

Form ADV Part 2A

Runnymede Capital Advisors, Inc.

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As of date: December 31, 2010

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Material Changes

This brochure is an annual update and does not contain material changes from the last annual update. The last annual update was as of December 31, 2009.

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Advisory Business

Runnymede Capital Advisors, Inc. (herein "RCAI") is a registered investment advisor. RCAI has been in business since September 30, 2003. The principal owner is James T. Arnold. Being registered does not mean approved by the U.S. Securities and Exchange Commission (herein "SEC") or other regulatory body.

RCAI's primary business is to offer investment advice in the selection of investments, advice on buying and selling of securities, and in some cases investment and financial planning. RCAI primarily advises clients on equity securities, fixed income securities, money market securities for liquidity management, Exchange Traded Funds, and mutual funds. From time to time RCAI may advise on other strategies such as covered call option strategies.

RCAI seeks to tailor its investment advice to each client based on the client's unique circumstances including, but not limited to, risk tolerance, return expectation, tax situation, time horizon, prior investment experience, employment status, dependents, retirement savings, liabilities, and other unique factors such as family wealth. Clients are always allowed to impose restrictions if certain securities are to be avoided, such as a client may not like the effects of tobacco so tobacco stocks may be avoided.

RCAI does not participate in wrap fee programs.

RCAI managed \$40,775,196.76 in discretionary assets as of December 31, 2010. In addition, RCAI managed \$6,000,000 in real estate assets as of December 31, 2010.

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Fees and Compensation

RCAI receives income by charging investment advisory fees in arrears. Normally, RCAI charges clients 1.0% annually for the assets under its management by deducting its fee monthly in arrears, adjusted for inflows and outflows. RCAI may apply discounts to this fee, in its discretion. RCAI may select to have an invoice prepared and delivered to them for payment in lieu of having the fees directly debited from their accounts. In addition, from time to time, clients ask for advice on matters that are not investment management assignments but RCAI may still be able to lend expertise. In these situations clients can negotiate an hourly fee with RCAI for additional advice.

In addition to paying a direct management fee to RCAI, clients are likely to pay other costs to have their funds managed including, but not limited to internal fees and expenses of mutual funds and exchange traded funds, transaction fees on certain mutual funds, early redemption fees if certain mutual funds are sold within a short time period such as 60 or 90 days. Furthermore, holding ADRs or American Depositary Receipts may impose foreign fees and expenses. Equities are charged a trading commission by the broker-dealer. RCAI may recommend a broker-dealer for trade execution but the client may direct trades to another broker-dealer if they wish. RCAI does not mark up or mark down the commission rates. However, RCAI seeks to make all trades on the cheapest flat form within the broker-dealer to get the electronic cost pricing rather than the assisted trade pricing.

Clients must realize that when RCAI uses exchange traded funds, open-end or closed-end mutual funds that there is a layering of fees. That means RCAI is charging a fee for the product and the underlying manager of the product is also charging a fee, thus the client is paying two fees on the same asset.

From time to time RCAI may recommend a separate account manager(s). In some instances the separate account manager may seek to be paid its annual fee quarterly in advance rather than monthly in arrears. If this practice is in place, clients may obtain a refund if the manager is terminated but a pre-paid balance has been paid.

RCAI is not compensated from the purchase or sale of securities. Any 12b-1 or other fees from mutual funds are not received or credited to RCAI in any way. Clients can select other brokers or agents to execute trades which may or may not result in lower fees and may or may not result in better execution.

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Performance-Based Fees and Side-By-Side Management

RCAI does not participate in any performance-based fee arrangements. RCAI may recommend a hedge fund or hedge fund of funds that does use such an arrangement, as is common among hedge funds. If RCAI does present such a fund to a client for consideration in a portfolio it will disclose this fee arrangement within the fund.

From time to time some clients may seek ongoing investment advice which would be an asset management fee and seek advice on other financial items such as liability management and review which would be charged an hourly fee and therefore clients would receive two different services and two different sets of fees.

If RCAI finds itself in a conflict over an asset based charge and an opportunity, RCAI must disclose the conflict. For example, if a client asks if a 401(k) plan with the employer could be managed by RCAI, RCAI will let the client know if that is possible and that the opportunity to manage additional assets for additional compensation could be a conflict of interest.

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Types of Clients

RCAI primarily works for individuals and families. Some of these individuals may have brokerage accounts, trust accounts, retirement accounts, and college savings accounts. RCAI also does investment work for 501c-3 organizations. RCAI has no investment companies or pension plan clients as of December 31, 2010.

RCAI seeks a minimum annual fee of \$1,000 per relationship, not per account, and may waive this requirement at its sole discretion. There are no requirements for opening an account.

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Methods of Analysis, Investment Strategies and Risk of Loss

RCAI uses as its main source of information financial newspapers and magazines, research materials prepared by others, corporate rating services, annual reports, prospectuses, and filings with the SEC, and company press releases.

RCAI may recommend long term purchases, short term purchases, trading, short sales, margin transactions, option writing, including covered options, uncovered options, and spreading strategies.

Portfolio Management is conducted under the Advisor's full discretion with regard to security selection, execution, commission rates, and custody. The Advisor is expected to gather information from Clients so that it may develop an investment policy, strategy, objective, and benchmark that incorporates risk and reward expectations, tax exposure, liquidity needs and time frame and suitability. Client input is critical to develop an accurate view of a Client's expectations and appropriate benchmark selection when evaluating the portfolio's performance under the Advisor's influence.

The Advisor may contract with sub-advisors to manage separate accounts for Clients. Sub-advisors will be selected for their expertise in managing assets in a particular niche or strategy and their competitiveness, consistency, and overall approach to managing assets for high net worth clients. The Advisor assumes responsibility for performing periodic due diligence on each sub-advisor with which it contracts the portfolio management for that segment of the account.

Portfolio Managers will have prior experience managing portfolios, executing trades, and/or selecting sub advisors for high net worth accounts (in excess of \$750,000 managed by RCAI). In considering hiring RCAI, clients should remember that past performance is no guarantee of future results. Projections and analysis used for modeling purposes does not constitute a guarantee of performance. Investing involves risk of loss and investments will fluctuate in value.

Investments of all kinds involve material risks including the risk of lost principal. Large cap, mid cap and small cap equity securities can be volatile and influenced by market forces, regulatory factors, and company-specific events that trigger adverse reactions and price performance. International and Emerging Markets can be affected by these factors and other conditions such as natural disasters, geopolitical threats and supply constraints on raw commodities, among other events. Precious metals can be volatile based on perceptions of liquidity, inflation, and market speculation. Other commodities and currencies can be volatile due to low margin requirements and nearly 24-hour a day trading. Fixed income securities, which are not currently exchange traded, may fluctuate in price based on supply and demand for similar securities. If you cannot afford to take a loss you should alert RCAI of your risk tolerance.

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Disciplinary Information

RCAI and its management has not been the subject of specific legal or disciplinary events, criminal or civil action in a domestic, foreign or military court. There have been no administrative proceedings before the SEC or other federal or state regulatory agency or any foreign financial regulatory authority and no self-regulatory organization proceedings.

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Other Financial Industry Activities and Affiliations

Other than being registered with the SEC, RCAI is not linked to any accounting, law firm, or other financial services firm and has no material conflict. RCAI may recommend or select other investment advisers or mutual funds or Exchange Traded Funds but receives no direct compensation and has no conflict of interest.

James T. Arnold successfully passed the Series 7 exam while employed by Van Kampen Merritt. He also successfully passed the Series 63 and Series 65 exams while employed by Banc One Investment Advisors.

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

RCAI has adopted a Code of Ethics. The focus of the Code of Ethics is that the firm and its employees, especially its access persons will always pursue the highest in fiduciary responsibilities including always acting with honesty, integrity and trust. Specific topics cover standards of business conduct, access persons, violations of the Code of Ethics. A copy of the Code of Ethics is available upon request.

RCAI and management personnel do not recommend to clients and does not buy or sell for client accounts securities in which it has a material financial interest. Should this situation change, RCAI and or its management personnel must disclose the conflict of interest in making the recommendation.

All management personnel of the Advisor are subject to the Advisor's Personal Trading Policy and Supervisory Procedures. Each quarter, all personnel must provide updates regarding all activity in personal accounts they control. Except for mutual funds and exchange traded funds, employees are not permitted to make trades in individual securities. Employees are prohibited from using insider information, front running and or acting upon or creating a conflict of interest. Management personnel may be buying or selling the same or similar mutual funds or exchange traded funds in their own personal accounts while buying or selling the same or similar mutual funds or exchange traded funds in client accounts. If a conflict arises from such activity RCAI will default to its Code of Ethics to resolve the conflict.

The Advisor will not act as principal in any trades and is not a market maker in any security. The Advisor will not receive commissions for any trades. The Advisor will disclose any additional customary compensation that may be available from certain transactions before the Client enters into those transactions. If the Advisor and the Client agree that a conflict of interest may exist if the Advisor would receive this additional compensation, the Advisor will forego the additional compensation.

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Brokerage Practices

The Advisor may recommend but not require that clients establish brokerage or retirement accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. The Advisor is independently owned and operated and not affiliated with Schwab. Schwab provides the Advisor with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as the total of at least \$10 million of the Advisor's clients' assets is maintained in accounts at Schwab Institutional *and is not otherwise contingent upon the Advisor committing to Schwab any specific amount of business (asset in custody or trading)*. Schwab's services include brokerage, custody, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For the Advisor's clients' accounts maintained in its custody, Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into Schwab accounts. Schwab also makes available to the Advisor other products and services that benefit the Advisor but may not benefit its clients' accounts. Some of these other products and services assist the Advisor in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of the Advisor's fees from its clients' accounts; and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of the Advisor's account, including accounts not maintained at Schwab. Schwab also makes available to the Advisor other services intended to help the Advisor manage and further develop its business. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services rendered to the Advisor by independent third parties. Schwab may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services to the Advisor. While as a fiduciary, the Advisor endeavors to act in its clients best interests, and the Advisor's recommendation that clients maintain their assets in accounts at Schwab may be based in part on the benefit to the Advisor of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

All of the above factors are considered in selecting or recommending broker-dealers for client transactions, and the reasonableness of trading expenses and custody fees.

There are no other soft-dollar arrangements and RCAI does not mark-up or mark-down transactions.

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The Advisor has discretion over trading and may direct trades to any number of brokers for execution. In general, the Advisor will routinely execute trades through Charles Schwab Institutional. The Advisor continually evaluates the cost and accuracy of execution versus the value of the benefits in maintaining accounts at Charles Schwab Institutional. The Advisor acknowledges that some retail brokers offer less expensive account arrangements. The Advisor is seeking a balance between low cost and a quality and consistent service.

From time to time trade errors occur in portfolio management. When an error occurs in which the error results in a loss for the client the firm will contribute the funds necessary to clear the error by depositing those funds with the Custodian to credit the client account. When an error occurs in which the error results in a gain the amount of gain is kept by the Custodian and it is neither a positive or a negative for the client of the Advisor.

The Advisor does not participate in Initial Public Offerings. It has been the Advisor's experience that allocations of IPOs are problematic and usually clients either believe their allocation was not sufficient on hot IPOs or too great for weak IPOs. Typically, IPOs don't allow for sufficient allocation across client accounts and the client must pick and choose who will receive shares.

Clients may direct trades to certain brokers or dealers but doing so may not guarantee best execution or competitive commission rates. Sub-Advisors may direct trades to certain broker/dealers for best execution and may incur greater commission costs than executing that trade with the Custodian.

RCAI will evaluate referrals from broker dealers to see how competitive they are compared to current arrangements.

RCAI will seek to aggregate or block trades when possible. Trade aggregation may be across multiple accounts of a given client or multiple client relationships. In either manner, aggregation should give better order execution and pricing.

RCAI considers trades to be fully discretionary unless specifically directed by a client.

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Review of Accounts

Portfolios are reviewed periodically. Client relationships over \$100,000 under management will receive a monthly report from RCAI. The monthly report will include information about performance, net of fees, versus a benchmark, asset allocation, and portfolio holdings. Client relationships with less than \$100,000 in asset under management will receive the same report on a quarterly basis. RCAI considers the data aggregation and report compilation a substantial component of its review. These reports are delivered electronically, unless specifically requested to be delivered via the mail.

Additionally, securities may be moving higher or lower than the general market. RCAI receives electronic communications of securities moving higher or lower than the market on a real time basis. This information may be used for an ad-hoc review in all the accounts holding this security.

Furthermore, RCAI review mutual funds periodically to how the mutual fund is doing versus the intent of the mutual fund in the portfolio. Mutual funds are reviewed several times a month.

Reviews are completed by the portfolio manager for the portfolio.

Finally, reviews may be conducted when the client calls to ask for a review or to schedule a meeting for a check-up, which is always encouraged.

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Client Referrals and Other Compensation

RCAI does not receive an economic benefit such as a sales award or prize from someone who is not a client other than the arrangement described above in the discussion about Brokerage Practices.

RCAI does not compensate for client referrals.

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Custody

As described in Brokerage Practices, RCAI uses a Qualified Custodian. The Qualified Custodian delivers account statements directly. Clients can select to receive them electronically or via the mail. Brokerage commission rates are lower on accounts that are receiving electronic statements and confirmations. All communications from the Qualified Custodian and from RCAI should be carefully reviewed. You are urged to compare the account statement from the custodian to the statement from the advisor.

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Investment Discretion

RCAI accepts discretionary authority to manage securities on behalf of clients. Portfolio Managers will have prior experience managing portfolios, executing trades, and/or selecting sub-advisors for high net worth accounts.

In considering hiring RCAI, Clients should remember that past performance is no guarantee of future results. Projections and analysis used for modeling purposes does not constitute a guarantee of performance. Investing involves risk of loss and investments will fluctuate in value.

Clients can add limitations to portfolio holdings at any time. For instance, a client may have lost a family member due to lung cancer caused from smoking and therefore would not want to have any tobacco stocks in the portfolio. The portfolio manager will note that restriction for the portfolio.

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Voting Client Securities

The Advisor has developed a Proxy Voting Policy for Clients wishing to delegate their proxy votes. The policy covers voting proxy issues of public companies and mutual funds. The Advisor will maintain records pertaining to all proxies voted for each account. Clients can contact the Advisor for a copy of the policy and procedures and records of how proxy issues were voted for a particular account. If the Advisor deems there to be a conflict of interest in voting on behalf of a Client, the Advisor will request the Client to vote the shares to remove any conflict. Can clients vote their own shares. Clients can direct their vote.

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Financial Information

RCAI does not require prepayment of fees of more than \$1,200 in fees per client or more than six months fees in advance.

If RCAI is found in any financial condition that may impair its ability to meet contractual commitments to clients it will update clients and prospects with a material update to this form ADV 2.

RCAI has not been subject to bankruptcy petition at any time during the past ten years or longer.

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Requirements for State-Registered Advisers

RCAI's principal officer is:

James Thomas Arnold YOB: 1965 CRD# 1714461

Experience: over 23 years of investment industry experience.

2003 - present: Principal, President, Treasurer, Secretary and Chief Compliance Officer of RCAI.

2002 - 2003: Principal, Partner and Co-Founder of Windsor Investment Advisers, LLC. Served as Operating Manager and was responsible for all investment advisory functions, including asset allocation, research, trading, and compliance. Assets under management were \$70 million.

1993 - 2002: Banc One Investment Advisors Corporation. From 1997-2002 managed portfolios for high net worth individuals. Aggregate portfolio averaged over \$600 million. From 1993 - 1997 managed mutual fund product development efforts for the One Group family of funds.

1987-1993: Van Kampen Funds. From 1991 - 1993 led new product development to list 24 closed-end companies on the national exchanges and launched many other open-end and unit investment trusts. From 1987 - 1991 performed various marketing and communications functions creating and distributing information to the broker/dealer and shareholder communities.

Education:

DePaul University - Master of Business Administration - Finance

Wheaton College - Bachelor of Arts - Economics and Business

Mr. Arnold has no other business activities. Neither RCAI nor Mr. Arnold has any additional fee arrangements, has not been involved in arbitration of any kind, has not involved in any civil, SRO, or administrative proceedings, and has not been an issuer of securities.

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