

FIRM BROCHURE
(Part 2A of Form ADV)

April 4, 2012

Geordan Capital Management, LLC

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Part 2A of Form ADV (the “Brochure”) provides information about the qualifications and business practices of Geordan Capital Management, LLC. If you have any questions about the contents of this Brochure, please contact us at (303) 694-4500. 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.

Geordan Capital Management, LLC is registered as an investment adviser with the Colorado Division of Securities; however, such registration does not imply a certain level of skill or training and no inference to the contrary should be made.

Additional information about Geordan Capital Management, LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 2 MATERIAL CHANGES

This Brochure dated April 4, 2012 contains material changes since the last update of the Geordan Capital Management, LLC (“GCM”) Firm Brochure dated March 23, 2011. Specifically, the Dodd-Frank Wall Street Reform Act and Consumer Protection Act (the “Dodd-Frank Act”) requires certain “mid-sized advisers” (advisers with assets under management between \$25 million and \$100 million) to switch from registration with the U.S. Securities and Exchange Commission (“SEC”) to registration with one or more state securities authorities. Because GCM is a mid-sized adviser and is no longer eligible for SEC registration, the updates made to this Brochure reflect that GCM has withdrawn from registration with the SEC and is now registered with the state of Colorado.

GCM encourages each client to read the Brochure carefully and to call us with any questions you may have. In particular, please note that the following items are either new to this Brochure or contain additional information not found in prior versions of GCM’s Form ADV Part 2A:

Item 4 – Advisory Business: This Item contains new information pertaining to the fact that GCM is no longer registered with the SEC and is now registered as an investment adviser in the state of Colorado.

Item 19 – Requirements for State-Registered Advisers: Item 19 contains certain information applicable to state-registered advisers which was not previously required while GCM was registered with the SEC

Please note that this summary of material changes discusses only those material changes that have occurred since the last annual update of GCM’s Brochure.

GCM will ensure that clients receive, within 120 days of the close of GCM’s fiscal year, a free updated Brochure that includes or is accompanied by a summary of material changes. Additionally, as the Firm experiences material changes in the future, we will send you a summary of our “Material Changes” under separate cover that includes an offer to provide a copy of the updated Brochure and information on how to obtain the Brochure. For more information about the Firm, please contact us at (303) 694-4500.

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ITEM 4 ADVISORY BUSINESS

A. Description of Firm

Geordan Capital Management, LLC (“GCM” or the “Firm”) is a Denver, Colorado-based investment management firm, founded in 1989. As further explained in Item 4.B, below, GCM provides its clients with Investment Advisory Services. GCM is currently registered as an investment adviser with the State of Colorado.

The Firm conducts business in Colorado, and is wholly owned by Nicholas Geordan. Mr. Geordan also serves as the Firm’s Chief Compliance Officer and Managing Member, and David Kinney serves as GCM’s Director of Research. For more information on these individuals’ qualifications and business backgrounds, please refer to their respective Form ADV Part 2B Brochure Supplements.

B. GCM’s Investment Advisory Services

GCM’s Investment Advisory Services generally include portfolio construction, asset management, and monitoring which constitutes an ongoing process by which:

- The client’s investment objectives, risk tolerances and constraints, are identified and specified;
- Portfolios are developed and implemented through combinations of various equities and fixed income products, and may also include mutual funds or ETFs; and
- Portfolio adjustments are made as appropriate to reflect significant changes in the client’s financial objectives, risk tolerance and time horizon.

The portfolios GCM may construct on a client’s behalf can consist of, but are not limited to, money market funds, institutional mutual funds, stocks, bonds, exchange traded funds, and certificates of deposit. Per GCM’s Investment Management Agreement, the Firm’s Investment Advisory Services are generally conducted on a discretionary basis for which GCM need not seek client approval prior to purchasing or repositioning assets in clients’ accounts. For more information on GCM’s discretionary authority, please refer to Item 16, below.

Early on in the relationship, the client, with assistance from GCM, will complete an Investor Profile, which describes the client’s financial situation, investment objectives, time horizon and risk tolerance. The Firm will utilize the Investor Profile to assist it while performing Investment Advisory Services for the client. Upon completion of the Investor Profile, GCM with input from the client will determine the appropriate portfolio investment strategy. Under all circumstances, clients are responsible for promptly notifying GCM of any material changes in the information furnished by the client in the Investor Profile or information that is otherwise material to a client’s financial situation, investment objectives, time horizon and risk tolerance. GCM’s clients, on a limited basis, may choose to exclude certain asset classes or specific securities from their portfolio or modify the risk tolerance as indicated. These exclusions and/or modifications must be included in the Investor Profile, which is able to be updated or amended at any time.

C. Wrap-Fee Programs

GCM does not provide portfolio management services to any wrap fee programs, as that term is defined the instructions to Form ADV Part 2.

D. General Information About GCM's Services

In addition to the Investor Profile, clients are encouraged to provide GCM with such information as is appropriate in order to inform the Firm of the applicable investment objectives, financial situation, risk tolerance and other factors relevant to the services being provided to the client. GCM will not assume any responsibility for the accuracy of the information provided by the client. The Firm is not obligated to verify any information received from the client or from the client's other professionals (*e.g.*, attorney, accountant, etc.) and is expressly authorized to rely on such information. Under all circumstances, clients are responsible for promptly notifying the Firm of any material changes to the client's financial situation, investment objectives, time horizon, or risk tolerance. In the event that a client notifies the Firm of changes in his/her financial circumstances, GCM will review such changes and if appropriate, recommend revisions to the client's portfolio.

GCM's clients may set criteria and impose limited restrictions on the Firm's ability to invest the client's assets in certain industries, sectors and types of securities. There may be times when certain restrictions are placed by a client which prevent the Firm from accepting or continuing to service the client's account. GCM reserves the right to not accept and/or terminate a client's account if it feels that the client imposed restrictions were not in step GCM's investment approach.

E. Amount of Client Assets Managed

As of March 31, 2012, the following represents the amount of client assets under management by GCM on a discretionary and non-discretionary basis:

Type of Account	Assets Under Management ("AUM")
Discretionary	\$65,691,600
Non-Discretionary	\$ 0
Total:	\$65,691,600

ITEM 5 FEES AND COMPENSATION

A. Compensation for Investment Advisory Services

Fees for Investment Advisory Services are due and payable quarterly in arrears. Fees are due within 15 days of receipt of invoice, and are based on the account's asset value as of the last business day of the prior calendar quarter. For accounts opened mid-quarter, GCM's Investment Advisory Services fee will be prorated to include only the number of days from the date the account was opened to the last day of the quarter.

GCM's Investment Advisory Services fees are charged based on the following fee schedule:

Assets Under Management ("AUM")	Advisory Fee (% AUM)
Up to \$1,000,000	1.0%, plus
Between \$1,000,000 and \$3,000,000	0.75%, plus
Above \$3,000,000	Negotiable Rate

Fees for fixed income accounts and for accounts with assets under management in excess of \$3,000,000 are negotiable. The minimum fee for GCM's Investment Advisory Services is \$3,500 per year. GCM may vary its fees under certain circumstances and in the Firm's sole discretion. GCM may change its fee schedule from time to time and such change will become effective upon 30 days written notice to the Firm's clients.

GCM's fees are payable either directly by the client to the Firm or automatically deducted from the client's custodial account, as agreed to with each client. When the Firm's fees are deducted from the client's custodial account, GCM will send both the client and custodian an invoice showing the amount of the fee and the manner in which it was calculated. Clients will also receive a periodic (at least quarterly) account statement from their custodian, reflecting among other things, any fees withdrawn by the custodian and paid to GCM.

Although GCM believes its advisory fees are competitive, clients should be aware that lower fees for comparable services may be available from other sources.

B. Other Fees and Expenses

Clients should understand that the fees described in Item 5.A, above, are exclusive to GCM and do not include certain charges imposed by third parties such as custodial fees, execution costs and mutual fund fees and expenses. Client assets will also be subject to transaction fees, brokerage fees and commissions, retirement plan administration fees (if applicable), transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Client assets invested in mutual funds and ETFs will be subject to certain fees and expenses imposed directly by mutual funds and ETFs to their shareholders, which will be described in each fund's prospectus. These fees will generally include internal management fees, distribution fees and other expenses. Notably, GCM will not receive any portion of these other fees and expenses. The client should review both the fees charged by the investments and the fees charged by GCM to fully understand the total amount of fees to be paid by the client. Only then will the client be able to fully evaluate the advisory services being provided and the fees being paid.

Clients should understand that all custodial fees and any other charges, fees and commissions incurred in connection with transactions for a client's account are generally paid out of the assets in the account and are in addition to the advisory fees charged by GCM. Please refer to Item 12 of this Brochure for additional information about GCM's brokerage practices, including the factors GCM considers when selecting or recommending broker-dealers for client transactions.

ITEM 6 PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

GCM does not charge performance-based fees (*i.e.*, fees calculated based on a share of capital gains or capital appreciation of the funds or any portion of the funds of an advisory client). Consequently, the Firm does not engage in side-by-side management of accounts that are charged a performance-based fee with accounts that are charged another type of fee (such as assets under management). As described above, GCM provides its Investment Advisory Services based upon a percentage of assets under management and/or for a fixed fee.

ITEM 7 TYPES OF CLIENTS

A. Description

GCM provides advisory services primarily to individuals and high net worth individuals, as well as to pension and profit sharing plans, trusts and estates, charitable organizations, and corporations or other business entities.

B. Conditions for Managing Accounts

The minimum account size for Investment Advisory Services is generally \$500,000. However, GCM may accept smaller portfolios or maintain portfolios whose value has fallen below \$500,000 in the Firm's sole and absolute discretion. The minimum annual fee for the Firm's services is \$3,500.

ITEM 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. Methods of Analysis

1. Equities

GCM actively manages portfolios utilizing a value/contrarian investment approach. A basic premise of the philosophy is that security prices change more than fundamental investment values. Consensus thinking often results in severe undervaluation and overvaluation of securities. Therefore, current **price vs. value** is the single most important judgment that GCM makes. The Firm seeks as investments those companies whose immediate problems are obvious and whose longer-term prospects are viewed too negatively. This consensus pessimism creates what GCM believes to be investment opportunity.

In evaluating a specific investment idea, GCM's first priority is to establish whether the price and valuation of the security is depressed. Research emphasizes price-related factors and frequently finds value in equities which have declined significantly from prior peaks (often 50% in cyclical companies), or have underperformed the market for several years and are selling at depressed valuations – price/earnings, price/sales and price/book value.

In this effort, emphasis is placed on the company's earnings power over the Firm's three-year time horizon, the valuation that should be accorded the security in a normalized environment, and setting the target sell price for the stock.

This analysis process is performed internally. The financial data and background information used in the analysis come from annual reports and quarterly updates, Form 10-Ks, and Wall Street research reports.

2. Fixed Income

GCM believes that maturity structure is the dominant portfolio decision that contributes to fixed income performance. While recognizing there are times when potential return justifies an aggressive strategy, GCM also understands the importance of protecting capital. Business cycle and yield curve analyses provide the framework for structuring the average maturity of GCM's fixed income portfolios. GCM believes that historical perspective and an understanding of the stages and sequences of the traditional cycle enable the firm to anticipate changes in interest rate and yield spread trends. These cyclical opportunities are not quarter by quarter events. They encompass a focused long-term investment horizon. As a result, GCM's average maturity strategy generally avoids short term timing decisions. Strategies are often positioned for several years. Based on GCM's interest rate expectations the average maturity of a portfolio may vary between 1 year and 10 years.

B. Investment Strategies

1. Equities

GCM focuses on identifying and capitalizing on discrepancies between what the Firm believes to be the real value of a security and its market price. GCM thinks of value in terms of recovery earnings and potential share price over a three-year investment time horizon. Typically, stocks of interest are either out-of-favor, or simply ignored. The primary factor that will trigger a purchase by GCM is the identification of what the Firm believes to be significantly price-depressed issues which have major rebound potential over a three-year time horizon. GCM does not make industry group or economic sector weighting decisions. Portfolios are built stock-by-stock from the bottom up; industry and sector weights are by-products of individual stock selection.

With regard to establishing its individual stock positions, GCM makes purchases in a series of steps. When a stock is approved for purchase GCM sets an initial portfolio weighting of one to two percent. The price action of the stock subsequent to the initial purchase determines whether and/or how much the weighting will be increased. If the price drops GCM will typically buy more, increasing the weighting in stages.

A strong sell discipline is an important part of GCM's investment approach. Firm sell targets are established at the time of purchase. This assists GCM from being influenced by the euphoria which surrounds improving situations and which often results in holding stocks all the way to the peak and back down again.

2. Fixed Income

GCM uses a business cycle approach and a long-term investment horizon which aims to capture and preserve the principal appreciation produced by interest rate and yield spread cyclicity.

GCM actively manages those factors that contribute most to fixed income performance: average maturity, yield curve positioning, sector and quality concentration. By taking advantage of the repetitive nature of business cycles and extremes in investor psychology, the firm seeks to achieve superior total return performance.

In managing both equity and fixed income accounts, GCM has a value orientation that seeks to identify opportunity in "price-depressed" securities. GCM shifts sector and quality concentrations to benefit from yield spread changes created by business cycle volatility and investor psychology. When quality and sector spreads are narrow, portfolios will generally emphasize government securities. At points in the business cycle when spreads are wide, GCM will typically emphasize the purchase of non-governmental securities. Derivative securities such as options, futures, etc. are not used in portfolio management.

3. Balanced

Balanced accounts are managed to reflect a combination of both the equity and fixed income philosophies. The allocation of assets between stocks and bonds is determined by our relative total return expectations for each market which depends on business cycle and valuation considerations. The weighting for each asset class can vary between a maximum of 75% and a minimum 25% of the portfolio.

C. Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. Prior to entering into an Investment Management Agreement with GCM, a client should carefully consider: 1) committing to management only those assets that the client believes will not be needed for current purposes and that can be invested on a long-term basis, usually a minimum of three to five years, 2) that volatility from investing in the stock market can occur, and 3) that over time the client's assets may fluctuate and at anytime be worth more or less than the amount invested. GCM can make no guarantees that its clients' financial objectives will be achieved.

Some of risks of loss a client should be aware of include, but are not limited, to the following:

- Interest-Rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- Market Risk: The price of a stock, bond, mutual fund or other security may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances.
- Inflation Risk: When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- Currency Risk: Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- Political and Legislative Risks: Companies face a complex set of laws and circumstances in each country in which they operate. The political and legal environment can change rapidly and without warning and with significant impact, this is especially true for

companies operating outside of the United States or that conduct a portion of their business outside of the United States.

- Reinvestment Risk: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (*i.e.* interest rate). This primarily relates to fixed income securities.
- Business Risk: These risks are associated with a particular industry or a particular company within an industry. Generally, business risk is that a company will perform below expectations or go bankrupt. Every company carries the business risk that it will produce insufficient cash flow in order to maintain operations. Business risk can come from a variety of sources, some systemic and others unsystemic. That is, every company has the business risk that the broader economy will perform poorly and therefore that sales will be poor, and also the risk that the market simply will not like its products.
- Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if there is an active market for the asset. For example, Treasury Bills are highly liquid, while real estate properties are not.
- Financial Risk: Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in declining market value or bankruptcy.
- Value Investing Risk: As stated above, GCM utilizes a value investment approach. Value investing entails the risk that if the market does not recognize that the securities in which GCM invest are undervalued, the prices of those securities might not appreciate as anticipated.

ITEM 9 DISCIPLINARY INFORMATION

Registered investment advisers such as GCM are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's or prospective client's evaluation of the Firm or the integrity of its management. GCM does not have any such legal or disciplinary events, and thus has no information to disclose with respect to this Item.

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Neither GCM, nor any member of the Firm's management, is registered or has a pending to register as a broker-dealer, a registered representative of a broker-dealer, a futures commission merchant, commodity pool operator, or a commodity trading advisor.

David Kinney serves as partner for two private family partnerships, HJK, LLP and Kinney Partners, LP, both of which are only open to members of Mr. Kinney's family. These are organized for the purpose of holding farmland and investing in publically traded securities for the Kinney family. GCM recognizes that this gives rise to conflicts of interest between the interests of the partnerships and those of GCM's client accounts. The Firm has adopted policies and procedures to mitigate these conflicts, including the obligation to act in the best interest of all clients for which GCM provides Investment Advisory Services.

ITEM 11 CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. Description of Code of Ethics

The Investment Advisers Act of 1940 imposes a fiduciary duty on investment advisers. As a fiduciary, GCM has a duty of good faith, fair dealings and to act in the best interests of its clients. This fiduciary duty forms the underlying principle of the Firm's Code of Ethics (the "Code").

The Code consists of the following core principles and applies to all employees within the Firm:

- The interests of clients will be placed ahead of the Firm's or any employee's own investment interests.
- Employees are expected to conduct their personal securities transactions in accordance with the Firm's Code and will strive to avoid or mitigate any actual or perceived conflict of interest with the client.
- Employees will not take inappropriate advantage of their position within the Firm.
- Employees are expected to act in the best interest of each of their clients.

As part of the required standards of conduct, GCM employees are not permitted, in connection with the purchase or sale, directly or indirectly, of a security held or to be acquired by a client:

- To defraud such client in any manner;
- To mislead such client, including by making a statement that omits material facts;
- To engage in any act, practice or course of conduct which operates or would operate as a fraud or deceit upon such client;
- To engage in any manipulative practice with respect to such client; or
- To engage in any manipulative practice with respect to securities, including price manipulation.

As a fiduciary, GCM has an affirmative duty of care, loyalty, honesty, and good faith to act in the best interests of its clients. Compliance with this duty can be achieved by striving to avoid conflicts of interest and by fully disclosing all material facts concerning any conflict that does arise with respect to any client. Sanctions may be applied if it is determined that an employee has violated the Code.

A complete copy of the Firm's Code is available upon request by calling us at (303) 694-4500.

B. Participation or Interest in Client Transactions

From time to time, GCM and/or its employees invest in securities for their personal account(s), including securities of the same classes that are recommended to clients. In recognition of the fact that personal trading by GCM or its employees gives rise to conflicts between the interests of the Firm's clients and those of GCM's employees, the Firm has adopted policies and

procedures to ensure that clients are not adversely affected by the personal trading activities of GCM employees.

It is the Firm's policy that GCM and its employees must avoid serving their personal interests ahead of the interests of clients and no person employed by GCM shall make personal investment decisions based on the investment decisions made for advisory clients. Specifically, employees are prohibited from purchasing or selling the same security on the same day as a client. In the event that purchasing or selling the same security on the same day as a client becomes necessary, GCM requires pre-clearance and prior written approval from the CCO. This policy is meant to prevent GCM and/or its employees from benefiting as a result of transactions placed on behalf of clients' accounts.

The Code also requires that certain of the Firm's personnel report their personal securities transactions on at least a quarterly basis and provide GCM with information about certain securities holdings in which such persons have any direct or indirect beneficial ownership. The Firm's Managing Member/Chief Compliance Officer will review reports of employee personal securities transactions on a quarterly basis to help ensure compliance with the Code and fulfillment of the Firm's fiduciary obligations.

ITEM 12 BROKERAGE PRACTICES

A. Selection Criteria

The Firm's Managing Member is responsible for identifying and approving broker-dealers to use in executing trades for client accounts. The Firm considers various factors in selecting or recommending a broker-dealer, including:

- Financial Condition;
- Acceptable record keeping;
- Ability to obtain best price;
- Product offering;
- Knowledge of the market, industries and securities;
- Commission structure; and
- Reputation and integrity.

GCM's Managing Member is also responsible for periodically conducting a review of the Firm's custodial and brokerage relationships. To ensure overall "best execution" on the part of brokerage firms selected by GCM, no less often than once a year GCM will evaluate the trading process and brokers utilized. The Firm will review the brokerage firm's research capabilities, their value added to GCM's investment process along with the broker's ability to affect trades in a fair and timely manner at competitive price points. At that time brokerage firms not currently utilized will be considered for inclusion if the Firm's Managing Member deems that they will improve GCM's overall execution of security trades.

GCM receives certain benefits from broker-dealers, which are described more fully under Item 12.D, below.

B. Order Aggregation

GCM performs investment advisory services for various clients, some of which have similar investment objectives. In situations where GCM decides to purchase or sell the same securities for several clients at approximately the same time, the Firm will typically aggregate sale and purchase orders for multiple client accounts if GCM believes such aggregation is reasonably likely to result in an overall economic benefit to the affected accounts. Because of prevailing market conditions, it may not be possible to execute all shares of an aggregated trade, in which case the Firm will allocate the trade among participating accounts in an equitable manner determined prior to execution of the trade.

In order to address the conflicts of interest among the participating accounts or a subset of those accounts, GCM has adopted the following policies for allocating investment opportunities, securities and block trades in order to provide an objective and equitable method of trade allocation so that all clients are treated fairly.

- GCM strives to allocate investment opportunities among clients' accounts in a fair and equitable manner;
- GCM will only aggregate clients' trades if it believes that aggregation would be in the best interests of its clients;
- Each client that participates in a block trade will participate at the average share price; and
- All transactions costs will be pro rata based upon each account's participation in such blocked order.

C. Directed Brokerage

GCM does not permit clients to direct brokerage. Should GCM decide to permit this activity effective policies and procedures will implemented.

D. Soft Dollar Considerations

As indicated in Item 12.A, above, GCM maintains relationships with, and recommends the services of various qualified third party broker-dealers. In connection with these relationships, GCM receives certain benefits. As further described below, such benefits include research reports, services and seminars, computer software and other products and services to assist the Firm in research and other facets of its day-to-day activities. Selecting a broker-dealer in recognition of the provision of services or products other than transaction execution is known as paying for those services or products with "soft dollars."

The receipt of soft dollar services and products benefits GCM because the Firm does not have to pay for the research or other products or services when it obtains such products and services by using client commissions. Consequently, such arrangements present conflicts of interest between GCM and its clients due to the fact that GCM has an incentive to select or recommend a broker-dealer based on the Firm's interest in receiving the research or other products or services, rather than the clients' interest in receiving most favorable execution. The amount of compensation paid to such broker-dealers may be higher than what another, equally capable broker-dealer might

charge, where GCM determines, in good faith, that the commission is reasonable in relation to the value of the research and other products and services received.

Some of these services are provided to GCM as part of a “bundled package” from the broker-dealer. GCM does not attempt to match a particular client’s trade executions with broker-dealers who have provided research services which have directly benefited that client’s portfolio. Rather, research services and other soft dollar benefits received by GCM are generally used for the ultimate benefit of all of its clients. Alternatively, some of the services will benefit only a specific segment of GCM’s clients, including clients which did not pay the commissions to the broker-dealer providing the services.

GCM receives the following soft dollar research and client services:

- *Bank Credit Analyst Monthly*
- *The Value Line Investment Survey*
- *The Value Line Investment Survey - Small and Mid-Cap Edition*
- Advent Software (50% covered by soft dollars)

ITEM 13 REVIEW OF ACCOUNTS

A. Periodic Review of Accounts

The Firm’s managed accounts are reviewed at a minimum on a quarterly basis with regard to the overall asset allocation and individual security weighting. However, during the normal course of business client accounts are informally reviewed on a more frequent basis.

B. Review Triggers

In addition to the periodic reviews referenced above, GCM will review client accounts more frequently as a result of changes in clients’ goals and objectives, risk tolerance, time horizon, or changes in the investment environment. Additions and/or withdrawals in excess of fifteen (15%) of an account’s market value will also trigger a review. Clients are urged to contact the Firm soon after any change in circumstance that impacts their risk tolerance, time horizon, investment objectives, tax status or other information relied upon by the Firm in connection with its Investment Advisory Services.

C. Reviewers

Reviews of client accounts are conducted by GCM’s Managing Member and Director of Research, both of whom hold the Chartered Financial Analyst® designation.

D. Regular Reports

Clients will receive either monthly or quarterly statements. Frequency of reporting is to be determined by the client. Statements will be independently generated by the client’s third party custodian. Statements will consist of, among other things, purchases and sales, interest and dividends, receipts and disbursements. Additionally, an asset statement will be included that will

contain the number of shares and/or units or face value, a description of the security, market unit value and total account value.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

A. Compensation for Client Referrals

1. Incoming Referrals

GCM has been fortunate to receive many client referrals over the years. The referrals came from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. The firm does not directly or indirectly compensate any person who is not a supervised person of GCM for client referrals.

2. Referring Clients to Third Parties

GCM does not accept referral fees from other professionals when GCM refers a prospect or client to them.

B. Other Compensation

GCM generally does not receive compensation from someone who is not a client for providing investment advisory services to its clients. However, as discussed in Item 12.D, above, GCM has entered into “soft dollar” arrangements whereby brokerage transactions are directed to certain broker-dealers in return for research or brokerage products and services which assist GCM in its investment decision-making process. The receipt of such services constitutes an economic benefit to the Firm, since GCM does not have to produce or pay for the products or services obtained with soft dollars. Although customary, these arrangements give rise to conflicts of interest, including the incentive to allocate securities transactional business to broker-dealers based on the receipt of such benefits rather than on a client’s interest in receiving most the favorable execution. Please refer to Item 12 for additional information about the conflicts of interest presented by GCM’s receipt of soft dollar benefits, and how the Firm addresses and mitigates the effects of these conflicts of interest.

ITEM 15 CUSTODY

GCM is deemed to have custody of client funds because the Firm has the authority and ability to debit its fees directly from clients’ accounts. As required by applicable regulations, client assets are maintained with an independent qualified custodian. When exercising its discretionary authority, GCM only implements its investment management recommendations after the client has arranged for and furnished the Firm with all information and authorization regarding its accounts held at the designated qualified custodian.

Clients will receive statements on at least a quarterly basis directly from the qualified custodian that holds and maintains their assets. Clients are urged to carefully review all custodial statements and compare them to the statements, if any, provided by GCM. Please refer to Item

12 for additional important disclosure information relating to GCM's practices and relationships with custodians.

ITEM 16 INVESTMENT DISCRETION

For GCM's Investment Advisory Services, the Firm has discretionary authority to determine, without first obtaining client's permission for each transaction: 1) the type of securities to be bought and sold, 2) the dollar amounts of the securities to be bought and sold, 3) whether a client's transaction should be combined with those of other clients and traded as a "block", and 4) the brokers to be used and the commission rates and/or transactions costs paid to effect the transactions. Clients grant GCM this authority by signing the Firm's the Investment Management Agreement.

As noted in Item 4, clients may impose limited reasonable restrictions on the types of securities, companies and/or industries to be utilized in their portfolio as long as these restrictions do not conflict with the Firm's overall investment approach in its sole discretion. Once this information is gathered, each client is responsible for informing GCM of any changes to these restrictions or to their overall investment objectives. GCM does not assume any responsibility for the accuracy of the information provided directly by its clients.

ITEM 17 VOTING CLIENT SECURITIES

GCM does not vote proxies on securities held in clients' accounts unless the account is an ERISA account and such authority has not been delegated to another named fiduciary in the retirement plan's written documents. Clients should be aware that that for any mutual funds held in their account, the mutual fund is responsible for voting proxies on securities held in the mutual fund portfolio and not GCM. In addition, GCM will not advise or act for clients with respect to any legal matters, including bankruptcies and class actions, with respect to the securities held in clients' accounts.

ITEM 18 FINANCIAL INFORMATION

GCM does not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance and therefore is not required to provide, and has not provided, a balance sheet. GCM does not have any financial commitments that impair its ability to meet contractual and fiduciary obligations to clients, and has not been the subject of a bankruptcy proceeding.

ITEM 19 REQUIREMENTS FOR STATE-REGISTERED ADVISERS

A. Principal Executive Officers and Management Persons

The Firm's principal executive officers and management persons are Nicholas Geordan, who serves as the Firm's Managing Member and Chief Compliance Officer, and David Kinney, who serves as the Firm's Director of Research. Detailed information regarding their qualifications, formal education, and business background is outlined in their respective Brochure Supplements (Part 2B of Form ADV).

B. Other Business Activities

GCM is not involved in any other business activities (other than giving investment advice). As noted above under Item 10, David Kinney, GCM's Director of Research, is a partner in two partnerships open exclusively to members of Mr. Kinney's family. Please refer to Item 10 above and to Mr. Kinney's Brochure Supplement for additional information pertaining to these activities.

C. Performance-Based Fees

As noted in response to Item 6 above, GCM does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). GCM charges fees based on a percentage of assets under management, as described in response to Item 5 above.

D. Disclosure Information

In addition to the events listed in Item 9 of Part 2A, state-registered investment advisers such as GCM are required to disclose all material facts regarding arbitration awards in excess of \$2,500 involving certain investment-related activities involving the Firm or any of its management persons. Neither GCM nor any of its management persons have any arbitration disclosures required to be disclosed with respect to this Item.

E. Relationships or Arrangements with Issuers

As noted above, David Kinney, GCM's Director of Research, is a partner in two family partnerships that issue securities to members of Mr. Kinney's family. Other than Mr. Kinney's relationship with the family partnerships as a partner, neither GCM nor any of its management persons have any relationships or arrangements with any issuer of securities.