

ANCHOR CAPITAL

Anchor Capital Management Group, Inc.

15 Enterprise, Suite 450
Aliso Viejo, CA 92656

(949)341.0000

March 31, 2011

This Brochure provides information about the qualifications and business practices of Anchor Capital Management Group, Inc. If you have any questions about the contents of this Brochure, please contact us at (949)341-0000, or visit our website: www.anchor-capital.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.

Anchor Capital Management Group, Inc., is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Anchor Capital Management Group, Inc., also is available on the SEC's website at 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 March 31, 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.

Pursuant to new SEC Rules, we will ensure that you receive a summary of any material 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 us at (949)-341-0000 or info@anchor-capital.com. Our Brochure is also available on our web site www.anchor-capital.com. Our brochure is provided free of charge.

Additional information about Anchor Capital Management Group, Inc., is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Anchor Capital who are registered, or are required to be registered, as Investment Adviser representatives of Anchor Capital

ANCHOR CAPITAL

Part 2 of Form ADV - Brochure

Item 3 -Table of Contents

Item 1- Cover Page	i
Item 2 – Material Changes	ii
Item 3 -Table of Contents	iii
Item 4 – Advisory Business	1
Item 5 – Fees and Compensation	2
Item 6 – Performance-Based Fees and Side-By-Side Management	3
Item 7 – Types of Clients	4
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	4
Item 9 – Disciplinary Information	7
Item 10 – Other Financial Industry Activities and Affiliations	8
Item 11 – Code of Ethics	9
Item 12 – Brokerage Practices	9
Item 13 – Review of Accounts	12
Item 14 – Client Referrals and Other Compensation	13
Item 15 – Custody	14
Item 16 – Investment Discretion	15
Item 17 – Voting Client Securities	16
Item 18 – Financial Information	17
Brochure Supplement(s)	

Item 4 – Advisory Business

A. Firm Description

Anchor Capital Management Group, Inc. (Anchor Capital) is a SEC Registered Investment Advisory firm located in Aliso Viejo, California. The firm has been in business since 1996. The founders and principal owners are Dr. Dennis K. Barker, President and Chief Compliance Officer, and Eric Leake, Chief Investment Officer.

B. Types of Advisory Services.

We specialize in providing absolute return and alternative investment strategies for individually managed accounts and through pooled vehicles. We emphasize the importance of non-traditional investment strategies that are generally unconstrained to traditional benchmarks, pursuing both non-correlation and profits regardless of financial market direction.

Anchor Capital utilizes proprietary quantitative, technical risk management models to allocate client portfolios across various exchange traded funds, mutual funds and the investment sub-divisions that comprise variable annuity products.

Anchor Capital provides advisory services involving equity securities, corporate debt securities, exchange traded fund shares, exchange traded notes shares, mutual fund shares variable annuities, interests in pooled investment vehicles, municipal securities and U.S. government securities (collectively, with cash and cash equivalents, “Securities”) through advisory, sub-advisory, or consulting agreements with individual clients or with other entities that represent account owners (individually managed accounts”).

Additionally, Anchor Capital provides investment supervisory services for compensation to the Alteras Fund, LLC, a private hedge fund. In its capacity as advisor to the Alteras Fund, Anchor Capital provides investment supervisory services in accordance with the investment strategy and objectives as set-forth in the Alteras Fund offering documents.

C. Tailored Relationships

We will tailor combinations of Anchor Capital strategies to client’s individual needs based on meetings and conversations with clients.

D. Wrap Fee Programs.

Anchor Capital does not participate in a wrap fee program.

E. Managed Assets.

As of December 31, 2010, Anchor Capital had approximately \$87,952,357 in assets under management on a discretionary basis, and \$147,000,000 in assets under management on a non-discretionary basis.

Item 5 – Fees and Compensation**A. Fees and Expenses for Individually Managed Accounts.**

Our quarterly fee is 0.5% (2% per annum), charged on a quarterly basis. Fees charged to pension plans, retirement plans, and institutional clients may be negotiable. Fees may vary depending on the Client's financial representative. As a concession to their clients, some third-party solicitors offer Anchor's advisory services for a reduced representative fee. In addition, Anchor may have agreements with certain broker/dealers or registered investment advisors to manage Client accounts through the broker/dealers' or registered investment advisors' custodian at a reduced advisory fee. The fee to the Client for Anchor Capital Programs is the same whether the Client comes to Anchor Capital directly or is handled through a sales representative.

B. Deduction of Fees.

Our fees are paid directly to us from the account by the custodian holding a Client's assets upon submission of an invoice to the custodian showing the amount of fees. Payment of fees may result in the liquidation of Client's securities if there is insufficient cash in the account. Clients bear the responsibility for verifying the accuracy of fee calculations.

C. Additional Fees.

Anchor Capital's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Anchor Capital's fee, and Anchor Capital shall not receive any portion of these commissions, fees, and costs.

D. Payment of Fees.

Fees will be deducted from Client's account after the end of each calendar quarter. Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimus contributions and withdrawals). Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

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

Anchor Capital serves as an advisor to the Alteras Fund, LLC. For its duties as advisor, Anchor Capital receives a portion of the Alteras Fund management and performance based fees. A potential conflict of interests exists as the fees charges to investors in the Alteras Fund may be higher than other Anchor Capital investment offerings where no performance based fee exists.

Performance based fees are limited to qualified clients and such fees are subject to individualized negotiation with each such client. Anchor Capital will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisors Act of 1940 (The Advisors Act) in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring Clients' assets for the calculation of performance-based fees, Anchor Capital shall include realized and unrealized capital gains and losses. Performance based fee arrangements may create an incentive for us to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities.

We have procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

Anchor Capital's Chief Compliance Officer, Dennis Barker, remains available to address any questions regarding this conflict of interest.

Item 7 – Types of Clients

Anchor Capital provides investment advisory services to individuals and related entities including trusts, estates, charitable organizations (foundations), business entities, retirement plans and other investment advisors. We also provide advisory services to pooled investment funds, including hedge funds and mutual funds registered under the Investment Company Act of 1940. In this circumstance, investment advice is provided directly to the fund and not to the shareholders of the fund.

Our minimum account size for individually managed accounts is \$250,000, and may be reduced when offered through an authorized investment professional. This minimum may be reduced or waived in Anchor Capital's sole discretion.

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

Our methods of analysis, sources of information and investment strategies vary substantially by security or product type, asset class, investment risk, liquidity and other factors. Anchor Capital's methods of analysis and investment strategy do not present any significant or unusual risks. However, investing in securities involves risk of loss that clients should be prepared to bear. The investor also understands the risks inherent in an investment which exchanges funds from one investment vehicle to another and that each transfer constitutes the sale and purchase of securities and as such could result in either a gain or a loss which is subject to the applicable tax laws.

We commonly utilize money market funds, mutual funds, exchange traded funds, exchange traded notes, registered investment companies, and private placement limited partnerships and limited liability companies. Where appropriate, we may recommend the use of derivatives, options, warrants or structured products for accomplishing objectives and managing risk.

A complete analysis of all facets of risk associated with each of these investment strategies and product types is beyond the scope of this Brochure. The most material risk with each and every investment is risk of loss, which may include complete loss. Investments are subject to market, currency, economic, political and business risks. Some strategies and products involve the use of leverage (borrowing) and this can exacerbate losses or magnify gains.

While a specific strategy may involve a certain set of risks viewed in isolation, the strategy must also be viewed in the broader portfolio context including diversification and correlation benefits provided by the investment. The significant risks and benefits of each strategy are discussed with the client prior to recommendation, client approval and implementation.

Under certain circumstances such as when Anchor Capital is retained by another adviser, manager, or broker-dealer to manage a portion of an account managed by the adviser, manager, or broker-dealer, Anchor Capital will not receive sufficient information regarding the financial circumstances and risk tolerances of an account owner. In these instances, we rely upon the other adviser, manager, or broker-dealer to assess the suitability of Anchor Capital's investment approach for the account owner.

Anchor Capital's primary investment strategies may involve the use of frequent trading. Investment strategies that require the purchase and sale of securities within a thirty (30) day time period incur higher transaction costs than a longer term investment strategy. Additionally, frequent trading may increase the potential for increased taxes in the form of short term capital gains.

We use our best judgment and good faith efforts in the execution of Anchor Capital investment strategies and recommendations. It is the responsibility of the client to give us complete information and to notify us of any changes in their financial circumstances, goals or risk tolerance. Investing in

ANCHOR CAPITAL

Part 2 of Form ADV - Brochure

securities involves risk of loss that clients must be prepared to bear. Not every investment decision or recommendation made by us will be profitable. The investor needs to understand that despite our absolute return objective, there is no guarantee the investment objectives will be reached and that past performance is not a guarantee of future results. We cannot warrant or guarantee any particular level of account performance, or that an account will be profitable over time.

Item 9 – Disciplinary Information

Anchor Capital has not been the subject of any disciplinary actions.

Item 10 – Other Financial Industry Activities and Affiliations

Anchor Capital has no arrangements, oral or in writing where it 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.

Anchor Capital uses the services of unaffiliated broker/dealers and/or registered investment advisors as solicitors to introduce its management services to prospective clients. Anchor Capital compensates such entities by payment of a percentage of the fees collected by Anchor Capital in accordance with its client management agreement, selling agreement and/or solicitor disclosure document. Anchor Capital's referral agreement is in compliance with the federal regulations as set forth in 15CSR 30-51.145o each state required. Pursuant to Rule 206(4)-3, Anchor Capital may enter into written agreements with solicitors in connection with its document required by Rule 204-3, as well as a solicitation fee disclosure statement which is to be furnished to prospective Clients at the time of solicitation by the solicitor.

Item 11 – Code of Ethics

A. Anchor Capital has adopted a Code of Ethics which all employees are required to follow. The Code of Ethics outlines our high standard of business conduct, and fiduciary duty to clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, and personal securities trading procedures, among other things.

A copy of the code of ethics is available to any client or prospective client upon request by contacting us at (949)341.0000 or info@anchor-capital.com. Brochures are provided free of charge.

B,C,D. Anchor Capital or individuals associated with our firm may buy and sell some of the same securities for their own account that we buy and sell for our Clients. When appropriate we will purchase or sell securities for Clients before purchasing the same for our account or allowing representatives to purchase or sell the same for their own account. In some cases Anchor Capital or representatives may buy or sell securities for their own account for reasons not related to the strategies adopted for our Clients. Further, Anchor Capital may give advice or take action with respect to the investments of one or more individually managed accounts that may not be given or taken with respect to other individually managed accounts with similar investment programs, objectives, and strategies. Accordingly, individually managed accounts with similar strategies to other individually managed accounts may not hold the same securities or instruments or achieve the same performance.

Our employees are required to follow the Code of Ethics when making trades for their own accounts in securities which are recommended to and/or purchased for Clients. The Code of Ethics is designed to assure that the personal securities transactions will not interfere with decisions made in the best interest of advisory clients while at the same time, allowing employees to invest their own accounts.

We will disclose to advisory Clients any material conflict of interest relating to us, our representatives, or any of our employees which could reasonably be expected to impair the rendering of unbiased and objective advice. As any advisory situation could present a conflict of interest, we have established the following restrictions to ensure our fiduciary responsibilities:

1. A director, officer, associated person, or employee of Anchor Capital shall not buy or sell securities for his personal portfolio where his decision is substantially derived, in whole or in part, by reason of his employment unless the information is also available to the investing public on reasonable inquiry. No person of our firm shall prefer his or her own interest to that of the advisory client.
2. We maintain a list of all securities holdings for our firm and for anyone associated with us who has access to advisory recommendations. An appropriate officer of the firm reviews these holdings on a regular basis.

Item 12 – Brokerage Practices

Our Clients' assets are held by independent third-party custodians. Except to the extent that a Client directs otherwise, we may use our discretion in recommending the custodian. Clients are not obligated to effect transactions through any custodian recommended by Anchor. In recommending a custodian we will comply with our fiduciary duty in accordance with the Securities Exchange Act of 1934, to obtain best execution and will take into account such relevant factors as:

- Price;
- The custodian's facilities, reliability and financial responsibility;
- The ability of the custodian to effect transactions, particularly with regard to such aspects as timing, order size and execution of order;
- The research and related brokerage services provided by such custodian to us, notwithstanding that the account may not be the direct or exclusive beneficiary of such services; and
- Any other factors that we consider to be relevant.

Anchor receives research and other products and services other than execution from broker-dealers in connection with client securities transactions. These 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. Broker-dealers also make available other products and services that benefit us but may not directly benefit client accounts. Some of these other products and services assist us in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmation and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of our fees from client accounts and assist with back-office support, recordkeeping and client reporting.

Broker-dealers may also provide us with other services intended to help us manage and further develop our business enterprise. These services may include consulting, publications and presentations on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, broker-dealers and/or custodians may make available, arrange and/or pay for these types of services to us by independent third-parties. They may discount or waive fees that would otherwise be charged for some of these services, or pay all or a part of the fees charged by a third-party for providing these services to us.

Because the above interests are in potential conflict with the Clients' interest of obtaining the lowest commission rate available, we are required to periodically evaluate, and determine in good faith, based

ANCHOR CAPITAL

Part 2 of Form ADV - Brochure

on the “best execution” policy stated above that transaction fees are reasonable in relation to the value of the services provided.

Our discretion to utilize mutual funds or variable annuity sub-accounts will be limited in instances where a Client’s accounts are held at a mutual fund’s transfer agent or at the sponsor of a variable annuity. We will use our best efforts to utilize the most appropriate and cost effective option available to such an account; however, other Client accounts under custody at a broker-dealer without such restrictions will have a broader range of investment options available.

We emphasize to Clients their unrestricted right to select and choose any broker-dealer or custodian they wish. However, we do reserve the right to decline acceptance of any client account for which the client directs the use of a particular broker if we believe that this choice would hinder either our fiduciary duty to the client or our ability to service the account.

Certain clients may direct Anchor Capital to execute their transactions through a particular broker. In such instances, Anchor Capital will have no responsibility for negotiating commission rates for the client’s account. As a result of such an arrangement, there may be differences paid between the commissions paid by the client’s account and commissions paid by other advisory clients of the firm, which have not directed brokerage to a particular broker-dealer. A Client may pay more money for directing brokerage. For example, we may not be able to obtain commission rates and discounts as favorable, or obtain best execution, as might otherwise be obtained if the firm was able to place the transactions with other broker-dealers. We also may not be able to aggregate order to reduce transaction costs.

B. We may aggregate trades for clients. The allocations of a particular security will be determined by us before the trade is placed with the broker. When practical, client trades in the same security will be bunched in a single order (a “block”) in an effort to obtain best execution at the best security price available. When employing a block trade:

- We will make reasonable efforts to attempt to fill client orders by day-end.
- If the block order is not filled by day-end, we will allocate shares executed to underlying accounts on a pro rata basis, adjusted as necessary to keep client transaction costs to a minimum.
- All participants receiving securities from the block trade will receive the average price.
- Only trades executed within the block on the single day may be combined for purposes of calculating the average price.

It is expected that this trade aggregation and allocation policy will be applied consistently. However, if application of this policy results in unfair or inequitable treatment to some or all of our clients, we may deviate from this policy.

Item 13 – Review of Accounts

A. Due to the technical model driven nature of our strategies, accounts are reviewed on a continual and ongoing basis. All investment supervisory clients are advised that it remains their responsibility to advise Anchor Capital of any changes in their investment objectives and/or financial situation. All clients (in person or telephonically) are encouraged to review investment objectives and account performance with Anchor on an annual basis.

B. More frequent reviews may be triggered by a change in Client's investment objectives; specific investment strategies; tax considerations; large deposits or withdrawals; large sales or purchases; loss of confidence in corporate management; or, changes in the economic climate.

C. The frequency of reports to Clients is determined by the agreement between the Client and their Qualified Custodian; however, all Clients receive account statements at least quarterly. Clients may receive more frequent reports upon request. We may also provide Clients with periodic written report summarizing the account activity and performance.

Item 14 – *Client Referrals and Other Compensation*

Anchor Capital uses the services of unaffiliated broker/dealers and/or registered investment advisors as solicitors to introduce its management services to prospective clients. Anchor Capital compensates such entities by payment of a percentage of the fees collected by Anchor Capital in accordance with its client management agreement, selling agreement and/or solicitor disclosure document.

Anchor Capital's referral agreement is in compliance with the federal regulations as set forth in 15CSR 30-51.145o each state required. Pursuant to Rule 206(4)-3, Anchor Capital may enter into written agreements with solicitors in connection with its document required by Rule 204-3, as well as a solicitation fee disclosure statement which is to be furnished to prospective clients at the time of solicitation by the solicitor.

Any Solicitor referral arrangement between us and a third-party will be in writing. The writing will set forth the following:

- (a) The scope of the Solicitor's activities;
- (b) A covenant that the Solicitor will perform its activities consistent with our instructions and in compliance with the Act and associated rules; and
- (c) A covenant that the Solicitor will provide the client with:
 - A copy of our Form ADV Part 2 and
 - A separate written solicitor disclosure.

Item 15 – Custody

While Client accounts are maintained in the name of the Client with custodian brokers, trust companies, and/or investment institutions selected or approved by the client, Anchor Capital is deemed to have “custody” of client assets due to Anchor Capital’s ability to deduct advisory fees from Client accounts. Anchor Capital does not take custody of client’s funds. Anchor Capital will not assign or transfer trading authorization to another advisor.

Clients should receive regular statements from the broker dealer or other qualified custodian that holds and maintains client’s investment assets. Anchor Capital 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

Anchor Capital receives discretionary authority from the Client at the outset of the advisory relationship by completing and signing the Anchor Capital Client Agreement. Under this discretionary authority, Clients allow us to purchase and sell securities and instruments in their account(s), arrange for delivery and payment in connection with the foregoing, and act on behalf of the Client in matters necessary or incidental to the handling of the account, including monitoring certain assets.

The only restrictions on this discretionary authority are those set by the Client on a case by case basis. We make it a practice to question Clients to determine if there are any limitations to our discretionary authority on such matters.

Item 17 – Voting *Client* Securities

Anchor Capital does not vote proxy statements for any Clients in Anchor Capital Programs. Proxy statements are sent directly to Clients by their respective custodians.

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. Clients may contact Anchor Capital to discuss any questions they may have with a particular solicitation.

Item 18 – Financial Information

A. We do require advisory management fees to be paid in advance. However, we do not require the prepayment of fees in an amount more than \$1200, more than six months in advance of services for any Client.

B. We do have discretionary authority over Client funds or securities. However, we have no financial commitments that would impair our ability to meet contractual and fiduciary commitments to clients.

C. Neither Anchor Capital, nor any of the principals, have been the subject of a bankruptcy petition at any time in the past.