

Part 2A of Form ADV: *Firm Brochure*

Drum Hill Capital, LLC

191 Post Road West
Westport, CT 06880

Telephone: (203) 834-0534
Email: dnight@drumhill.com
Web Address: www.drumhill.com

11/07/2011

This brochure provides information about the qualifications and business practices of Drum Hill Capital. If you have any questions about the contents of this brochure, please contact us at (203) 834-0534 or dnight@drumhill.com. 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.

Additional information about Drum Hill Capital is also available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Drum Hill Capital's CRD number is 123359.

Item 2 Material Changes

This section of the brochure helps you quickly identify material changes from the last annual update of this brochure. The following are the material changes from the annual update of this brochure filed on March 31, 2011:

1. Change of Principal Address –

The firm's principal address is now:

191 Post Road West, Westport, Connecticut 06880.

(The primary phone number remains the same – 203-834-0534)

2. Assets Under Management –

As of October 31, 2011, Drum Hill Capital had the following client assets under management in the various services as described in Item 4:

Discretionary Assets Managed	\$73,949,749
Non-Discretionary Assets Managed	\$31,080,296
Total Assets Managed	\$105,030,045

This is a change from the \$75,197,413 Total Assets Managed as of March 31, 2011.

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Item 4 Advisory Business

Drum Hill Capital, LLC (“Drum Hill Capital,” “we,” the “adviser” or the “firm”) is an investment adviser formed as a limited liability company with its principal place of business located in Westport, Connecticut. We are a fee-only adviser that began conducting business in 1998. David Nightingale is our principal owner and President. We have been registered with the Security and Exchange Commission (“SEC”) since 2006.

We offer the following advisory services to our clients:

1. Managed Account Services
2. Comprehensive Household Reporting
3. Investment Consulting Services

1. Managed Account Services – Drum Hill Capital provides comprehensive advice and continuous management of a client’s portfolio based on the specific needs of the client. We prepare for each engagement by conducting personal discussions and gathering data to identify a client’s goals and objectives. We then develop a client’s strategic asset allocation plan and manage the portfolio based on that plan. During our data-gathering process, we determine the client’s individual objectives, time horizon, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client’s prior investment history as well as other unique circumstances that could affect the overall investment strategy and portfolio composition.

We primarily manage client’s portfolios using a “balanced” strategy, unless otherwise agreed upon. A balanced portfolio may include several asset classes in combination such as equity securities, fixed income securities, and inflation protected securities. From our experience and our study of long-term market data, we believe that holding certain combinations of asset classes while balancing expected return, risk, and correlation will optimize the long-term performance of a client’s portfolio. We also believe that diversification across asset classes offers the best means of controlling risk in a client’s portfolio, although no strategy can completely control or eliminate risk. In addition, it should be stressed that we will not allocate funds blindly to an asset class or asset subsector that we feel is fundamentally overvalued.

We manage these portfolios on a discretionary basis. Account supervision is primarily guided by the client’s stated objectives (objectives such as capital appreciation, income, or growth and income), as well as other considerations such as investment time horizon, tax sensitivity and cash withdrawal needs.

Our investment recommendations are not limited to any specific product or service and will generally include advice regarding some or all of the following securities:

Equity Securities	Mutual Funds and ETFs
Fixed Income Securities	Closed End Funds
Money Market Securities	Real Estate Investment Trusts

Because some types of investments involve certain additional degrees of risk, they will only be recommended and implemented when we believe the recommendation is consistent with the client's stated investment objectives, tolerance for risk, liquidity needs and suitability. Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Where appropriate and upon client approval we may recommend certain options transactions to be used in a client portfolio in an effort to reduce overall portfolio risk, increase portfolio income or reduce the risk of a concentrated position in a portfolio. Please note that certain option writing strategies may require the use of a margin account.

Drum Hill Capital may also manage some portfolios on a more focused basis consisting only of equity securities combined with a cash account. Clients might choose this strategy if they feel they have sufficient diversification in their investments held in outside accounts. In this situation, we examine a client's other portfolios with an eye towards ensuring that the equity investments managed by Drum Hill Capital complement the client's entire financial position.

The client will receive access to a personal website portal that will show the client's total portfolio and the individual accounts that comprise that portfolio. This website view will include performance reporting, transaction summaries, and income reports. This website also includes the ability to retrieve Drum Hill Capital's quarterly reports from the client's secure document vault.

A minimum portfolio size of \$1,000,000 is required for Managed Account Services. This minimum portfolio size may be negotiable under certain circumstances and at the discretion of Drum Hill Capital. We may group certain related client accounts for the purposes of achieving the minimum portfolio size and determining the annualized fee with respect to fee breakpoints.

As part of the investment process described above and in the context of helping clients identify goals and priorities, Drum Hill Capital also offers advice to some clients in the area of financial planning including but not limited to retirement income planning, tax planning, and charitable giving solutions.

2. Comprehensive Household Reporting – Drum Hill Capital also provides the ability to compile a client's other investment portfolio information from various bank, brokerage and investment accounts into a single, comprehensive report. As part of this service we may provide non-discretionary advice on a comprehensive and continuous basis on any or all accounts a client may have at other custodians ("held away assets"), if the client so chooses.

We use a secure method to aggregate position and transaction data from third party sources and compile that data with our portfolio management analysis tools. These held away assets will be included on the client's portfolio summary page on the client's personal website portal, as described above, and as part of this service the client will receive quarterly reports on these assets including performance and transaction reporting.

These held away assets can also be included in the client's strategic asset allocation plan as described under the Managed Account Services description above. It is not necessary for a client to utilize Managed Account Services to receive Comprehensive Household Reporting services.

The responsibilities of Drum Hill Capital on each account included under this service will be clearly identified in the advisory contract. If a client chooses to have us provide non-discretionary advice regarding held away assets, the client will be responsible for implementing any investment recommendations given by Drum Hill Capital if the client desires to act on the recommendations. Clients are responsible for acting on the advice in accordance with any instructions we may make. With regard to this service any recommendation made by Drum Hill Capital is valid only on the day in which it is presented.

At the discretion of the client, some accounts included in Comprehensive Household Reporting services might consist of positions in alternative investments subscribed to directly by the client that are included for reporting purposes only. These alternative investments might include, but are not limited to, hedge funds and private equity funds ("Alternative Investments"). Alternative investments are generally much less liquid than traditional stocks, bonds, or money market securities and are subject to rigorous suitability requirements. On client reports, Drum Hill Capital may show alternative investments held or controlled by a client or by a third party on behalf of a client for recordkeeping purposes. Drum Hill Capital will not accept actual custody or control of these assets. The description of the clients held away assets, pricing or value will be provided by third parties. We will not be responsible for confirming that this information as provided is accurate or reliable. Drum Hill Capital will not be responsible for the verification of any asset pricing whether held away or with third parties where we may have access to the clients account information. In addition, certain assets for which a current value is not available and to which the client subscribed to directly, such as investment real estate or illiquid private equity investments, may be shown at investment cost or an estimated value provided by the client on client reports to provide a complete investment overview, and as such should not be relied upon for any purpose by a third party.

A minimum portfolio size of \$1,000,000 is required for this service unless the client also utilizes Managed Account Services as described above, in which case this minimum on Comprehensive Household Reporting is waived. This minimum portfolio size may be negotiable under certain circumstances and at the discretion of Drum Hill Capital. We may group certain related client accounts for the purposes of achieving the minimum portfolio size and determining the annualized fee with respect to fee breakpoints.

3. Investment Consulting Services – We also offer investment consulting services to formulate investment plans, analyze unique investment situations, and to provide investment and asset allocation advice. This service might be utilized by clients who wish to manage their own portfolios, have a pre-existing, long-term relationship with an investment manager, or who do not meet the required minimum portfolio size of \$1,000,000 for either Managed Account Services or Comprehensive Household Reporting.

Clients will be responsible for executing any recommended portfolio changes under this service and for acting in accordance with any instructions we may give as part of this service. With regard to this service, any recommendation made by Drum Hill Capital is valid only on the day in which it is presented. Unless agreed upon in writing, Drum Hill Capital shall not have any obligation to provide ongoing research with respect to any recommended investment or to monitor these investments.

Assets Under Management – As of October 31, 2011, Drum Hill Capital had the following client assets under management in the various services described above:

Discretionary Assets Managed	\$73,949,749
Non-Discretionary Assets Managed	\$31,080,296
Total Assets Managed	\$105,030,045

Item 5 Fees and Compensation

Managed Account Services Fees

Drum Hill Capital receives an annual fee for assets under management, paid quarterly in arrears, computed based on the value of the portfolio at the end of the each quarter using the following schedule:

<u>Portfolio Value</u>	<u>Annual Fee</u>
Up to \$2 Million	1.00%
The next \$8 Million	0.80%
Amounts over \$10 Million	0.60%

Fees for initial and final billing periods will be prorated for the number of days management services were provided. Fees can either be debited from a client's account in accordance with the client's written authorization or paid via personal check upon receipt of an invoice. In the cases of the direct deduction of fees from a client's account, written notice is sent to the custodian at the same time the fee is deducted from the client's account. The itemized notice sent to the client by Drum Hill Capital will include the formula used to calculate the fee, the amount of assets under management upon which the fee is based and the time frame covered by the fee. In addition, the custodian will send monthly statements to the client showing all disbursements from the client's account, including the amount of the advisory fee.

Comprehensive Household Reporting Fees

There are two fee scales for this service, depending upon whether Drum Hill Capital is providing reporting services alone or is also providing investment advice on the account.

For any accounts under this service that are aggregated for reporting purposes alone and do not include investment advice, Drum Hill Capital receives an annual fee for the reporting

service alone, paid quarterly in arrears, computed based on the aggregate portfolio value at the end of each quarter using the following schedule:

<u>Portfolio Value</u>	<u>Annual Fee</u>
All Amounts	0.15%

For accounts that also include investment advice, Drum Hill Capital receives an annual fee for reporting and advice on held away assets, paid quarterly in arrears, computed based on the aggregate portfolio value at the end of each quarter using the following schedule:

<u>Portfolio Value</u>	<u>Annual Fee</u>
Up to \$2 Million	0.45%
The next \$8 Million	0.30%
Amounts over \$10 Million	0.15%

Fees for initial and final billing periods will be prorated for the number of days management services were provided. Fees for this service can either be debited from a specific account managed by Drum Hill Capital in accordance with the client's written authorization or paid via personal check upon receipt of an invoice. The itemized notice sent to the client by Drum Hill Capital will include the formula used to calculate the fee, the amount of assets upon which the fee is based and the time frame covered by the fee. In addition, if the fee is debited directly from a client's account under the management of Drum Hill Capital, the custodian will send monthly statements to the client showing all disbursements from the client's account, including the amount of the advisory fee.

Investment Consulting Services Fees

Our Investment Consulting Services fees are calculated and charged on an hourly basis at \$300 per hour. All fees are billed at the end of the project or quarterly in arrears, depending upon the length of the project. If the client requires a good faith estimate for the total hours that a project might take, that estimate will be determined at the start of the consulting relationship.

It is also possible for Investment Consulting Services to be structured under a fixed fee relationship rather than paid hourly. See below for a discussion of this type of arrangement.

GENERAL FEE INFORMATION

Termination of the Advisory Relationship: The client may terminate the advisory agreement without penalty within five (5) business days after entering into the agreement. Thereafter a client agreement may be canceled at any time, by either party, for any reason upon receipt of written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded.

Limited Negotiability of Advisory Fees: Although Drum Hill Capital has established the aforementioned fee schedules, we retain the discretion to negotiate alternative fees on a client-by-client basis based upon the client's unique circumstances. These circumstances might include the complexity of the client's needs, anticipated future additional assets, asset type within the account, and account strategy, among other factors. The specific annual fee schedule for each client is identified in the contract between the adviser and the client.

We may group certain related client accounts for the purposes of achieving the minimum account size requirements and when calculating fee breakpoints.

Discounts, not generally available to our advisory clients, may be offered to family members and friends of associated persons of our firm.

Fixed Fee Arrangements: In certain instances, the advisory or consulting fee may be structured as a fixed fee if both the client and Drum Hill Capital agree that this is appropriate. Fixed fees are determined primarily upon the basis of our assessment of both the number of hours that are expected to be devoted to the client's account over the period for which the fee is to be charged and the expenses expected to be incurred in connection with the servicing of the client's account during such period, subject to adjustment to take into account the client's ability to pay. Fixed fees must be agreed to in advance by the client and Drum Hill Capital.

Mutual Fund and ETF Fees: All fees paid to Drum Hill Capital for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's 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 our services. In that case, the client would not receive the services provided by our firm 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 our fees to fully understand the total amount of fees to be paid by the client.

Wrap Fee Programs and Separately Managed Account Fees: Clients participating in separately managed account programs may be charged various program fees in addition to the advisory fee charged by our firm. Such fees may include the investment advisory fees of the independent advisers, which may be charged as part of a wrap fee arrangement. In a wrap fee arrangement, clients pay a single fee for advisory, brokerage and custodial services. A client's portfolio transactions may be executed without commission charge in a wrap fee arrangement. In evaluating such an arrangement, the client should also consider that, depending upon the level of the wrap fee charged by the broker-dealer, the amount of portfolio activity in the client's account, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately. We will review with clients any separate program fees that may be charged to clients.

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

Grandfathering of Certain Account Requirements: Pre-existing advisory clients are subject to Drum Hill Capital's minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements will differ among clients.

ERISA Accounts: Drum Hill Capital is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Drum Hill Capital may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which our firm and/or our related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset Drum Hill Capital's advisory fees.

Advisory Fees in General: Clients should note that similar advisory services may be available from other investment advisers or related service providers for similar or lower fees.

Prepayment of Fees: Under no circumstances do we allow, require or solicit payment of fees in advance of services rendered.

Item 6 Performance-Based Fees and Side-By-Side Management

Drum Hill Capital does not charge performance-based fees and thus has no conflicts of interest of the type that may arise where performance fee paying accounts are managed side-by-side with accounts that are charged only hourly, fixed or asset-based fees.

Item 7 Types of Clients

Drum Hill Capital provides advisory services to the following types of clients:

- Individuals and Their Families
- Individual Retirement Accounts
- Trusts
- Pension and Profit Sharing Plans (other than plan participants)
- Charitable Organizations

As discussed above, a minimum of \$1,000,000 of assets under management is required for Managed Account Services and a minimum of \$1,000,000 in assets for Comprehensive Household Reporting (unless a client has a Managed Account, in which case the minimum for

Comprehensive Household Reporting is waived.) This minimum account size may be negotiable under certain circumstances and at the discretion of Drum Hill Capital. We may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee with respect to fee breakpoints.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

METHODS OF ANALYSIS

Drum Hill Capital relies on fundamental analysis to evaluate all investments placed in a client's portfolio. This analysis starts by looking at broad, international economic trends and how these factors might affect the performance of certain investment asset classes and sectors. This analysis then also evaluates individual securities within these investment asset classes and sectors on their fundamental characteristics and merits to determine the proposed mix of asset classes, sectors, and individual investments within each portfolio.

The process of identifying suitable sectors and investments for each client starts by seeking to understand the client's goals (such as risk tolerance, retirement needs, liquidity requirements, tax sensitivities, and legacy concerns), and how certain asset classes and sectors might fit together to best achieve each client's goals. Once these goals have been identified (or reevaluated as the case may be), an asset and sector allocation plan is devised that we believe best fits the client's situation. These investment plans are not static and change as a client's unique situation changes and as the investment climate changes. It is a dynamic goals-based, risk approach that looks to diversify a client's portfolio across a range of investment areas and securities.

In cases where a client is asking us to target one sector alone such as equities or fixed income, we look at the client's other investments to devise a portfolio to be managed at Drum Hill Capital that we believe complements the client's other investments with respect to a client's overall goals and risk tolerance.

As with any diversified strategy, there are risks that certain asset classes and sectors do not perform in the future as forecasted or that assumed relationships between different asset classes change unexpectedly which may lead to a capital loss.

Once an asset and sector allocation plan is finalized, we begin choosing the specific securities and investments that will constitute a client's portfolio. We use the following methods of fundamental analysis in formulating our investment advice and/or managing client assets:

Qualitative Fundamental Security Analysis - We attempt to measure the intrinsic value of a security by examining economic and other qualitative fundamental factors (such as how changes in the overall economy might affect the company's future growth, the company's position within its industry including any long-term competitive advantages, and the financial condition and quality of the management team of the company itself) to determine if we believe the company is underpriced (indicating it may be a good time to purchase) or overpriced (indicating it may be time to sell out of our existing holding or to avoid the security altogether, whichever the case may be).

Since this analysis is purely qualitative, judgments are being made on certain aspects of a company in relation to other companies and the larger economy that may prove to be incorrect. This means that it is possible that an unforeseen change in market or industry dynamics could affect the security's price in a negative way. In addition, fundamental analysis does not attempt to anticipate overall market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Quantitative Fundamental Security Analysis - We also use outside analytical sources that model a company's financial prospects based upon historical financial data in an attempt to obtain more accurate measurements of a company's future ability to increase internal cash flow and earnings per share. This analysis is then used to make a judgment on the security's relative valuation to determine if we believe the company is underpriced (indicating it may be a good time to purchase) or overpriced (indicating it may be time to sell out of our existing holding or to avoid the security altogether, whichever the case may be).

A risk in using this type of quantitative analysis is that the models used may be based on assumptions that prove to be erroneous. In addition, models relying on historical data to predict future results can prove to be incorrect leading to a capital loss.

Risks For All Forms of Security Analysis - Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Fund or Manager Due Diligence – We may also rely on mutual funds, ETFs, or separate account managers to invest certain portions of a client's portfolio within certain asset classes or investment sectors. We analyze these funds or managers in much the same way as we would an individual security by looking at past performance, investment philosophy, fund valuation, cost structure, and strategic focus. The analysis is fundamental in nature, both qualitative and quantitative.

As discussed earlier, these products may incur additional fees and/or transactions costs. Please see the discussion on this topic within Item 5, "Fees and Compensation" and further under "General Fee Information."

A client can be exposed to certain types of risks using a fund, ETF, or a separate account within a portfolio, including but not limited to, strategy drift, liquidity of individual fund holdings, liquidity of the fund itself, unexpected manager changes, and overall market risk.

INVESTMENT STRATEGIES

We use some or all of the following strategies in managing client accounts, provided that we believe such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

Long-term Purchases - We typically purchase securities or funds with the idea of holding them in the client's account for a year or longer as we believe the securities or funds are

undervalued and we are seeking to compound a client's money over long periods of time without significant transactions fees (and to reduce taxes in accounts where applicable, if possible).

A risk in a long-term purchase strategy is that by holding an investment for this length of time, we may not take advantage of short-term gains that could be profitable to a client, especially in tax-deferred accounts (IRAs) or tax-exempt accounts (ROTH IRAs). Moreover, if our predictions on valuation are incorrect, an investment may decline sharply in value before we make the decision to sell.

Short-term Purchases - In general, Drum Hill Capital believes in holding investments for a period greater than one year in an effort to maximize a client's after tax return and does not provide services for speculators seeking to profit through short-term trading. However, significant changes in economic or market conditions may precipitate short-term trading activity where investments are sold inside of a period of one year or in accounts where taxes are not a factor. In addition, the firm may engage in tax loss selling by selling a security with a loss inside of one year to offset the capital gain on another position sold in the same tax year.

Margin Transactions – Although we do not recommend the use of margin, some clients may request that we use margin in certain circumstances. A margin account allows us to purchase stocks for your portfolio with money borrowed from your brokerage account. This allows you to purchase more stock than you would be able to with your available cash balance, and allows a client to purchase stock without selling other holdings. The use of margin significantly raises the risk of a securities portfolio. Note that employing certain options strategies may require the use of a margin account.

Option Purchases and Option Writing - We may use options as an investment strategy but only where a client agrees to use these options products and subject to our assessment of client suitability. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset.

The two types of options are calls and puts:

- A call gives the purchaser the right to buy an asset at a certain price within a specific period of time. We may buy a call if we have forecasted that the price of the stock or asset will increase before the option expires.
- A put gives the purchaser the right to sell an asset at a certain price within a specific period of time. We may buy a put if we have forecasted that the price of the stock or asset will fall before the option expires.

We also may use options to "hedge" a purchase of the underlying security; in other words, we could use a put option purchase to limit the potential downside of a security we have purchased for a client's portfolio.

We may use "covered calls" where suitable, in which we sell a call option on security you own. In this strategy, you receive a fee for making the call option available, and the person purchasing the call option has the right to buy the security from you at an agreed-upon price.

Generally, these strategies are used to increase the current income on a security in the form of the option premium, but at the cost of limiting upside potential gains.

We may also use "naked puts" where suitable, in which we sell a put option on security that we desire to own at a lower price than the current price. In this strategy, you receive a fee for making the put option available, and the person purchasing the put option has the right to sell the security to you at an agreed-upon price. If the security declines in price and the holder of the put option exercises the right to sell the security, the client purchases the security at an effective price of the agreed-upon price less the premium and any transaction costs. Generally, these strategies are used to increase overall portfolio income and to purchase targeted securities at lower prices than current market prices. Selling uncovered options exposes a client to certain risks, including loss of capital and potential margin calls.

In rare cases, we may use a "spreading strategy", in which we purchase two or more option contracts (for example, a call option that you buy and a call option that you sell) for the same underlying security. This effectively puts the client in two opposing positions in the security, but with the ability to vary price, time and other factors on each side of the transaction.

Risk of Loss - Securities investments are not guaranteed and you may lose money on your investments. We ask that you work with us to help us understand your tolerance for risk, and notify us promptly of any changes in your financial situation that might affect how we invest your portfolio.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Our firm and our related persons are not engaged in other financial industry activities and have no other industry affiliations.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Our firm has adopted a Code of Ethics which sets forth the high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Drum Hill Capital and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transaction reports as well as initial and annual securities holdings reports. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Drum Hill Capital's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to dnight@drumhill.com, or by calling us at (203) 834-0534.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while at the same time allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. 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.

We may aggregate our employee trades with client transactions where possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients will receive an average share price and any block level transaction costs will be shared equally and on a *pro-rata* basis. In the instances where there is a partial fill of a particular batched order, we will allocate all purchases *pro-rata*, with each account paying the average price. Our employee accounts will be included in the *pro-rata* allocation.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
2. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
3. It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) in the same security being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
4. Our firm requires prior approval for participation in any IPO or private placement investments by related persons of the firm.

5. We maintain a list of all securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or his/her designee.
6. We have established procedures for the maintenance of all required books and records.
7. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
8. We require delivery to and acknowledgement of the Code of Ethics by each supervised person of our firm.
9. We have established policies requiring the reporting of Code of Ethics violations to our senior management.
10. Any individual who violates any of the above restrictions may be subject to termination.

Item 12 Brokerage Practices

Drum Hill Capital does not have any soft-dollar arrangements and does not receive any soft-dollar benefits.

If a client wishes to direct brokerage, Drum Hill Capital requires that clients provide us with written authority to indicate the broker-dealer to use and the commission costs that will be charged to the client for these transactions. The client understands that execution of a directed brokerage transaction may not result in a favorable execution because of an inability to aggregate the transaction with other orders and the client may receive less favorable prices for these transactions.

Clients must include any limitations on our discretionary authority in the investment advisory contract. Clients may change/amend these limitations as required. Such amendments must be provided to us in writing.

Drum Hill Capital will block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as any block level transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block. Certain clients participating in block trades executed at custodians where commissions are charged at the account level rather than the block level may pay higher per trade commission rates than other clients participating in the block trade based upon account size and/or their choice not to participate in certain promotional plans offered by the account custodian.

Block trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price. Drum Hill Capital will typically aggregate trades among clients whose accounts can be traded at a given broker. Drum Hill Capital's block trading policy and procedures are as follows:

- 1) Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with Drum Hill Capital, or our firm's order allocation policy.

- 2) We must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
- 3) We must reasonably believe that the order aggregation will benefit, and will enable Drum Hill Capital to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of circumstances after the execution. Best execution includes the duty to seek the best quality of execution, as well as the best net price.
- 4) Prior to entry of an aggregated order, a written and/or electronic order allocation worksheet must be completed which identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.
- 5) If the order cannot be executed in full, the securities actually purchased or sold by the close of each business day must be allocated *pro rata* among the participating client accounts in accordance with the initial order worksheet or other written statement of allocation. However, adjustments to this *pro rata* allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation where circumstances warrant those adjustments such as to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts.
- 6) Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order, and must share in the block level transactions costs on a pro rata basis in proportion to the client's participation. As outlined above, under the client's agreement with the custodian/broker there may be differences in commission rate structures when commissions are charged at the account level based upon account size and/or the client's choice to participate in certain promotional plans offered by the custodian.
- 7) Drum Hill Capital's client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account.
- 8) Funds and securities for aggregated orders are clearly identified on Drum Hill Capital's records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.
- 9) No client or account will be favored over another.

Drum Hill Capital has an arrangement with National Financial Services LLC, and Fidelity Brokerage Services LLC (together with all affiliates, "Fidelity") through which Fidelity provides our firm with their "platform" services. The platform services include, among others, brokerage, custodial, administrative support, record keeping and related services that are intended to support intermediaries like Drum Hill Capital in conducting business and in serving the best interests of our clients but that may also benefit us.

Fidelity charges brokerage commissions and transaction fees for effecting certain securities transactions (*i.e.*, transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity enables Drum Hill Capital to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Fidelity's commission rates are generally considered discounted from customary retail commission rates. However, the commissions and transaction fees charged by Fidelity may be higher or lower than those charged by other custodians and broker-dealers. As part of the arrangement, Fidelity also makes available to our firm, at no additional charge to us, certain research and brokerage services, including research services obtained by Fidelity directly from independent research companies, as selected by Drum Hill Capital (within specified parameters). These research and brokerage services presently include services such as a dedicated trading desk that services Fidelity participants exclusively; a dedicated service group and an account services manager dedicated to our firm's accounts; access to a real-time order matching system; ability to 'block' client trades; electronic download of trades, balances and positions; duplicate and batched client statements; confirmations and year-end summaries; the ability to have advisory fees directly debited from client accounts (in accordance with federal and state requirements); availability of third-party research and technology; a quarterly newsletter; access to Fidelity mutual funds, access to WealthCentral.com (internet access to statements, confirmations and transfer of asset status); access to Fidelity.com (through which clients may access their account information over the internet); and access to over 350 mutual fund families and 4,500 mutual funds NOT affiliated with Fidelity.

As a result of receiving such services for no additional cost, we may have an incentive to continue to use or expand the use of Fidelity's services. We examined this potential conflict of interest when we chose to enter into the relationship with Fidelity and have determined that the relationship is in the best interests of Drum Hill Capital's clients and satisfies our client obligations, including our duty to seek best execution. A client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where we determine in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible 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, commission rates, and responsiveness. Accordingly, while Drum Hill Capital will seek competitive rates, to the benefit of all clients, we may not necessarily obtain the lowest possible commission rates for specific client account transactions. Although the investment research products and services that may be obtained by us will generally be used to service all of our clients, a brokerage commission paid by a specific client may indirectly be used to pay for research that is not used in managing that specific client's account. Drum Hill Capital and Fidelity are not affiliated.

Item 13 Review of Accounts

Managed Account Services

Reviews: While the underlying securities within accounts in the Managed Account Service are continually monitored and periodically rebalanced, all accounts are formally reviewed at least quarterly. A comprehensive review updates and reevaluates client positions with respect to client risk and return preferences. Changes may also be called for to maintain the determined asset allocation.

All accounts will be reviewed by David Nightingale, President of Drum Hill Capital. The client is encouraged to notify Drum Hill Capital if changes occur in the client's personal financial situation which might adversely affect the client's investment plan. Drum Hill Capital will similarly monitor the client's asset allocation plan in order to make timely changes when appropriate.

Reports: In addition to the monthly statements and confirmations of transactions that clients receive from their custodian, we generally will conduct periodic personal reviews with the client either over the phone or in person. The frequency of these reports depends solely upon the client's preferences. The client will also receive quarterly statements from Drum Hill Capital which will include comprehensive information on portfolio return, asset allocation and transactions effected during the year-to-date period.

Comprehensive Household Reporting

Reviews: On accounts where the client has contracted for investment advice, positions within the accounts will be continually monitored, and any recommended changes in these accounts will be conveyed to the client as needed for timely execution by the client. Formal portfolio reviews will occur quarterly with more periodic reviews as necessary, depending upon portfolio holdings and client requirements.

All accounts will be reviewed by David Nightingale, President of Drum Hill Capital. The client is encouraged to notify Drum Hill Capital if changes occur in the client's personal financial situation which might adversely affect the client's investment plan. Drum Hill Capital will similarly monitor the client's asset allocation plan in order to make timely changes when appropriate.

Reports: Comprehensive Household Reporting clients will receive quarterly reports on these outside assets including performance reporting and transaction reporting. On accounts where the client has contracted for investment advice, these reports might also include any recommended changes in the portfolio which require the client's action.

Investment Consulting Services

Reviews: While reviews may occur at different stages depending on the nature and terms of the specific engagement, typically no formal reviews will be conducted for Consulting

Services clients unless otherwise contracted for. Such reviews will be conducted by David Nightingale, President of Drum Hill Capital.

Reports: Investment consulting clients will receive reports as contracted for at the inception of the advisory engagement, if applicable.

Item 14 Client Referrals and Other Compensation

It is Drum Hill Capital's policy not to engage solicitors or to pay related or non-related persons for referring potential clients to our firm.

It is Drum Hill Capital's policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

Item 15 Custody

We previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that our firm directly debits advisory fees from client accounts.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, we also send account statements directly to our clients on a quarterly basis. We urge our clients to carefully compare the information provided on these statements to the information provided by the custodians to ensure that all account transactions, holdings and values are correct and current.

Our firm does not have actual or constructive custody of client accounts or funds.

Item 16 Investment Discretion

Clients may hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority in these situations includes the ability to do the following without contacting the client:

- determine the security to buy or sell; and/or
- determine the amount of the security to buy or sell

Clients give us discretionary authority when they sign a discretionary agreement with our firm, and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by once again providing us with written instructions.

Item 17 Voting Client Securities

Proxy Voting

Drum Hill Capital does not vote proxies for clients. All proxy materials are sent directly to clients and the client may choose to vote these proxies according to their own personal preferences. Therefore, although our firm may provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets and conveying these elections to the appropriate entity for execution. Clients are responsible for instructing each custodian of the assets, to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

We may provide clients with consulting assistance regarding proxy issues if they contact us with questions at our principal place of business.

Class Action Filings

Although Drum Hill Capital will provide assistance in gathering information for proof of claims in class action settlements, the firm will not file the proof of claims on behalf of its clients. Clients assume sole responsibility for evaluating the merits and risks associated with any class action settlement, and therefore clients are responsible for filing proofs of claims. Drum Hill Capital cannot provide legal advice and clients are encouraged to consult with their legal advisor when filing claims in securities class actions suits. The client's response to a settlement notice will impact the client's legal rights. In no way shall the client be precluded from contacting Drum Hill Capital for information about a particular class action settlement. Should Drum Hill Capital inadvertently receive proof of claims for securities class action settlements on behalf of clients, the firm will immediately forward such information to the client.

Item 18 Financial Information

As Drum Hill Capital does not require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered, we are not required to include a financial statement within this document.

As an advisory firm we are also required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations including whether we have been the subject of any bankruptcy proceeding in the last ten years. Drum Hill Capital has no additional financial circumstances to report.