

Part 2A of Form ADV: The Firm Brochure

Item 1: **Cover Page**

Seven A. Zabriskie, Investment Adviser

A sole proprietorship
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This brochure provides information as of May 31, 2012 about the qualifications and business practice of Steven A. Zabriskie, Investment Adviser. If you have any questions about the contents of this brochure, please contact us at (210) 325-4485 or szabriskie@satx.rr.com. 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.

Additional information about Steven A. Zabriskie, Investment Adviser, is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: **Material Changes to the Brochure**

The firm has determined to reduce the advisory fees to clients who have conservative investment objectives, in light of the low interest rates or returns on relatively safe investments such as U.S. Treasury bills. Otherwise, no material changes have been made since the last annual amendment or update of this brochure in March 2011. The changes to fees are explained in Item 5

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Item 4: **Advisory Business of the Firm**

Steven A. Zabriskie, Investment Adviser, is a sole proprietorship which offers investment advice to a very specific target group of clients: employees and former employees of the University of Texas at San Antonio, UT Health Science Center at San Antonio and other University of Texas entities in San Antonio. Our investment advisory firm has been in business since 2004. Steven A. Zabriskie is the 100% owner of this sole proprietorship.

We offer an active management strategy within the retirement investment programs for employees and former employees of University of Texas. The UT System offers its employees the opportunity to invest in a number of pre-structured investment programs and through a limited group of mutual fund families and other providers. Our firm utilizes the Tax Sheltered Annuity program and the Optional Retirement program from the UT System offerings. Our firm uses Fidelity Investments as its sole provider. Fidelity's UT System plan offers a wide range of Fidelity mutual funds as well as mutual funds from other sponsors.

Our firm tailors our advice to the needs of individual clients by inquiring about their personal risk tolerance. Based on that information, we group clients into five groups which exemplify different investment strategies and range from very conservative to aggressive. We then construct portfolios for each group using a diverse selection of Fidelity plan funds. The specific funds are selected for the five portfolios based on either near-term or long-term performance of the fund, our market outlook and the fund manager's strategy for a particular fund. Broadly the investment strategy behind each of the five group portfolios are: 1) Retirement, 2) Conservative, 3) Balanced, 4) Growth and 5) Aggressive.

Our firm does use market-timing techniques from time to time when long-term trends are negative.

Indirectly, our clients pay the management fees that Fidelity charges its mutual funds. However, those fees are some of the lowest in the investment management business. For instance, Fidelity's S&P 500 Index Fund has an annual management fee of 0.1%.

Our firm does have discretion to manage assets within the restrictions of the UT System offerings. As of March 31, 2012, Steven A. Zabriskie, Investment Adviser, had the following assets under management:

Discretionary	\$31,980,167.00
Non-discretionary	\$ 0.00

Item 5 **Fees and Compensation**

Investment management fees of our firm are based on a percentage of assets under management. The standard fee is 0.9% per year or 0.225% per quarter. The management fee is deducted from client accounts on a quarterly basis in advance of the quarter to which the fee relates and based on the balance in the client account as of the end of the previous quarter. If a client terminates our firm's services during the middle of a quarter, the client is not entitled to a refund of the management fee charged at the beginning of the quarter.

Although the standard management fee is 0.9%, we reserve the right to lower those fees on a quarter by quarter basis and on a group portfolio by group portfolio basis, depending and based on market conditions. For example, currently, interest rates are extremely low and that really reduces income payments for conservative investors. Therefore, our firm lowered fees for the conservative group portfolio clients during the first quarter of 2012 to 0.15% for the quarter or 0.6% on an annualized basis. It is the policy of our firm not to raise the quarterly fee beyond 0.225% in any circumstance.

Clients generally will not incur other fees and expenses, including custodial fees and mutual fund expenses other than the fund management fee. They will not otherwise incur brokerage expenses. Neither our firm nor any person working for it accepts compensation for the sale of a security or other investment product, including asset-based sales charges or service fees from the sale of mutual funds.

The brokers who are executing the purchases or sales of securities within mutual funds our firm may select for a particular group portfolio are not related to our firm in any way. Clients will not have the option to purchase investment products our firm recommends through brokers or agents other than the ones chosen by Fidelity.

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

Our firm does not charge additional or larger fees based on the appreciation in value or capital gains experienced by a client account while under the management by our firm. Nor does our firm invest its own money in portfolios constructed to have the same investments as those in which our clients' monies are invested.

Item 7: Type of Clients

All of our firm's clients are individuals. The firm requires a minimum account balance of \$25,000, but has made exceptions in the past to advise clients with smaller amounts to invest.

Item 8: Method of Analysis, Investment Strategies and Risk of Loss

In order to analyze the 35 mutual funds provided as the investment options Fidelity has made available under its offering for the UT System, our firm uses a relative strength evaluator. This software application compares performance of different funds over various time periods. The program also compares standard deviation from the mean performance for each fund over rolling 24 week periods.

Our firm then tries out and tests mock portfolios using various combinations of the mutual funds available. The goal is to achieve the most "efficient" group portfolio producing the highest possible return with the lowest standard deviation. Maximum standard deviation levels are set for each group portfolio depending on the group's risk tolerance.

Although diversification in each group portfolio provides a good amount of risk protection, that diversification does not protect against systemic risk. During times of great systemic risk, massive sell-off may occur and most if not all mutual funds lose value during those periods.

Our firm employs a timing service to try to limit systemic risk. This system has been successful during the 2008 bear market as well as the 2000 – 2002 bear market.

However, past performance is no guarantee of future results. All of our group portfolios can and do lose money. Investment in mutual funds involves risk, including the risk of loss of principal. Clients should be prepared to bear those risks.

Item 9: Disciplinary Information

Neither the firm nor the principal Steven A. Zabriskie have been involved in any disciplinary proceedings or have had any related action taken against them.

Item 10: Other Financial Industry Activities and Affiliations

Our firm is not involved in any financial industry trade associations or activities. Nor is it affiliated with any other entity involved in the investment business. The principal of our firm, Steven A. Zabriskie, also serves as an investment adviser representative of RMDR Securities, an investment adviser registered with the U.S. Securities and Exchange Commission.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Our firm is not an SEC registered adviser. However, we are required under Texas State Securities Board Rule 116.14 to establish, maintain and enforce written policies and procedures reasonably designed to prevent misuse of material non-public information.

Neither our firm nor our principal, Steven A. Zabriskie, nor any other person who is related to the firm, has a financial interest in any investment which the firm has or will recommend to clients. Neither our firm, nor our principal Steven A. Zabriskie, nor any other person related to our firm has an ownership interest in any security which a client owns through its ownership of mutual funds in the group portfolio in which our clients are invested.

All personnel at our firm are admonished not to provide or receive any material nonpublic information about any mutual fund in which a group portfolio is invested or in which it is considering investment, or about any issuer of securities which has been or may be purchased by a mutual fund in which a group portfolio and our clients invest.

Our firm selects only funds that give purchasers the closing price at the end of the day of the trade. Therefore, even if our principal traded in mutual fund shares also purchased for our firm's clients, our principal would not receive any advantage in relation to the clients. Trading by our principal in his personal account may only take place at least 24 hours after a purchase or sale of the same security by one of the group portfolios. The firm reviews the personal trading history of our principal on at least an annual basis.

Item 12: Brokerage Practices

Our firm does not use brokers directly because we are investing in mutual funds that are marketed directly by their sponsors, primarily Fidelity. The funds we in which we invest are no-load funds. Consequently, our firm does not aggregate trades in particular securities or mutual fund units across client accounts.

Our clients do not have the legal right to direct Fidelity fund managers to use particular brokers in buying stocks for the mutual fund portfolios. Neither our firm nor our clients have the ability to "direct" brokerage. Because we do not use brokers directly, we do not receive research and other soft dollar benefits in exchange for directing brokerage. However, we do have access to and operate on Fidelity's platform for advisers. Our firm does not receive client referrals from brokerage firms.

Item 13: Review of Accounts

Our principal, Steven A. Zabriskie, reviews group portfolios in which client accounts are invested on at least a monthly basis and often reviews on a weekly basis. More frequent reviews occur when there is volatility in the markets.

Reports resulting from the group portfolio reviews are emailed to clients, typically on a monthly basis. Fidelity sends out official reports on performance of client accounts on a quarterly basis. Our firm reviews the performance of the client accounts with each client on an annual basis.

Item 14: Client Referrals and Other Compensation

Our firm receives no benefit from a third party for having provided advice to our clients. Conversely, our firm does not compensate any person outside our firm or for whom we do not have responsibility for as a supervised person for client referrals. We do not use market solicitors.

Item 15: Custody of Client Funds

A division of Fidelity Investments acts as custodian for our clients' monies. Steven A. Zabriskie does not take custody and has never taken custody of client funds.

Item 16: Investment Discretion

Our firm accepts discretionary authority to manage securities accounts on behalf of clients. However, our discretion is limited by the choices made available within the UT System's investment offerings for employees and former employees.

Before accepting discretionary authority, the firm requires that a client execute an investment advisory agreement under which such discretionary authority is given to our firm.

Item 17: Voting Client Securities.

Our firm does not have the authority to vote the securities purchased by each of the Fidelity mutual funds we advise our clients to purchase. Nor do we accept the authority to vote the ownership interest in the mutual funds to the extent that actions by the Fidelity advisers or the board of directors or trustees for any Fidelity fund require action by equity holders of those funds. Clients will receive proxy and other solicitations directly from the Fidelity custodian.

Item 18: Financial Information

Our firm does not require payment six months or more in advance from clients. Our firm knows of no financial condition of the firm that is reasonably likely to impair our ability to meet our contractual commitments to our clients.

Item 19: Requirements of State Registered Advisers

Information about our principal, Steven A. Zabriskie, is found in Form ADV Part IIB.