

Form ADV Part 2A Brochure

Capital Portfolio Management, L.L.C.

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Topeka, KS 66606

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March 30, 2011

This Brochure provides information about the qualifications and business practices of Capital Portfolio Management, L.L.C., (CPM). If you have any questions about the contents of this Brochure, please contact us at 785-271-5555. 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.

CPM is a registered investment adviser. Registration as an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information from which you can determine whether to hire or retain an Adviser.

Additional information about CPM is also available via the SEC's web site www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United States 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 30, 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 will 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 were required to offer or deliver information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will deliver to you a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our fiscal year. We may further provide other ongoing disclosure information about material changes as necessary. All such information will be provided to you free of charge.

Currently, our Brochure may be requested by contacting us at (785) 271-5555.

Additional information about CPM 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 CPM who are registered as investment adviser representatives of the firm.

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Item 4 – Advisory Business

Capital Portfolio Management, L.L.C. (CRD # 127372) (CPM) is registered as an investment adviser with the United States Securities and Exchange Commission. CPM is based in Kansas and is organized as a Limited Liability Company under the laws of the State of Kansas and the United States of America. The firm has been in business since 2003.

CPM's principal office and place of business is located at 505 SW Washburn Avenue, Topeka, Kansas 66606. Regular business hours are from 9:00am to 5:00pm Monday through Friday. The firm can be contacted by phone at (785) 271-5555 and by fax at (866) 580-1945.

The firm also maintains an office at 2001 Grand Boulevard, Suite 200, Kansas City, Missouri 64108. That office can be contacted by phone at (816) 471-5556 and by fax at (866) 580-1945.

As of 12/31/2010, CPM managed approximately \$43,600,000 of assets, all of which was on a discretionary basis.

CPM provides different types of service tailored to a client's needs.

Portfolio Management

CPM provides investment supervisory services, which we define as giving continuous advice to a client or making investments for a client based on their individual needs. We generally manage advisory accounts on a discretionary basis, subject to client restrictions. Account supervision is guided by the stated objectives of the client (i.e. maximum capital appreciation, growth, income, or growth and income).

CPM generally operates on 5 basic platforms as noted below:

Managed Stock and ETF Accounts

This platform is for taxable and non-taxable individual accounts, corporate accounts, small institutional and non-profit accounts, and some employee benefit accounts. These accounts are managed by CPM and are held at Fidelity.

Managed IRA Accounts

This platform is for non-taxable (qualified) accounts. Traditional IRA, Roth IRA, SIMPLE IRA, SEP IRA, and similar account structures that are not large enough to meet the

minimum for our managed stock accounts are managed on this platform and are held at Security Benefit.

Managed Annuity Accounts

Most of the annuities we manage are at Security Benefit, and are managed similarly to the managed IRA accounts mentioned above. Since most annuities are commission based, we do not charge a fee on these assets.

Managed Outside Retirement Accounts

We manage 401k and 403b plan accounts at the individual level, managing allocations for a fee, based on the size and complexity of the account.

Traditional Brokerage accounts

For clients that prefer a more traditional brokerage account, we have a traditional commission based platform.

Consulting

Clients can also receive investment advice on a more limited basis. This may include advice on an isolated area(s) of concern such as estate planning, retirement planning, reviewing a client's existing portfolio, or any other specific topic. CPM also provides consultation and administrative services regarding investment and financial concerns of the client, or can even provide advice on non-securities matters. Generally, non securities related advice will be in connection with the rendering of advice on estate planning, insurance, and/or annuities.

Participant Level 401(K) Advice and Monitoring

CPM offers non discretionary advice and monitoring services to clients regarding their participation in a 401(K) program. Through this service, CPM will assist the client by reviewing and/or recommending changes to the client's current asset allocation within their 401(K) plan. In addition, CPM will monitor the client's 401(K) investments on a periodic basis (monthly, quarterly, semi-annually or annually depending on the needs of the client) and may provide reports to the client on the performance of their 401(K) investments.

Plan Level 401(K) Consulting

CPM also offers non discretionary advice and monitoring services to 401K plans sponsors. Through this service, CPM can assist the client by reviewing and/or recommending changes to the client's 401(K) plan, can monitor the plan on a periodic basis, and can evaluate performance.

Item 5 – Fees and Compensation

Portfolio Management

The annual fee for portfolio management services will generally be charged as a percentage of assets under management, according to the following schedule:

<u>Assets Under Management</u>			<u>Annual Fee (%)</u>
\$100,000	to	\$250,000	1.75%
\$250,001	to	\$500,000	1.50%
\$500,001	to	\$1,000,000	1.25%
\$1,000,001	to	\$2,000,000	1.00%
Amounts over		\$2,000,000	Negotiable

Clients will generally be charged in advance at the beginning of each month based upon the value (market value or fair market value, in the absence of market value) of the client's account at the end of the previous month. Fees are generally deducted from a client's account, although clients may elect to be billed directly. Fees may be negotiable in certain circumstances.

Consulting

Fees for specific administrative and consulting services will be billed one or both of the following ways, upon mutual agreement with the client:

- a) Hourly Fees: On an hourly basis, ranging from \$50 to \$250 per hour, depending on the nature and complexity of each client's circumstances. An estimate for total hours will be determined at the start of the advisory relationship. Hourly fees will be due and payable as earned (except as provided below with regards to "retainer" arrangements); and/or
- b) Fixed Fees: As a fixed fee, typically ranging from \$1,000 to \$15,000, depending on the nature and complexity of each client's circumstances. Fixed fees will be due and payable upon completion of the consulting service (except for "retainer" arrangements).

Up to 50% of the estimated fee may be due upon signing the advisory agreement, with the balance due upon completion of the consulting service. However, it is CPM's policy not to hold client funds greater than \$500 for more than six months in advance of completion of the consulting service.

Participant Level 401(K) Advice and Monitoring

The annual fee for 401(K) advice and monitoring services will be generally charged as a percentage of assets under review, according to the following schedule:

<u>Assets Under Review</u>	<u>Annual Fee (%)</u>
Amounts up to \$1,000,000	1.00% with \$2,500 minimum fee*
Amounts over \$1,000,000	Negotiable

*Under certain circumstances, these clients may be charged a fixed fee of \$2,500 on assets amounts under review up to \$250,000. CPM will take steps to ensure that if the client is charged a \$2,500 minimum fee; said fee will not result in a fee that is greater than 3.00% of the client's assets under review.

Clients will generally be invoiced in advance at the beginning of each month based upon the value (market value or fair market value in the absence of market value), of the client's account at the end of the previous quarter. Fees are generally billed directly to the client.

Plan Level 401K Consulting

Fees for plan level 401K consulting are negotiable and are generally determined on a case by case basis depending on the nature and complexity of each client's circumstances. Fees are generally charged in advance and are billed directly to the client.

General Information on Fees and Service

A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days prior written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

All fees paid to CPM for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus.

If an advisory client executes securities transactions or insurance product transactions through associated persons of CPM in their separate capacities as registered representatives of a broker-dealer and/or licensed insurance agents, these individuals may earn commissions which are separate and distinct from fees charged for CPM's advisory services. In some instances, depending on the size of the transaction, advisory fees may be discounted, at CPM's discretion, taking into account commissions earned.

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

CPM does not charge performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client), and consequently does not simultaneously manage performance based and non performance based accounts.

Item 7 – Types of Clients

CPM generally works with individuals and families, but also has businesses, trusts, estates and charitable organizations as clients.

CPM requires a minimum account of \$100,000 for portfolio management services clients; however this may be negotiable under certain circumstances including type of account.

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

CPM's general investment strategy is based on relative strength analysis and uses point and figure charting to attempt to reduce risk and volatility by building globally diversified portfolios. The objective is to be diversified into the stronger areas of the market and to always be focused on preservation of capital as much as capital appreciation.

To implement this strategy, we typically create portfolios consisting of one or all of the following: individual equities, bonds, mutual funds, ETF's and other investment products and opportunities. CPM will allocate the client's assets among various investments taking

into consideration the overall management style selected by the client and the platform where the assets are held.

Clients should note that CPM may occasionally engage in short-term transactions on behalf of client accounts. Such transactions may result in short-term gains or losses for federal and state tax purposes. Clients should review the consequences of such tax consequences with his/her accountant or tax counsel.

When appropriate to the needs of the client, CPM may also recommend the use of trading (securities sold within 30 days), short sales, margin transactions or option writing. Because these investment strategies involve certain additional degrees of risk, they will only be recommended when consistent with the client's stated tolerance for risk.

Investing in securities involves risk of loss that clients should be prepared to bear. Such risks include market risk, interest rate risk, currency risk, and political risk, among others.

No investment strategy can assure a profit or avoid a loss.

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 the evaluation of the firm or the integrity of its management. CPM is currently not subject to, nor has ever been subject to, any legal or disciplinary events of a material nature.

Item 10 – Other Financial Industry Activities and Affiliations

Some associated persons of CPM are registered representatives of Comprehensive Asset Management, a FINRA registered securities broker-dealer. As such, these individuals, in their separate capacities as registered representatives, will be able to effect securities transactions and will receive separate customary compensation for effecting any securities transactions. They may also from time to time receive 12b-1 distribution fees from investment companies in connection with the placement of client funds into investment companies.

Some associated persons of CPM are also licensed insurance agents. As such, these individuals will be able to receive separate customary commission compensation resulting from implementing insurance product transactions on behalf of advisory clients.

While these individuals endeavor at all times to put the interest of the clients first as part of CPM's fiduciary duty, clients should be aware that the receipt of additional compensation creates a potential conflict of interest, and could potentially affect the judgment of these individuals when making recommendations. However, our clients are under no obligation to purchase products recommended by our associated persons or to purchase products through our associated persons. We believe that our recommendations are in the best interests of our clients, and are consistent with our clients' needs.

These activities represent relatively little of each individual's time.

Item 11 – Code of Ethics

Code of Ethics

CPM has adopted a Code of Ethics expressing the firm's commitment to ethical conduct. CPM's Code of Ethics describes the firm's fiduciary duties and responsibilities to clients, and details practices for reviewing the personal securities transactions of supervised persons with access to client information. The Code also requires compliance with applicable securities laws, addresses insider trading, and details possible disciplinary measures for violations. CPM will provide a complete copy of its Code of Ethics to any client upon request to the Chief Compliance Officer.

Trading Conflicts of Interest

Individuals associated with CPM are permitted to buy or sell securities for their personal accounts identical to or different than those recommended to clients. However, no person employed by CPM is allowed to favor his or her own interest over that of a client or make personal investment decisions based on the investment decisions of advisory clients.

In order to address potential conflicts of interest, CPM requires that associated persons with access to advisory recommendations provide annual securities holdings reports and quarterly transaction reports to the firm's Chief Compliance Officer. CPM also requires prior approval from the Chief Compliance Officer for investing in any IPOs or private placements (limited offerings).

Item 12 – Brokerage Practices

The Custodian and Brokers We Use

CPM does not maintain custody of client assets. Instead, we require all client assets be maintained in an account at a non affiliated “qualified custodian.” The qualified custodians we generally use are Fidelity Brokerage Services and Security Benefit of Topeka.

In certain instance, we may also use Comprehensive Asset Management and Servicing (CAMAS), a registered broker-dealer and member of FINRA, as a broker and or custodian. Some of our investment advisor representatives are affiliated with CAMAS and may recommend securities or insurance products offered by CAMAS, and receive normal commissions if products are purchased through them. Thus, a conflict of interest could potentially exist between the interests of the associated persons and those of our advisory clients. However, clients are under no obligation to purchase products recommended by these associated persons or to purchase products either through these associated persons or CAMAS.

How We Select Custodians and Brokers

In determining to associate with a custodian or broker for our clients, we consider many different factors including quality of service, types of services offered, overall capability, execution quality, competitiveness of transaction costs, availability of investment research, reputation and stability of the firm, and their financial resources, and stability, among other things. In determining the reasonableness of a broker’s compensation, we consider the overall cost to you relative to the benefits you receive, both directly and indirectly, from the broker.

Additionally, under the rules and regulations of FINRA, CAMAS has obligations to maintain records and perform other functions regarding certain aspects of our investment advisory activities, which require CAMAS to coordinate with, and have the cooperation of the account custodian. In order to fulfill its obligations, CAMAS has established a list of custodian and brokerage firms which it has arranged to obtain the required cooperation, and which therefore may be utilized for custody of accounts by representatives of CAMAS.

In their capacities as CAMAS registered representatives, associated persons of CPM may suggest that clients execute securities transactions through CAMAS. If such clients freely

choose to execute such transactions through CAMAS, associated persons of CPM may receive the normal commissions and/or other compensation for those transactions.

Your Brokerage and Custody Costs

Our clients receive various services directly from our custodians and brokers. For our clients' accounts that they maintain, our custodians and brokers generally do not charge separately for custody services but instead are compensated by charging commissions or other fees on trades that they execute or trades that are executed by other brokers to and from our client accounts. Fees applicable to our client accounts were negotiated based on the condition that our clients collectively maintain a certain level of assets at our custodian or do a certain volume of business at our broker. We feel these commitments benefit you because the overall rates you pay may be lower than they might be otherwise.

Since our custodians charge you a fee for each trade that we have executed by a different broker-dealer, we have our custodian execute most trades for your account in order to minimize your trading costs.

We have determined that having our custodians or brokers execute most trades is consistent with our duty to seek "best execution" of your trades. Best execution means seeking the most favorable terms for a transaction based on all relevant factors, including those listed above.

Products and Services Available to Us from Brokers/Custodians

Our primary custodians and brokers provide us and our clients with access to its institutional brokerage services like trading, custody, reporting, and related services, many of which are not typically available to retail customers. Our custodians and brokers also make available various support services, some of which may help us manage or administer our clients' accounts, while others may help us manage and grow our business.

Our custodian's and broker's institutional brokerage services which benefit you directly include access to a broad range of investment products, execution of securities transactions, and asset custody. The investment products available through them include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients.

Our custodians and brokers also make available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment

research, both our custodian's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at our custodian or broker. In addition to investment research, our custodians and brokers also make available software and other technology that provide access to client account data, facilitates trade execution for multiple client accounts, provides pricing and other market data, facilitates payment of our fees from our clients' accounts, and assists with back-office functions, recordkeeping, and client reporting.

Our custodians and brokers also offer other services intended to help us manage and further develop our business. These services include educational conferences and events, consulting on technology, compliance, legal, and business needs, publications and conferences on practice management and business succession, and access to employee benefits providers, human capital consultants, and insurance providers.

The availability of these services from our custodians and brokers benefit us because we do not have to produce or purchase them. Of course, this may give us an incentive to recommend that you maintain your account with one of them based on our interests rather than yours, which is a potential conflict of interest. We believe, however, that our selection of our custodians and our affiliation with our brokers is in the best interest of our clients, and is primarily supported by the scope, quality, and price of their services that benefit you and not the services that benefit only us.

Item 13 – Review of Accounts

Reviews of Accounts

Investment management accounts are supervised by the principals of CPM. In addition to ongoing supervision, accounts are generally reviewed more formally on a quarterly basis. The quarterly review generally includes assessing client goals and objectives, evaluating the employed strategy, and monitoring the portfolio. CPM will periodically, and at least annually, review client's investment policy and risk profile, and discuss each client's accounts to the extent appropriate.

Additional account reviews may be triggered by a specific client request, by a change in client goals or objectives, by an imbalance in a portfolio asset allocation, or by market or economic conditions.

Reviews for retirement plan sponsor services or for general consulting services vary depending on the scope of the relationship, and are determined contractually.

All ongoing clients are advised that it remains their responsibility to advise CPM of any changes in their investment objectives and/or financial situation.

Regular Reports Provided to Clients

Investment management clients are provided with account statements from their custodian on at least a quarterly basis which list account holdings and transactions for the period. Investment management clients may also be provided with written performance reports on an annual basis that detail current market value, performance relative to market benchmarks, and overall portfolio allocation. We urge our clients to carefully review custodial statements and compare to reports received from us.

Retirement plan sponsor accounts and general consulting accounts will receive reports as contracted for at the inception of the relationship.

Item 14 – Client Referrals and Other Compensation

CPM may pay other professional entities to refer clients to us via a Solicitor's Agreement. Such agreements are structured to be in compliance with applicable securities laws. Each client is provided a disclosure statement prior to or at the time of entering into any advisory contract which describe the specific compensation arrangement. Clients referred to CPM by outside parties do not pay additional fees in order to compensate outside solicitors. Instead, CPM pays outside solicitors from the fee we collect.

CPM receives an economic benefit from our custodian in the form of the support products and services that are made available to us and to other independent investment advisors. These products and services, how they benefit us, and the related conflicts of interest are described in Item 12 above. The availability to us of our custodian's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Item 15 – Custody

As mentioned above, we do not hold client assets but instead require that they be held by a third party “qualified custodian.” We may, however have limited control in some instances to trade on your behalf, to deduct our advisory fees from your account with your authorization, or to request disbursements to you.

You will receive account statements directly from your custodian at least quarterly, which will be sent to the email or postal mailing address you provided. We urge you to carefully review these custodial statements when you receive them and to compare them to reports you receive from us.

Item 16 – Investment Discretion

CPM will accept discretionary authority to manage securities accounts on behalf of clients, although CPM will also accept non discretionary accounts.

When granted authority to manage accounts, CPM customarily has the authority to determine which securities and the amounts that are bought or sold. Any discretionary authority accepted by CPM however is subject to the client’s risk profile and investment objectives, and may be limited by any other limitations provided by the client in writing.

CPM will not exercise any discretionary authority until it has been given authority to do so in writing. Such authority is granted in the written agreement between CPM and the client, and in the written agreement with the third party custodian.

Item 17 – Voting Client Securities

As a matter of firm policy, CPM does not vote proxies on behalf of clients.

Item 18 – Financial Information

Registered investment advisers are required in some cases to provide certain financial information and or disclosures about their financial condition. For example, if the firm requires prepayment of fees for six months in advance, has custody of client funds, or has a condition that is reasonably likely to impair its ability to meet its contractual commitments to its clients, it must provide financial information and make disclosures.

CPM has no financial or operating conditions which trigger such additional reporting requirements.

Item 19 – Requirements for State-Registered Advisers

As an SEC registered firm, this Item is not applicable.