

**Item 1 – Cover Page**

Golden Sun Capital Management, LLC

885 Arapahoe Avenue

Boulder, Colorado 80302

303-449-6125

February 22, 2011

This Brochure provides information about the qualifications and business practices of Golden Sun Capital Management, LLC. If you have any questions about the contents of this Brochure, please contact us at 303-449-6125. 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.

Solomon Halpern and Jesse Grimes are registered investment advisers. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provides you with information which can help you determine whether to hire or retain an Adviser.

Additional information about Golden Sun Capital Management, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated February 22, 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our Brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Jesse Grimes at 303-449-6125 or [jgrimes@goldensuncapital.com](mailto:jgrimes@goldensuncapital.com).

Additional information about Golden Sun Capital Management, LLC is also available via the SEC’s web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site also provides information about any persons affiliated with Golden Sun Capital Management, LLC who are registered, or are required to be registered, as investment adviser representatives of Golden Sun Capital Management, LLC.

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#### **Item 4 – Advisory Business**

Golden Sun Capital Management, LLC was founded in 2002. Solomon Halpern is the principal owner of Golden Sun Capital Management, LLC. Golden Sun Capital Management, LLC offers investment management services. Although Golden Sun Capital Management, LLC does not hold itself out as providing financial planning services, Golden Sun Capital Management, LLC may advise clients, incidental to providing investment advisory services, on planning related matters.

In general, Golden Sun Capital Management, LLC uses an open architecture investment allocation approach that fits the needs of each specific client by developing asset allocation models in-house, or through utilizing the services of sub-advisors, and will allocate client assets designated as discretionary to custom or model-driven portfolios of securities such as equities & bonds, mutual funds, exchange traded funds (“ETFs”), money market funds, fixed income investments and/or other securities (“Traditional Investment Portfolios”). Golden Sun Capital Management, LLC may employ various strategies including, but not limited to, charting, fundamental analysis, technical analysis, and cyclical analysis to actively manage each Traditional Investment Portfolio.

On a non-discretionary and fully disclosed basis, Golden Sun Capital Management, LLC may provide general advice to Clients regarding private investments and business ventures. Clients may, in writing, place reasonable limitations upon Golden Sun Capital Management, LLC’s limited discretionary authority. Any manager or Sub-advisor hired by Golden Sun Capital Management, LLC receives a fee for providing its services.

Prior to engaging Golden Sun Capital Management, LLC to provide investment management services, the client will be required to enter into a formal *Investment Advisory Agreement* with Golden Sun Capital Management, LLC setting forth the terms and conditions under which Golden Sun Capital Management, LLC shall manage the client’s assets, and (to the extent applicable and/or required) a separate custodial/clearing agreement with the specific mutual fund/insurance company, or other designated broker-dealer/custodian. *The Investment Advisory Agreement* between Golden Sun Capital Management, LLC and the client will continue in effect until terminated by either party by written notice.

Golden Sun Capital Management, LLC’s clients are advised in the *Investment Advisory Agreement* that Traditional Investment Portfolios may involve above average portfolio turnover which could negatively impact upon a net after-tax gain experienced by a client.

The investments in which Golden Sun Capital Management, LLC may invest client’s funds are likely to have differing degrees of risk associated therewith. None of the investments are “risk-free”, and certain securities such as futures contracts, stock index futures contracts, options on

stock index futures contracts, and options on securities and stock indices, have a substantial amount of risk associated therewith. Private investments also have substantial risk. In addition, as noted by historical market turmoil, even investments such as equity or bond index funds, traditionally thought of as generally safe, have the potential to incur substantial losses.

Certain investment opportunities that become available to Golden Sun Capital Management, LLC's clients may be limited. For example, various mutual funds, ETFs, or IPO offerings from time to time, limit the number of shares available for purchase by Golden Sun Capital Management, LLC's clients or private investment funds may limit subscriptions. In order to meet its fiduciary duties to all of its clients, Golden Sun Capital Management, LLC will endeavor to allocate investment opportunities among all clients on a fair and equitable basis. However, except as otherwise provided by federal or state securities laws, Golden Sun Capital Management, LLC shall not be liable for an adverse decision by a mutual fund or insurance company to unilaterally restrict and/or prohibit client activities.

In performing its services, Golden Sun Capital Management, LLC shall not be required to verify any information received from the client or from the client's agent or other professionals, and is expressly authorized to rely thereon. Golden Sun Capital Management, LLC is also expressly authorized to rely on instructions of the client or client's authorized agent who holds durable power of attorney with respect to the management or withdrawals of the client's assets. The client is free to accept or reject any recommendation made by Golden Sun Capital Management, LLC. Moreover, each client is advised that it remains his/her/its responsibility to promptly notify Golden Sun Capital Management, LLC if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Golden Sun Capital Management, LLC's previous recommendations and/or services, or if they wish to impose any reasonable restrictions upon Golden Sun Capital Management, LLC's management services.

Golden Sun Capital Management, LLC does not participate in wrap fee programs.

Golden Sun Capital Management, LLC manages \$2,300,000.00 as of February 22, 2011 of discretionary assets. Golden Sun Capital Management, LLC does not manage non-discretionary assets.

Golden Sun Capital Management, LLC is the general partner of the Golden Sun Multi-Manager Fund, L.P., which is a private investment fund that is currently being liquidated.

### Item 5 – Fees and Compensation

Golden Sun Capital Management, LLC is compensated through an annual investment advisory fee for investment and wealth management services (the “Adviser Fee”) ranges from .85% to 2.5% of assets under management subject to a \$1,000.00 minimum quarterly fee.

#### FEE/COMPENSATION SCHEDULE

2.50% of Designated Assets under Management (\$1,000.00 minimum quarterly fee)	Under to \$500,000
1.50% of Designated Assets under Management	\$500,000 to \$1mm
1.00% of Designated Assets under Management	\$1mm to \$5mm
0.85% of Designated Assets under Management	\$5mm +

\*The Fee Schedule is not scaled

Golden Sun Capital Management, LLC’s Adviser Fees shall be prorated and paid quarterly, in advance, based upon the market value of the client account on the last business day of the previous quarter. No increase in Adviser Fees shall be effective without prior written notification to the client. Either or both of Golden Sun Capital Management, LLC’s *Investment Advisory Agreement* and the custodial/clearing agreement may authorize the designated custodian to debit client accounts for the amount of Golden Sun Capital Management, LLC’s investment management fee and to directly remit that management fee to Golden Sun Capital Management, LLC in accordance with required SEC or State law procedures.

Golden Sun Capital Management, LLC may, on a client by client basis, enter into a side agreement with certain clients in which such clients pay fees greater or less than other clients.

Where the *Investment Advisory Agreement* is terminated during a quarter a pro-rated refund of any pre-paid management fees will be made to the client based on the number of days remaining in the quarterly billing period.

Golden Sun Capital Management, LLC will generally require a minimum account size of \$50,000.00 for investment management services. Golden Sun Capital Management, LLC, in its sole discretion, may accept lesser account sizes or charge a lesser management fee.

To the extent applicable, custodians and/or broker-dealers sometimes charge transaction fees and/or commissions for effecting certain securities transactions these fees are in addition to Golden Sun Capital Management, LLC's Adviser Fee. In addition to Golden Sun Capital Management, LLC's Adviser Fee, and brokerage commissions and/or transaction fees, the client will also incur, relative to all mutual fund purchases, charges imposed at the mutual fund level (e.g. advisory fees and other fund expenses). If a client has chosen to invest in private investments, clients are generally charged management and/or performance fees or allocations as set forth in the respective private investment private placement memorandum and limited partnership agreement, or other governing document. Such fees are in addition to the Adviser Fee. Refer to brokerage Item 12.

To the extent that a client authorizes the use of margin, and margin is thereafter employed by Golden Sun Capital Management, LLC in the management of the client's investment portfolio, the market value of the client's account and corresponding fee payable by the client to Golden Sun Capital Management, LLC will be increased. As a result, in addition to understanding and assuming the additional principal risks associated with the use of margin, clients authorizing margin are advised of the potential conflict of interest whereby the client's decision to employ margin shall correspondingly increase the management fee payable to Golden Sun Capital Management, LLC. Accordingly, the decision as to whether to employ margin is left totally to the discretion of the client. To the extent applicable, clients are advised that the use of margin in a retirement account could subject the account to unrelated business income tax, and that they should discuss the issue with their tax advisors.

Golden Sun Capital Management, LLC strives to eliminate as many conflicts of interest as it can. To this end Golden Sun Capital Management, LLC is not affiliated with a broker/dealer and does not accept commission payments on the investments it recommends and strives to use "no-load" mutual funds whenever available. When a conflict of interest does arise it is disclosed to clients. One such conflict is that Solomon Halpern (not Golden Sun Capital Management, LLC) receives compensation, which does not affect Golden Sun Capital Management, LLC's Adviser Fee, from Graystone Capital, an asset based lending company that Golden Sun Capital Management, LLC may recommend making private investments with. This is a conflict of interests in that Mr. Halpern has an incentive to recommend this investment based on compensation received rather than on a client's need.

#### **Item 6 – Performance-Based Fees and Side-By-Side Management**

Golden Sun Capital Management, LLC does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

### **Item 7 – Types of Clients**

Golden Sun Capital Management, LLC provides services to individuals, high net worth individuals, corporate pension and profit-sharing plans, charitable institutions, foundations, endowments, trusts, and other U.S. and international individuals or institutions. Golden Sun Capital Management, LLC will generally require a minimum account size of \$50,000.00 for investment management services.

### **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

In general, Golden Sun Capital Management, LLC uses an open architecture investment allocation approach that fits the needs of each specific client by developing asset allocation models in-house, or through utilizing the services of sub-advisors, and will allocate client assets designated as discretionary to custom or model-driven portfolios of securities such as equities & bonds, mutual funds, exchange traded funds (“ETFs”), money market funds, fixed income investments and/or other securities (“Traditional Investment Portfolios”). Golden Sun Capital Management, LLC may employ various strategies including, but not limited to, charting, fundamental analysis, technical analysis, and cyclical analysis to actively manage each Traditional Investment Portfolio. On a non-discretionary and fully disclosed basis, Golden Sun Capital Management, LLC may provide general advice to Clients regarding private investments and business ventures.

Strategies employed by Golden Sun Capital Management, LLC may involve frequent trading. Frequent trading can have the negative effect of increasing brokerage and transaction costs as well as taxes.

Golden Sun Capital Management, LLC primarily uses mutual funds to make client investment allocations. In addition to bearing the risks associated with their underlying holdings, mutual funds impose additional administrative, management and/or other costs.

Investing in securities involves risk of loss that clients should be prepared to bear.

### **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Golden Sun Capital Management, LLC or the integrity of Golden Sun Capital Management, LLC’s management. Golden Sun Capital Management, LLC, has no information applicable to this Item.

### **Item 10 – Other Financial Industry Activities and Affiliations**

Golden Sun Capital Management, LLC does not have any brokerage affiliates.



Golden Sun Capital Management, LLC's principal Solomon Halpern is the President of another registered investment advisory firm, Highlander Wealth Services, LLC, Mr. Halpern is also an employee of Graystone Capital, an asset based lending company that Golden Sun Capital Management, LLC may recommend making private investments with.

### **Item 11 – Code of Ethics**

Golden Sun Capital Management, LLC has implemented a Code of Ethics ("Code") relative to personal securities transactions. The Code serves to establish a standard of business conduct for all of Golden Sun Capital Management, LLC's Access Persons that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

Golden Sun Capital Management, LLC's Code requires, among other things, that Employees:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets;
- Place the integrity of the investment profession, the interests of clients, and the interests of the Company above one's own personal interests;
- Conduct all personal securities transactions in a manner consistent with the policy;
- Comply with applicable provisions of the federal securities laws.

Only members of the Company's management team are designated as Access Persons subject to the Code of Ethics.

Solomon Halpern (not Golden Sun Capital Management, LLC) receives compensation from Graystone Capital, an asset based lending company with whom Golden Sun Capital Management, LLC may recommend making private investments. This is a conflict of interests in that Mr. Halpern has an incentive to recommend this investment based on compensation received rather than on a client's need. This conflict is additionally disclosed in the documents required to make an investment with Graystone Capital.

### **Item 12 – Brokerage Practices**

Factors which Golden Sun Capital Management, LLC considers in recommending a particular broker-dealer/custodian to clients include financial strength, reputation, execution, pricing, reporting, research, and service. The brokerage commissions, transaction fees and/or custodial fees charged are exclusive of, and in addition to, Golden Sun Capital Management, LLC Adviser Fees. Golden Sun Capital Management, LLC will not directly receive any of the brokerage commissions and/or transaction fees charged to the client.

Factors which Golden Sun Capital Management, LLC has considered in generally recommending Schwab Institutional include financial strength, reputation, execution, pricing, reporting, research, service, and the existing working relationship with Golden Sun Capital Management, LLC. In addition, Golden Sun Capital Management, LLC's general policies relative to the execution of client securities brokerage transactions are as follows:

Execution of Brokerage Transactions (when applicable). If requested, Golden Sun Capital Management, LLC will arrange for the execution of securities brokerage transactions for the account through broker-dealers that Golden Sun Capital Management, LLC reasonably believes will provide "best execution". In seeking best execution, the determinative factor is not the lowest possible commission cost but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services including the value of research provided, execution capability, transaction fees, and responsiveness. Accordingly, although Golden Sun Capital Management, LLC will seek competitive transaction fees, it may not necessarily obtain the lowest possible transaction fees for account transactions.

Transactions for each client account generally will be effected independently, unless Golden Sun Capital Management, LLC decides to purchase or sell the same securities for several clients at approximately the same time. Golden Sun Capital Management, LLC may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among Golden Sun Capital Management, LLC's clients differences in prices and transaction fees or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among Golden Sun Capital Management, LLC's clients in proportion to the purchase and sale orders placed for each client account on any given day. To the extent that Golden Sun Capital Management, LLC determines to aggregate client orders for the purchase or sale of securities, including securities in which Golden Sun Capital Management, LLC's principal(s) and/or associated person(s) may invest, Golden Sun Capital Management, LLC shall generally do so in accordance with the parameters set forth in SEC No-Action Letter, SMC Capital, Inc. Golden Sun Capital Management, LLC shall not receive any additional compensation or remuneration as a result of the aggregation.

Clients may direct Golden Sun Capital Management, LLC to use a particular broker-dealer (subject to Golden Sun Capital Management, LLC's right to decline and/or terminate the engagement) to execute some or all transactions for the client's account. In such event, the client will negotiate terms and arrangements for the account with that broker-dealer, and Golden Sun Capital Management, LLC will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by Golden Sun Capital Management, LLC. As a result, client may pay higher transaction fees or other transaction costs or greater spreads, or

receive less favorable net prices, on transactions for the account than would otherwise be the case.

Golden Sun Capital Management, LLC does not have soft-dollar arrangements with any Broker Dealers. Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Golden Sun Capital Management, LLC may receive from a particular broker-dealer/custodian back-office support services as part of an aggregate asset based fee program which allow Golden Sun Capital Management, LLC to better monitor and service client accounts maintained at a particular broker-dealer/custodian. In addition, Schwab institutional provides all of its clients with research reports and investment platform services that Golden Sun Capital Management, LLC may utilize to better serve its clients.

### **Item 13 – Review of Accounts**

Solomon Halpern, as Golden Sun Capital Management, LLC's President, will review client accounts at least twice per year specifically looking for irregularities and for unusual positions. Any issues will be resolved by the investment personnel with the oversight of the CCO, and if necessary, outside counsel. In addition to the at least quarterly reports from the broker dealer or other qualified custodian, Golden Sun Capital Management, LLC generally provides quarterly summary statements to clients. We urge you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. See Item 15.

### **Item 14 – Client Referrals and Other Compensation**

Currently Golden Sun Capital Management, LLC does not pay for referrals or get paid for making referrals.

### **Item 15 – Custody**

With respect to client assets managed through Traditional Investment Portfolios, client assets and securities will be custodied/maintained at the brokerage firm (generally Schwab Institutional, Rydex SGI or Ceros Financial), specific mutual fund or insurance company custodian that issued the security, mutual fund or variable life/annuity product, or will otherwise be custodied/maintained at a qualified custodian. With respect to client assets invested in private investments, the respective private investment's private placement memorandum will detail custody of such assets.

Clients receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Golden Sun Capital Management,

LLC urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

#### **Item 16 – Investment Discretion**

Golden Sun Capital Management, LLC is authorized, without prior consultation with the client, to buy, sell, and trade in stocks, bonds, mutual funds, ETFs and other securities and/or contracts, on margin (only if written authorization has been granted) or otherwise, and to give instructions in furtherance of such authority to the registered broker-dealer and the Custodian of the client's assets. In addition, Golden Sun Capital Management, LLC is also authorized to allocate a portion of the client's assets among independent investment managers and/or to engage the assistance of Sub-advisers to assist it with the management of the assets. The client may place reasonable restrictions on Golden Sun Capital Management, LLC with respect to the type or amount of securities to be purchased.

Any investment guidelines and restrictions a client wishes to impose must be provided to Golden Sun Capital Management, LLC in writing.

#### **Item 17 – Voting Client Securities**

As a matter of firm policy and practice, Golden Sun Capital Management, LLC 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.

#### **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about the firm's financial condition. Highlander Wealth Service, LLC has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

## **Supplementary Information**

### **Educational Background and Business Experience**

Solomon Halpern

Born: 1973

Post-Secondary Educational Background/Licenses:

Bachelor of Industrial Relations—McGill University, 1997

Recent Business Background:

Golden Sun Capital Management, LLC, President, 01/2009-Present

Golden Sun Capital Management, LLC, President, 04/2002-Present

Graystone Capital, VP Business Development/Investor Relations, 06/2010 to Present

### **Professional Designations**

Series 65: Uniform Investment Adviser Representative Exam

NFLPA: National Football League Players Association – Registered Player Financial Advisory

### **Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

### **Other Business Activities**

Solomon Halpern is the President of another registered investment advisory firm, Highlander Wealth Services, LLC. Mr. Halpern is also VP Business Development/Investor Relations for Graystone Capital, an asset based lending company with whom Golden Sun Capital Management, LLC may recommend making private investments.

### **Additional Compensation**

Solomon Halpern receives compensation for his roles with both Highlander Wealth Services, LLC and Graystone Capital.

### **Supervision**

Due to the small size of the firm there is no hierarchical supervision structure. However, all employees of Golden Sun Capital Management, LLC are expected to adhere to the firm's Code of Ethics, Privacy Policy and any other applicable firm or regulatory authority rules.