

Item 1 : Cover Page

**LANE BROTHERS & COMPANY
INCORPORATED**

1550 PLAZA WEST DRIVE
PRESCOTT, AZ 86303
(928) 776-8870

www.LaneBrothers.com

December 31, 2011

This brochure provides information about the qualifications and business practices of Lane Brothers & Company, Inc. If you have any questions about the contents of this Brochure, please contact us at (928) 776-9970 or kevlane@lanebrothers.com. The information in this brochure has not been approved or verified by the SEC or any State securities authority.

Lane Brothers & Company, Inc. is an Arizona State Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an adviser.

Item 2-Material Changes

This Brochure, dated December 31, 2011 is a new document prepared according to the State of Arizona's new requirements and rules. Lane Brothers & Company Inc. has transitioned from a SEC registered investment adviser to registering with the State of Arizona in accordance with the increase in the statutory threshold for registration with the SEC to \$100 million of assets under management. As such, this document is materially different in structure and requires certain new information that our previous brochure, dated December 31, 2010, did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. We will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary. We will provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Andrea Collins, Chief Compliance Officer, at (928)776-8870 or andrea@lanebrothers.com.

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Item 4 – Advisory Business

Kevin P. Lane is the President, Chief Executive Officer, Majority Shareholder and Director of Lane Brothers & Company, Incorporated. Mr. Lane was born in 1957, and graduated from Florida Atlantic University, School of Business Administration in Boca Raton, Florida with a Bachelor of Business Administration (BBA) in 1980. In January 1990, Mr. Lane founded Lane Brothers & Company, Incorporated (LBC).

LBC's investment advisory services are currently limited to the discretionary management of investment portfolios for individuals, private investment funds, pension and profit sharing plans, trusts, estates and charitable organizations, and business entities, in accordance with the investment objectives of the client. To the extent specifically requested by a client, LBC may provide limited consultation services to its investment management clients on investment and non-investment related matters. Any such consultation services, to the extent rendered, shall be rendered exclusively on an unsolicited basis, for which LBC may charge a separate hourly (generally \$300 per hour) or fixed fee basis, depending upon the scope of the consulting services required).

LBC manages on a discretionary basis assets in the amount of \$60,896,047 as of our last fiscal year ending December 31, 2011.

Item 5 – Fees and Compensation

The client can determine to engage LBC to provide discretionary investment management services on a *fee-only* basis. LBC's annual investment management fee shall range between negotiable and 1.00% of the assets placed under the Registrant's management, as follows:

<u>Asset Value</u>	<u>Annual Fee</u>
Initial \$3 million	1.00%
Additional Assets	negotiable

LBC's annual investment management fee shall be prorated and paid quarterly, in advance, based upon the market value of the assets on the last business day of the previous quarter. LBC generally requires a \$200,000 assets under management minimum and/or a \$2,000 minimum annual fee for investment management services. However, LBC, in its sole discretion, may reduce its fee minimum and/or charge a lesser investment management fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.). LBC may also, in its exclusive discretion, determine not to charge a fee for smaller accommodation accounts of existing clients.

To the extent that the client requests that LBC recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct LBC to use a specific broker-dealer/custodian), LBC generally recommends that investment management accounts be maintained at Charles Schwab & Co., Inc. ("*Schwab*").

Prior to engaging LBC to provide investment management services, the client will be required to enter into a formal *Investment Advisory Agreement* with LBC setting forth the terms and conditions under which LBC shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian. When beneficial to the client, individual fixed income transactions may be effected through broker-dealers with whom LBC has entered into arrangements for prime brokerage clearing services pursuant to the terms and conditions of a Prime Brokerage agreement between *Schwab* and the client.

Currently, LBC generally recommends that clients primarily allocate investment management assets among various mutual funds and/or fixed income securities, and/or individual equities, on a discretionary basis, in accordance with the investment objective(s) of the client. As discussed above, unless the client directs otherwise, LBC shall generally recommend that *Schwab* serve as the broker-dealer/custodian for client investment management assets. Broker-dealers such as *Schwab* charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e. transaction fees are charged for certain no-load mutual funds, commissions are charged for individual fixed income securities transactions). In addition to LBC's investment management fee, brokerage commissions and/or transaction fees, the client will also incur, relative to all mutual fund purchases, charges imposed at the mutual fund level (e.g. management fees and other fund expenses). When beneficial to the client, individual fixed income transactions may be effected through broker-dealers with whom LBC has entered into arrangements for prime brokerage clearing services pursuant to the terms and conditions of a Prime Brokerage agreement between *Schwab* and the client. In such event, the account may incur two transaction fees: a fee at the executing broker-dealer level and another at the *Schwab* custodian level.

Both LBC's *Investment Advisory Agreement* and the custodial/ clearing agreement shall authorize the custodian to debit the account for the amount of the LBC's investment advisory fee and to directly remit that management fee to LBC. The Investment Advisory Agreement between LBC and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the *Investment Advisory Agreement*. Upon termination, LBC's investment management fee shall be prorated through the date of termination, and any balance due shall be calculated as of the effective date of termination, and refunded to the client. Presently, LBC bills clients on a staggered quarterly billing cycle so that each month one third of the clients begin their quarterly cycle. In some instances corporate clients may opt to be billed direct for tax purposes.

Factors which LBC considers in recommending *Schwab* (or any other broker-dealer/custodian) to clients includes *Schwab's* financial strength, reputation, execution, pricing, research, and service. *Schwab* enables LBC to obtain many no-load mutual funds without transaction charges and other no-load and load waived funds at nominal transaction charges. *Schwab* charges commission rates which are generally considered discounted from customary retail commission rates. The commissions and/or transaction

fees charged by *Schwab* may be higher or lower than those charged by other broker-dealers. LBC will not receive any portion of the brokerage commissions and/or transactions fees charged to its clients.

In return for effecting securities transactions through *Schwab*, or other designated broker-dealer/custodian, LBC may receive certain investment research products and/or services which assist LBC in its investment decision-making process for the client. The brokerage commissions and/or transaction fees charged by *Schwab* or other designated broker-dealer/custodian are exclusive of, and in addition to, LBC's investment management fee. Although the commissions paid by LBC's clients shall comply with the LBC's duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where LBC determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although LBC will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. Although the investment research products and/or services that may be obtained by LBC will generally be used to service all of LBC's clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client's account.

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

LBC charges performance fees and management fees in two private investment partnerships that are available to accredited clients. Those fees are handled at the partnership level and are covered in the private offering memorandum documents. Those documents discuss the higher cost as it relates to incentives, risk and liquidity issues on a fully disclosed basis. Investments within the partnerships are not charged fees under the standard quarterly billing cycles, for obvious reasons.

Item 7 – Types of Clients

LBC provides portfolio management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, trusts, estates and charitable organizations. LBC also provides services to corporations or business entities other than those listed above. LBC generally requires \$200,000 assets under management minimum and/or a \$2,000 minimum annual fee for investment management services.

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

Investing in securities involves risk of loss that clients should be prepared to bear. LBC's security analysis methods may include charting references, fundamental, technical, and cyclical analysis to determine allocations across asset classes. In addition, reading and research is gathered from conventional news sources and publications. Beginning August 2011, LBC was approved to utilize Dimensional Fund Advisors'

(DFA) mutual funds in their portfolio construction. The DFA Funds are purchased through the Schwab brokerage channel at commission rates between \$29.95 and \$49.95, depending upon the dollar amount of the trade. It is LBC's intent in incorporating the DFA platform as part of their investment tools to minimize individual stock purchases and sales in managing portfolios in the future. DFA, in spite of their management fees, will permit the portfolios to have more diversification, overall lower fees, increased efficiencies and lower turnover for tax purposes.

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 your evaluation of LBC or the integrity of LBC's management. LBC has no information applicable to this Item. LBC has had no complaints nor disciplinary action in 21 years of business.

Item 10-Other Financial Industry Activities and Affiliations

LBC may also recommend, on a non-discretionary basis, that qualified clients allocate a portion of their investment assets among private investment funds, including venture funds and the proprietary private investment partnerships for which LBC serves as the General Partner: (1) ROI & Lane, L.P. (primary objective of long-term capital appreciation potential in holdings of small capitalized companies that trade on the various stock exchanges and the Over-the-Counter markets); and/or (2) Lane Trading Partners, L.P. , a real estate fund, (together, the "Partnership [s]"). If the Client determines to become a Partnership investor, LBC and/or its designee(s) will then manage the partnership assets on a discretionary basis. To the extent that LBC's individual advisory clients qualify, and determine that an investment is appropriate given their investment objective(s) and financial situation, they may participate as limited partners in the Partnership(s). The terms and conditions for participation in the Partnership are set forth in the Partnership offering documents (discussing fees-including fees paid to the General Partner, conflicts of interest, risk factors, and liquidity constraints), which each prospective investor client shall receive, and be required to complete and submit to the General Partner in order to demonstrate qualification for the Partnership.

In addition, LBC's representative, Michael J. Klein may provide real estate brokerage services to the Lane Trading Partners LP partnership, in his separate capacity as a licensed real estate broker, for which Mr. Klein may receive real estate commission compensation.

Private investment funds (including the Partnerships) generally involve various risk factors and liquidity restraints, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such

an investment. In addition, LBC may also recommend that certain clients invest in PropertyRoom.com, an Internet Police Auction company based in Mission Viejo, CA. Registrant's shareholders, Thomas P. Lane, and President, Kevin P. Lane, are co-founders of PropertyRoom.com. Kevin P. Lane serves as Chairman on the Board of Directors of PropertyRoom.com. LBC's President, Kevin P. Lane is not involved in the day-to-day business operations of PropertyRoom.com. Like the Partnerships, an investment in PropertyRoom.com involves various risk factors and liquidity constraints.

Item 11-Code of Ethics

LBC has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at LBC must acknowledge the terms of the Code of Ethics annually, or as amended.

LBC anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which LBC has management authority to affect, and will recommend to investment advisory clients, the purchase or sale of securities in which LBC, its affiliates and/or clients, directly or indirectly, have a position of interest. LBC's employees and persons associated with LBC are required to follow LBC's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of LBC and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for LBC's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of LBC will not interfere with 1) making decisions in the best interest of advisory clients and 2) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. The Code requires pre-clearance of employee transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between LBC and its clients.

Certain affiliated accounts may trade in the same securities with clients' accounts on an aggregated basis when consistent with LBC's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. LBC will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order. LBC's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Kevin P. Lane. It is LBC's

policy that the firm will not affect any principal or agency cross securities transactions for client accounts. LBC will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as a principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker dealer.

Item 12 – Brokerage Practices

To the extent that the client requests that LBC recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct LBC to use a specific broker-dealer/custodian), LBC generally recommends that investment management accounts be maintained at Charles Schwab & Co., Inc. (“*Schwab*”). When beneficial to the client, individual fixed income transactions may be effected through broker-dealers with whom LBC has entered into arrangements for prime brokerage clearing services pursuant to the terms and conditions of a Prime Brokerage agreement between *Schwab* and the client. In such event, the account may incur two transaction fees: a fee at the executing broker-dealer level and another at the *Schwab* custodian level. Broker-dealers such as *Schwab* charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e. transaction fees are charged for certain no-load mutual funds, commissions are charged for individual fixed income securities transactions).

Factors which LBC considers in recommending *Schwab* (or any other broker-dealer/custodian) to clients includes *Schwab*’s financial strength, reputation, execution, pricing, research, and service. *Schwab* enables LBC to obtain many no-load mutual funds without transaction charges and other no-load and load waived funds at nominal transaction charges. *Schwab* charges commission rates which are generally considered discounted from customary retail commission rates. The commissions and/or transaction fees charged by *Schwab* may be higher or lower than those charged by other broker-dealers. LBC will not receive any portion of the brokerage commissions and/or transactions fees charged to its clients. In return for effecting securities transactions through *Schwab*, or other designated broker-dealer/custodian, LBC may receive certain investment research products and/or services which assist LBC in its investment decision- making process for the client, all of which transactions shall be in compliance with Section 28(e) of the Securities Exchange Act of 1934. The brokerage commissions and/or transaction fees charged by *Schwab* or other designated broker-dealer/custodian are exclusive of, and in addition to, LBC’s investment management fee. Although the commissions paid by LBC’s clients shall comply with LBC’s duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the LBC determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and

research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although LBC will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. Although the investment research products and/or services that may be obtained by LBC will generally be used to service all of LBC's clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client's account. Over-the-Counter (OTC) securities transactions for LBC's clients are generally effected on an agency basis, which involve the services of two (2) separate broker-dealers: (1) a "dealer" or "principal" acting as market-maker; and (2) the executing broker-dealer that acts in an agency capacity for the client's account. Dealers executing principal transactions typically include a mark-up/down, which is included in the offer or bid price of the securities purchased or sold. In addition to the dealer mark-up/down, the client will also incur the transaction fee imposed by the executing broker-dealer. LBC does not receive any portion of the dealer mark-up/down or the executing broker-dealer transaction fee.

Transactions for each client account generally will be effected independently, unless LBC decides to purchase or sell the same securities for several clients at approximately the same time. LBC may (but is not obligated to) combine or "batch" such orders to obtain "best execution", to negotiate more favorable commission rates or to allocate equitably among LBC's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among LBC's clients in proportion to the purchase and sale orders placed for each client account on any given day. To the extent that LBC determines to aggregate client orders for the purchase or sale of securities, including securities in which LBC's principals and/or associated persons may invest, LBC shall generally do so in accordance with the parameters set forth in SEC No-Action Letter, *SMC Capital, Inc.* LBC shall not receive any additional compensation or remuneration as a result of the aggregation.

The client may direct LBC to use a particular broker-dealer (subject to LBC's right to decline and/or terminate the engagement) to execute some or all transactions for the client's account. In such event, the client will negotiate terms and arrangements for the account with that broker-dealer, and LBC will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by LBC. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. In the event that the client directs LBC to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or

transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through LBC.

Item 13 – Review of Accounts

For those clients to whom LBC provides investment supervisory services, account reviews are conducted on an ongoing basis by LBC's principals and/or its associated persons. All clients are advised that it remains their responsibility to advise LBC of any changes in their investment objectives and/or financial situation. Clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer/custodian for the client accounts. Those clients to whom LBC provides investment supervisory services will also receive a quarterly report from LBC summarizing account activity and performance.

Item 14 – Client Referrals and Other Compensation

LBC does not directly or indirectly compensate any person for client referrals.

Item 15 – Custody

LBC does not maintain custody of client funds or securities as it pertains to the individual accounts held at Charles Schwab & Co. Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. LBC urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

As General Partner of two private investment partnerships (Lane Trading Partners LP and ROI & Lane LP), LBC is deemed to have custody of their funds and securities, although all partnership funds and securities are held in partnership brokerage accounts with Charles Schwab & Co. and JP Morgan & Co. In both instances, investors receive annual partnership financial statements that are audited by independent certified public accounting firms. In addition, partnership investors receive unaudited quarterly reports prepared by an independent certified public accounting firm.

Item 16 – Investment Discretion

LBC usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. This discretion is authorized with a limited power of attorney. At no time is LBC permitted direct access to monies or securities in a physical sense. This is a further safeguard to prevent investor fraud.

When selecting securities and determining amounts, LBC observes the investment policies, limitations and restrictions of the clients for which it advises. For registered

investment companies, LBC's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made. Investment guidelines and restrictions must be provided to LBC in writing.

Item 17 –Voting Client Securities

The client shall be responsible for 1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted 2) LBC, in general, will assist the clients in making elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the assets. LBC and/or the client shall correspondingly instruct each custodian of the assets to forward to the clients copies of all proxies and shareholder communications relating to the assets.

Item 18- Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about LBC's financial condition. LBC has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has never been the subject of a bankruptcy proceeding.

If applicable certain advisors that require prepaid fees of six months or more are required to file additional financial information. This does not apply to LBC's business practices.

**Kevin P. Lane
Lane Brothers & Company
Incorporated
1550 Plaza West Drive
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(928)776-8870**

December 31, 2010

This Brochure Supplement provides information about Kevin P. Lane, that supplements the Lane Brothers & Company, Inc. Brochure. You should have received a copy of that Brochure. Please contact Kevin P. Lane or Andrea Collins if you did not receive Lane Brothers & Company's Brochure or if you have any questions about the contents of this supplement.

Additional information about Kevin P. Lane is available on the SEC's website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

Kevin P. Lane is the President, Chief Executive Officer, Majority Shareholder and Director of Lane Brothers & Company, Incorporated. Mr. Lane was born in 1957, and graduated from Florida Atlantic University, School of Business Administration in Boca Raton, Florida with a Bachelor of Business Administration (BBA) in 1980.

Mr. Lane was employed with PaineWebber, Incorporated from 1980 through 1988. His initial position was Marketing Associate in the Firm's corporate headquarters (New York), followed by a position as an Investment Executive in PaineWebber's Arizona branch system. He resigned from his position as an Account Vice President of PaineWebber in June 1988. From June 1988 to December 1989 Mr. Lane worked as an investment management consultant for Rowland Carmichael & Associates and Boucher Oehmke & Quinn, two stock brokerage firms located in Phoenix and Tucson, Arizona, respectively. In January 1990, Mr. Lane founded Lane Brothers & Company, Incorporated.

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There has never been a complaint or disciplinary action on Mr. Lane or any representatives of his firm.

Other Business Activities

Mr. Lane is also a General Partner of ROI & Lane, L.P. and Lane Trading Partners L.P., private investment partnerships. He serves on the Board of Directors of PropertyRoom.com Inc., a company founded by him and Tom Lane. Mr. Lane has also served on several community and non-profit boards in Prescott, Arizona.

Mr. Lane may also recommend, on a non discretionary basis, that qualified clients allocate a portion of their investment assets among private investment funds, including venture funds and the proprietary private investment partnerships for which the Registrant serves as General Partner: (1) ROI & Lane, L.P. (primary objective of long-term capital appreciation potential in holdings of small capitalized companies that trade on various stock exchanges and the over the counter markets) and/or (2) Lane Trading Partners, L.P. a real estate fund. The Registrant's representative, Michael J. Klein may provide real estate brokerage services to the partnership in his separate capacity as a licensed real estate broker, for which he may receive a commission.

If the Client determines to become a partnership investor, The Registrant and/or its designee(s) will then manage the partnership assets on a discretionary basis. To the extent that individual advisory clients qualify, and determine that an investment is appropriate given their investment objective(s) and financial situation, they may participate as limited partners in the partnership(s). The terms and conditions for participation in the partnership, including fees paid to the General Partners, conflicts of interest, risk factors and liquidity constraints, are set forth in the partnership offering documents which each prospective investor shall receive, and be required to complete and submit to the General Partner in order to demonstrate qualification for the partnership.

Additional Compensation

Mr. Lane receives no other compensation other than fees and performance fees through Lane Brothers & Co. or the related private investment partnerships.

Supervision

Lane Brothers & Co. Inc. Chief Compliance Officer is Andrea Collins. Ms. Collins is responsible for supervising Mr. Lane's personal trading activities. The firm has an employee trading policy manual and procedures as well as a comprehensive code of ethics that all employees acknowledge in writing to have read and understood.

Michael J. Klein
Lane Brothers & Company
Incorporated
1550 Plaza West Drive
Prescott, AZ 86303
(928)776-8870

This Brochure Supplement provides information about Michael J. Klein that supplement the Lane Brothers & Company, Inc. Brochure.

Educational Background and Business Experience

Michael J Klein, Jr. is a minority shareholder of Lane Brothers & Company, Incorporated. Mr. Klein was born in 1960 and graduated from LeMoyne College in Syracuse, NY with a Bachelor of Science in Business Administration. Mr. Klein was employed from 1983 – 1989 as project manager by Yavapai Hills, Inc. a Prescott, AZ real estate development company. In 1989 Mr. Klein opened Rainbow Canyon Realty and Development, Inc. a residential real estate company which provided residential real estate sales and Rainbow Canyon Properties, Inc., a residential and small commercial contracting firm, mortgage broker and manufactured home dealer.

After working for a number of years with Kevin Lane on the Lane Trading real estate fund in July 2011 Mr. Klein joined Lane Brothers & Company as a shareholder and full time Investment Strategist.

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There has never been a complaint or disciplinary action on Mr. Klein.

Other Business Activities

At this time, Mr. Klein is not involved in any other business activities.

Additional Compensation

Mr. Klein receives no other compensation other than his compensation from Lane Brothers & Co. or the related real estate investment partnership.

Supervision

Lane Brothers & Co. Inc. Chief Compliance Officer is Andrea Collins. Ms. Collins is responsible for supervising Mr. Klein's personal trading activity. Mr. Lane, as managing principle, also oversees Mr. Klein's activities as it relates to portfolio management and discretion of client assets.

Andrea K. Collins
Lane Brothers & Company
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1550 Plaza West Drive
Prescott, AZ 86303
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This Brochure Supplement provides information about Andrea K. Collins that supplements the Lane Brothers & Company, Inc. Brochure.

Educational Background and Business Experience

Andrea Collins, Portfolio Administrator and Chief Compliance Officer, was born in 1958 in Chicago Heights, Illinois. She attended Western Illinois University from 1976-1980. In 1992 she became employed with PaineWebber, Incorporated in Ketchum, Idaho, as a sales assistant. In 1996 she obtained her Series 7 license and Series 65. Shortly after, took a position at the branch office of Imperial Capital LLC in Ketchum, Idaho working in trading, compliance and operations at the firm, based in Beverly Hills, California.

Upon relocating to Arizona in 1999, Ms. Collins joined Lane Brothers & Company Inc. as a portfolio administrator and passed the Series 65 exam. In 2010, she was also appointed Compliance Officer.

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There has never been a complaint or disciplinary action on Ms. Collins

Other Business Activities

At this time, Ms. Collins is not involved in any other business activities.

Additional Compensation

Ms. Collins receives no other compensation other than her compensation from Lane Brothers & Co. Inc.

Supervision

Ms. Collins is supervised by the President and founder of Lane Brothers, Mr. Kevin P. Lane.

Randall D. Loemker
Lane Brothers & Company
Incorporated
1550 Plaza West Drive
Prescott, AZ 86303
(928)776-8870

This Brochure Supplement provides information about Randall D. Loemker that supplements the Lane Brothers & Company, Inc. Brochure.

Educational Background and Business Experience

Randall Loemker was born in Albuquerque, New Mexico in 1958. He received a BA in 1982 at the University of New Mexico in Business Administration with Finance Major and Economics Minor. He received a MBA in 1988 from the University of Texas at Austin. In 2008 he passed the online Certified Financial Planner Education Program from Boston University.

From 1989 thru 1994 Mr. Loemker provided business financial planning as a Financial Planner at Texas Instruments. From 1994 to 2001, he worked for Intel as a Financial Planner and Finance Manager, overseeing financial planning and strategic financial decision models.

From 2001 to 2004 he served as Co-President at Norsam Technologies, providing leadership in business planning and product development.

He took a brief hiatus from 2004-2009. In 2009 he became a Registered Investment Advisor and formed Percheron Financial Services, PLLC, until joining Lane Brothers & Company Inc. in January, 2012.

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There has never been a complaint or disciplinary action on Mr. Loemker.

Other Business Activities

At this time, Mr. Loemker is not involved in any other business activities.

Additional Compensation

Mr. Loemker receives no other compensation other than his compensation from Lane Brothers & Co. Inc.

Supervision

Mr. Loemker is supervised by the President and founder of Lane Brothers, Mr. Kevin P. Lane, as well as Lane Brothers & Company's Chief Compliance Officer, Andrea Collins.