statements and vote them in the best interest of Downriver's clients. Items not specifically addressed in the policy will be dealt with on a case-by-case basis by Downriver. If a material conflict of interest does present itself, Advisor will notify the affected clients and/or refrain from voting the respective shares. The Company shall vote proxies in a way that it believes will cause securities to increase the most or decline the least in value in order to maximize shareholder value. Consideration will be given to both the short and long-term implications of the proposal to be voted on when considering the optimal vote.</p> <p>Clients can obtain a copy of the firm's Proxy Voting Guidelines by contacting the Company directly. Upon request, the Company can also provide clients with information on how it has voted on a specific proxy item if clients identify the security and item they are interested in. Requests should be submitted in writing to assure they are clearly understood to the following address:</p> <p style="text-align: center;">Chief Compliance Officer Downriver Capital Management, LLC 1310 North Maple St Spokane, WA 99201</p> <p><u>Allocation of thinly traded securities.</u> Advisor may allocate securities among accounts when enough of a particular security(ies) cannot be purchased or sold on a given day at a desired price. In this event, the advisor will allocate the shares actually purchased or sold on a rotational basis. Advisor may remove small allocations from the process if in Advisor's opinion they would not be in the best interest of the client.</p> <p>Clients may place restrictions upon the type of securities or specific security to be purchased, sold or held in the client's managed accounts. These restrictions by the client must be made in writing to the advisor. Any restrictions on the ability of the advisor to manage the client assets may have an adverse impact on the performance of the account.</p>

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

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Downriver Capital Management, LLC		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
Item 12B	<p><u>Investment or Brokerage Discretion - Suggested Brokers</u> Advisor may suggest or recommend that clients use a particular custodian and/or broker-dealer. The criteria for suggesting a broker/dealer include reasonableness of commissions, and other costs of trading; ability to facilitate trades; access to client records; computer trading support, and other operational considerations. These factors will be reviewed from time to time to assure the best interests of the client are upheld.</p> <p><u>Directed Brokerage</u> If a client directs the advisor to execute securities transaction at a broker other than one the advisor uses for its other clients the client will forgo any benefit from savings on execution costs that the advisor may have obtained through its negotiation of volume discounts or batched orders. In directing the use of a particular broker or dealer, it should be understood that the advisor will not have authority to negotiate commissions or obtain volume discounts, and best execution may not be achieved. The client may incur higher commissions, other transactions costs or greater spreads, or receive less favorable net prices, on transaction for his or her account than would otherwise be the case had the client determined to effect transactions through alternative brokerage relationships generally available through the advisor.</p>	
Item 13 A	<p><u>Additional Compensation</u> Advisor may recommend that clients establish brokerage accounts with a specific custodian ("Custodian"), normally a registered broker-dealer, Member SIPC/FINRA, to maintain custody of clients' assets and to effect trades for their accounts. The Custodian provides Advisor with access to its institutional trading and operations services, which are typically not available to retail investors. These services generally are available to independent investment advisors at no charge to them so long as the advisor maintains a minimum amount of account assets at the Custodian. The Custodian's services include research, brokerage, custody, access to mutual funds and other investments that are otherwise available only to institutional investors or would require a significantly higher minimum initial investment. The Custodian also makes available to Advisor other products and services that benefit Advisor but may not benefit its clients' accounts. Some of these other products and services assist Advisor in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide</p>	

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

**Schedule F of
Form ADV**

Applicant: Downriver Capital Management, LLC	SEC File Number:	Date: June 3, 2010
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Continuation Sheet for Form ADV Part II

(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: Downriver Capital Management, LLC		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
	<p>research, pricing information and other market data, facilitate payment of Advisor' fees from its clients' accounts, and assist with back-office support, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of Advisor' accounts, including accounts not maintained at the Custodian. The Custodian may also provide Advisor with other services intended to help Advisor manage and further develop its business enterprise. These services may include consulting, publications and presentations on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, the Custodian may make available, arrange and/or pay for these types of services to Advisor by independent third parties. The Custodian may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to Advisor. The availability to Advisor of the foregoing products and services is not contingent upon Advisor committing to the Custodian any specific amount of business (assets in custody or trading).</p>	
	<u>END OF SCHEDULE F</u>	
	<p><u>Privacy Statement</u></p> <p>We, like other professionals who advise on personal financial matters, are required by federal law to inform our clients of their policies regarding the privacy of client information.</p> <p>In the course of providing our clients with certain advice, we may receive nonpublic personal financial information from our clients, their accountants and other representatives, such as financial statements, tax returns and other personal information. All nonpublic personal information that we receive regarding our clients or former clients is held in strict confidence in accordance with our professional obligations, and is not released to people outside the Firm, except with your consent or as required by law or to explain our actions to professional organizations that we are members of. We may share certain information with third parties who assist us in providing our services to your (such as administrative and client service functions) or marketing services, as permitted by law, subject to the obligation of these third parties not to use or disclose such information for any other purpose.</p> <p>We retain records relating to professional services that we provide so that we are better able to assist you with your professional needs and, in some cases to comply with professional guidelines. In order to guard your nonpublic personal information from unauthorized disclosure, we maintain physical, electronic and procedural safeguards.</p>	
Complete amended pages in full, circle amended items and file with execution page (page 1).		

**Schedule F of
Form ADV**

Applicant:
**Downriver Capital
Management, LLC**

SEC File Number:

Date:
June 3, 2010

Continuation Sheet for Form ADV Part II

(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: Downriver Capital Management, LLC	IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
	If your financial situation, goals or risk tolerance has changed since you last notified us in writing, please contact us immediately.	

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