

ITEM 1

FORM ADV  
PART 2A  
COMPANY BROCHURE

FOR

BRONWOOD MANAGEMENT CORPORATION  
(A Registered Investment Advisor Firm)  
1801 Avenue of the Stars, Suite #300  
Los Angeles, CA 90067

February 16, 2012

This brochure provides information concerning the qualifications and business practices of Bronwood Management Corp. If you have any questions about the contents of this brochure, please contact us at 310-288-3808. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

The term “Registered Investment Advisor” does not imply any specific level of skill or training.

Additional information about Bronwood Management Corporation is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

ITEM 2. MATERIAL CHANGES

In 2010, the Securities and Exchange Commission changed the rules which pertain to the disclosure that we provide to clients as required by SEC Rules. This Brochure dated March 28, 2011, is a new document prepared according to the SEC's new requirements.

During the past year ending December 31, 2010, no material changes have occurred at Bronwood Management Corp.

In the future, this Item will discuss only specific material changes that are made to the Brochure and will provide clients with a summary of such changes.

Additional information about Bronwood Management Corp is also available on the SEC's web site at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## ITEM 3

### TABLE OF CONTENTS

	Page
Item 1. Cover Page	i
Item 2. Material Changes	ii
Item 4. Advisory Business	1
Item 5. Fees and Compensation	2
Item 6. Performance-Based Fees and Side-by-Side Management	3
Item 7. Types of Clients	3
Item 8. Methods of Analysis, Sources of Information and Investment Strategies	4
Item 9. Disciplinary Information	5
Item 10. Other Financial Industry Activities and Affiliations	5
Item 11. Code of Ethics, Participation of Interest in Client Transactions And Personal Trading	6
Item 12. Brokerage Practices	7
Item 13. Review of Accounts	9
Item 14. Client Referrals and Other Compensation	9
Item 15. Custody	9
Item 16. Investment Discretion	10
Item 17. Voting Client Securities	10
Item 18. Financial Information	10

ITEM 4. ADVISORY BUSINESS

Bronwood Management Corp. was incorporated in 1980 and is wholly owned by John J. Bessolo. Mr. Bessolo manages client accounts on a discretionary basis, based on the individual needs and objectives of each relationship.

Mr. Bessolo has over 40 years experience managing investments as an investment advisor, having held positions as Vice President in the trust department of Security Pacific National Bank and also with the Los Angeles Investment Co.

As of December 31, 2011, Bronwood managed \$94,048,479 in 41 accounts for outside clients on a discretionary basis.

In addition to Bronwood's outside clients, Mr. Bessolo manages portfolios for several of his family members. For some of these accounts, he is also Trustee.

All portfolio assets are held in custody at bank trust departments, Charles Schwab Institutional, or Deutsche Bank Alex Brown. Clients receive monthly statements from their respective custodians.

Bronwood does not participate in any wrap fee programs and does not offer any other services such as financial planning, or reports offering advice for the purchase or sale of securities.

ITEM 5. FEES AND COMPENSATION

Fees for investment advisory services are based on a percentage of assets under management. Fees are billed after the end of each calendar quarter based on the average month end account balance for the preceding quarter.

Most fees are billed to and paid by the account's custodian.

In certain circumstances, some clients are billed at a fixed fee.

Investment advisory agreements may be terminated upon thirty days' written notice by either party. Upon termination of an advisory agreement, pro rata fees will be payable based on the number of days on which the account was open during the quarter.

Annual Fee Schedule

1.00% of the first \$1,000,000  
0.75% on the next \$4,000,000  
0.50% on sums over \$5,000,000

Bronwood does not charge any performance based fees, and does not receive any other income or commissions from clients other than the stated fees listed in the client agreement. See Item 12 pertaining to a soft dollar relationship with BNY ConvergeX.

In some cases, fees may be negotiable.

Some of Mr. Bessolo's family accounts for which he acts as investment advisor, are not charged a fee.

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

Bronwood does not engage in any performance-based fee programs. Fees and compensation are listed in Item 5.

ITEM 7. TYPES OF CLIENTS

Bronwood generally does, or may, provide investment services to the following:

- Individuals
- Pension and Profit Sharing Plans
- Trusts, Estates, or Charitable Organizations.

The minimum size account which Bronwood handles is generally \$500,000.00

ITEM 8. METHODS OF ANALYSIS, SOURCES OF INFORMATION  
& INVESTMENT STRATEGIES

Bronwood's portfolio management is fundamentally oriented. Securities are continually evaluated for investment suitability in client accounts, and all portfolios are formally reviewed on a monthly basis.

Bronwood monitors international, corporate and domestic events on a daily basis to determine the effect on client portfolios.

Account objectives, risk tolerance, financial situations and appropriate strategies are periodically discussed with clients to determine asset allocations.

Portfolios are primarily invested in investment grade common stocks. Value stocks are emphasized and consideration is also given to including issues which appear to currently out of favor with investors. Below market price earnings ratios and reasonable dividend yields are also favored.

Bronwood's fixed income policy is to purchase U. S. Government and Agency Securities or Corporate and Municipal issues which are rated A, or better, by at least one nationally recognized rating service.

Bronwood allows clients to place reasonable restrictions on the management of their accounts. In the event that a client does place a restriction, this will be documented and Bronwood will adhere to the restriction.

Bronwood has arranged to receive research services provided by Thompson Financial, Dow Jones News Service, Northern Trust Company, Standard & Poor's, Value Line Publishing, Inc., and First Call. In addition, a changing list of various specialized news letters and financial periodicals are utilized.

Bronwood does not vote proxies on securities held in client accounts, and arranges to have proxies sent directly to clients, if requested.

Investing in securities involves risk of loss in principal and clients should be prepared to bear this loss. Bronwood structures portfolios in an effort to minimize exposure to loss.

ITEM 9. DISCIPLINARY INFORMATION

Bronwood or Mr. Bessolo have never been the subject of any legal or disciplinary event that would be material to its advisory business or the evaluation thereof.

ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Bronwood Management Corp is not engaged in any other business activities other than that of investment advisory as described in the preceding “Advisory Services” section.

Bronwood is not a registered broker-dealer; is not a futures commission merchant, commodity pool operator or commodity trading adviser.

Bronwood does not have any affiliations with any of the following entities:

- Broker-Dealer
- Investment company
- Other investment adviser
- Financial planning firm
- Commodity pool operation, trading adviser or futures commission merchant
- Banking or thrift institution
- Accounting firm
- Law firm
- Insurance company or agency
- Pension consultant
- Real estate broker or dealer
- Entity that creates or packages limited partnership

Bronwood nor Mr. John Bessolo is not a general partner in any partnership in which clients are solicited to invest.

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

Bronwood may recommend or purchase or sell securities for client accounts in which it, or one or more of its officers, directors, family accounts of family trusts for which Mr. Bessolo is trustee, and employees (“affiliated persons”), directly or indirectly has a position or interest in, or which it or any affiliated person buys or sells for himself or herself. Such transactions may also include trading in securities in a manner that differs from or is inconsistent with the advice given, or the timing or nature of action taken, to Bronwood’s clients.

Moreover, Bronwood permits affiliated persons to engage in personal securities transactions. Personal securities transactions by affiliated persons may raise potential conflicts of interest when such persons trade in a security that is owned by, or considered for purchase or sale for, a client.

Bronwood has adopted reporting procedures regarding personal securities transactions. In conformance with Bronwood’s Code of Ethics, transactions for customers and clients have priority over the personal securities transactions of Bronwood’s affiliated persons.

Where securities are purchased or sold through the same broker-dealer for multiple client accounts, including those of affiliated persons, Bronwood may aggregate those orders in a block trade or trades. Bronwood must reasonably believe that the block order is consistent with Bronwood’s duty to seek best execution and may benefit each client participating in the aggregated order. The average price per share of each block trade will be allocated to each account that participates in the block trade. Accounts that participate in the same block trade will be charged commissions, if applicable, at the rate applicable to each account, and different accounts participating in a block transaction may be charged the same commission rates.

Bronwood may place block trades with two or more brokers in certain situations. When considering the timing of order placement, Bronwood will alternate the placing of orders between brokers to attempt to ensure generally fair treatment of all accounts.

If a block order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day will be allocated in a manner that is consistent with any initial pre-allocation and that does not consistently advantage or disadvantage particular client accounts. Prior to entry of a block trade, a written allocation will be generated which identifies the group of client accounts participating in the order. Changes in allocation prior to final allocation may be made for good cause provided that all client accounts receive fair and equitable treatment. Bronwood shall not be obligated to include all client accounts in a block trade. Transactions for any client’s account will not be aggregated for execution if the practice is prohibited or inconsistent with that client’s investment management agreement.

## ITEM 12. BROKERAGE PRACTICES

Bronwood has authority to determine, without obtaining specific client consent the securities to be bought or sold, the amount of the securities to be bought or sold, the broker or dealer to be used and the commission rates paid.

Bronwood is generally responsible for making the decision to buy and sell securities for most of its client accounts. The placement of orders and the negotiation of commissions paid on such transactions is an integral step in the decision process. Although it is Bronwood's policy to seek the best security price and the most favorable commission rates available with respect to each transaction, it will not necessarily pay the best price or lowest commission rate available. Transactions may involve specialized services on the part of the broker and may thereby justify higher commissions, or their equivalent, than would be the case with other transactions requiring more routine services.

In selecting broker-dealers and in negotiating commissions, Bronwood considers a number of factors including the broker's reliability, the quality of execution services on a continuing basis and the financial condition of the brokerage firm.

Consistent with obtaining best execution, brokerage commissions on client transactions may be directed to brokers in recognition of services provided to the adviser and to its clients. Generally, such brokerage and research services are used to service all of Bronwood's accounts. However, each and every research service may not be used for the benefit of each and every account managed by Bronwood, and brokerage commissions paid by one account may apply towards payment for research services that may not be used in the services of that account.

As a result, a client may pay brokerage commissions that are used, in part, to purchase research services that are not used to benefit that specific client. Brokers selected by Bronwood may be paid commissions for effecting transactions for Bronwood's clients that exceed the amounts other brokers would have charged for effecting these transactions if Bronwood determines in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by these brokers, viewed either in terms of a particular transaction or Bronwood's overall duty to its clients.

Bronwood has arranged to receive research services provided by Thompson Financial, Dow Jones News Service, Northern Trust Company, Standard & Poor's, Value Line Publishing, Inc., and First Call. To the extent that Bronwood does not generate adequate soft dollar credits to pay for these research services with brokerage commissions, Bronwood will pay for such services from its own funds.

Bronwood receives soft dollar products and services from BNY ConvergeX for commissions generated from equity transactions for clients' accounts. As a result of this arrangement, Bronwood indirectly receives an economic benefit because its research expenses are reduced by the soft dollar products and services it receives. Bronwood directs substantially all of its equity transactions to BNY ConvergeX. Bronwood would otherwise be required to pay for these products and services with its own funds.

Bronwood may decide to purchase or sell securities for several client accounts at approximately the same time. Such orders may be combined or "batched" to facilitate obtaining best execution to negotiate more favorable commission rates and/or to allocate equitably among such clients the effects of any market fluctuations that might have otherwise occurred had such orders been placed independently. Under this procedure, the transactions are averaged as to price and allocated as to amount according to the daily purchase and sell orders actually placed for each client account. If Bronwood cannot obtain best execution of all the combined orders at prices or for transaction costs that Bronwood believes are desirable, Bronwood will allocate the securities Bronwood does buy or sell as part of the combined orders in a manner designed to be fair and equitable.

In some circumstances, a client will designate a particular broker or dealer through which trades are to be effected. Where a client has directed the use of a particular broker or dealer, Bronwood generally will not be in a position to negotiate commission rates or spreads freely or, depending on the circumstances, to select brokers or dealers based on best execution.

Additionally, transactions for a client that has directed that Bronwood use a particular broker or dealer may not be commingled or "bunched" for execution with orders for the same securities for other accounts, except to the extent that the executing broker or dealer is willing to "step out" such transactions to the client's designated broker or dealer. Where "step out" arrangements are not possible, or to the client's advantage, trades for a client that has directed use of a particular broker or dealer may be placed at the end of bunched trading activity for a particular security.

Accordingly, directed transactions may be subject to price movements, particularly in volatile markets, that may result in the client receiving a price that is less favorable than the price obtained for the bunched order. Under these circumstances, the direction by a client of a particular broker or dealer to execute transactions may result in higher commissions, greater spreads, or less favorable net prices than might be the case if Bronwood were empowered to negotiate commission rates or spreads freely, or to select brokers or dealers based on best execution.

ITEM 13. REVIEW OF ACCOUNTS

All accounts are formally reviewed by Mr. Bessolo, President and Chief Investment Officer, each month and reviewed on an informal basis more frequently. Accounts are reviewed by using Registrant's statements and, as a matter of convenience, reviews are done in the numerical order in which the accounts appear.

Significant events effecting individual holdings which occur periodically, will also initiate account reviews.

Asset allocation is reviewed in order to make sure the portfolio is invested to provide maximum return with minimum risk. Individual bond and equity positions are reviewed on the basis of quality, potential and fundamental outlook

A portfolio report, which includes holdings and cost and market value, transactions and performance, are mailed to the client on a monthly basis. A yearly summary of transactions, capital transactions and total interest and dividend income are mailed to the client annually.

ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION

Bronwood does not solicit business and selectively takes new accounts only by referral.

Total income received is from management fees earned and dividend and interest on the corporation's portfolio. No other compensation is received.

ITEM 15. CUSTODY

Bronwood does not have custody of any outside client's assets.

All of Bronwood's clients receive monthly statements from their respective custodians. Bronwood also receives monthly custodian statements and after they have been received and balanced with Bronwood's in-house systems, Bronwood sends it statements to its clients.

Clients are urged to review and compare their custodian statements with those received from Bronwood.

ITEM 16.     INVESTMENT DISCRETION

Bronwood only accepts accounts on a fully discretionary basis. This authority is authorized in Bronwood's client agreement and also discussed in the preceding Item 12.

ITEM 17.     VOTING CLIENT SECURITIES

As mentioned in Item 8, Bronwood does not vote proxies on securities held in client accounts.

On request, Bronwood will arrange to have proxies sent directly to its clients.

ITEM 18.     FINANCIAL INFORMATION

Bronwood does not request pre-payment of any fees from clients.

Bronwood or Mr. Bessolo, have never been involved in any bankruptcy action or proceeding and maintains the financial capability to meet all of its obligations to clients.