



Investment Advisory Brochure

March 2, 2012

This brochure provides information about the qualifications and business practices of North Castle Advisors, LLC. Registration does not imply a certain level of skill or training.

If you have any questions about the contents of this brochure, please contact North Castle Advisors, LLC at 914-273-6565 or seth@northcastleadvisors.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 North Castle Advisors, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

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Material Changes

There have been no material changes to this disclosure brochure since the date of its most recent filing (February 29, 2012).

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ADVISORY BUSINESS

North Castle Advisors, LLC (“NCA”), is a single member limited liability company organized under the laws of the State of New York. NCA is an investment adviser registered with the U.S. Securities and Exchange Commission (since 2012) and prior to that, as an investment adviser in the States of New York (since 2004), New Jersey (since 2010) and Oregon (since 2006). Providing investment advice and portfolio management is the primary business activity of NCA. Seth J. Varnhagen is its Manager and sole member.

Advisory Services

Services are limited to investment advice, implementation and ongoing management, including:

- **Investment goal and objective setting** - Working with clients to define the goals and objectives for each portfolio.
- **Risk tolerance assessment** – Working with clients to determine the appropriate amount of investment risk for each portfolio based on their needs. In some cases, clients make their own determination of appropriate risk and direct to NCA to implement a specific strategy.
- **Portfolio design** – Selecting investments for each portfolio which meet risk, cost, tax efficiency and other criteria, with a target percentage set for each major asset class.
- **Implementation** - Investing each portfolio in accordance with the portfolio design
- **Periodic rebalancing** – Monitoring each portfolio on an ongoing basis and from time to time, return the asset mix to the target percentage.
- **Client Contact** - Periodic client contact to assess whether changing client needs indicate portfolio redesign is necessary.

NCA does not provide financial planning services related to retirement planning, tax planning, estate planning or risk management (insurance planning). Clients are encouraged to consult professionals in these areas to address specific needs. NCA will work with those professionals on an as needed basis.

Assets Under Management

As of December 31, 2011, NCA had client assets under management as follows:

Discretionary Assets: \$13,338,415.11

Non-Discretionary Assets: \$19,640,906.32

Clients establishing new relationships with NCA should anticipate that effort will be required in three broad areas prior to our actually investing funds on their behalf. These usually take several weeks to complete. They are:

- **Establishing Accounts:** Most often, clients establish investment accounts with TD Ameritrade Institutional Services (TDAIS), a division of TD Investor Services, Inc., member of NYSE/SIPC. NCA will assist clients with the necessary documents to allow

them to establish accounts and transfer assets from existing custodians. In establishing accounts, clients make several determinations regarding NCA's level of access to and authority over TDAIS accounts. They are:

- Directing TDAIS to provide duplicate statements to NCA
- Optionally, providing NCA the authority to enter trades (determining the securities and amounts to be bought or sold) without obtaining specific consent. Without this consent, clients are required to enter their own transactions based on NCA recommendations.
- Optionally, providing NCA the authority to deduct its advisory fees from client accounts as directed by invoice from NCA. Without this consent, clients are sent an invoice quarterly and asked to remit a check.

NCA also manages accounts not held at TD Ameritrade, typically employer-related retirement accounts. In these cases, clients provide NCA with the necessary on-line account access and passwords. As there is no mechanism for NCA's fees to be deducted directly from these accounts, alternate arrangements are made, typically deducting fees from accounts held at TDAIS, or payment by invoice and check. NCA cannot accept access if it could allow the user to change the address of record for the account, as this can be viewed as taking custody of client funds. In that case, clients provide NCA with copies of account statements and place trades themselves based on NCA recommendations.

- **Setting Investment Policy.** Each portfolio is tailored to the needs of the client through a goal and objective setting and risk tolerance assessment processes involving discussions with clients and questionnaires. Clients can choose to waive this process and set their own investment policy and portfolio structure. In that case, in their advisory agreements, clients indicate that they recognize and accept the risks involved.

Clients may impose restrictions on what securities to include or exclude from a portfolio and they may also require that prior verbal or written approval be given before any particular transactions are executed. The agreed-to investment policy, expected return and volatility information and restrictions on each managed portfolio is documented in the Advisory Agreement between NCA and the client.

- **Executing Advisory Agreement with NCA.** Before NCA takes any action under its discretionary authority for a client, it must have an executed advisory agreement with the client in hand. The advisory agreement includes the agreed to investment policy, fee structure and other provisions regarding the advisory relationship.

Clients using NCA's services should understand that, once implemented, the investment approach involves little trading activity. This "patient" approach to investing stems from the belief that market performance cannot be accurately predicted and therefore, that excess trading activity is counter-productive and adds unnecessarily to operating cost. Generally, transactions occur resulting from:

- Reinvestment of accumulated dividends.

- Rebalancing to restore desired portfolio balance.
- Investment of new funds.
- Repositioning of a portfolio resulting from changes to clients' risk tolerance or investment profile.
- Withdrawal of funds by the client.

This approach to investing can be disconcerting to investors who become impatient over time and feel the need to “do something.” Because performance across asset classes usually varies substantially in the short run, many investors feel the need to sell relatively underperforming asset classes and buy outperforming asset classes. NCA discourages this practice. On a regular basis, it compares the actual market value of each holding with the target allocation established for each account. From time to time, it “rebalances” the accounts to bring actual allocations more in line with the target. This usually involves selling outperforming asset classes and buying underperforming asset classes. The decision on whether to rebalance is based on factors unique to each account, including:

- The degree to which the actual account value differs from its target.
- The tax impact of the transaction, for taxable accounts. Generally, taking short term capital gains (for positions held less than one year) is avoided.
- The cost of the transaction in relation to the dollar value of the trade.

Clients should review statements provided by TD Ameritrade, other custodians and NCA thoroughly upon receipt to remain informed about the value of each account and about how each account is being managed. Clients are encouraged to contact TD Ameritrade, other custodians and/or NCA if any questions arise regarding their accounts. Statements provided by NCA contain information which is believed to be accurate, but not guaranteed.

FEES AND COMPENSATION

Advisory Fees: Fees paid to NCA for advisory services are based on a percentage of each client's total assets under management. NCA does not accept commissions or finder's fees of any sort from any third parties. Current asset based management fees are as follows:

- For the first \$ \$500,000 – 0. 0.25% of average quarterly assets. (0. 1.00% annually).or amounts in excess of \$500,000 – 0.125% of average quarterly assets. (0.50% annually).

In addition, there is a charge of \$150 per hour for extraordinary work. Prior client approval is required before extraordinary work is initiated. While there is no minimum account value set for establishing or maintaining an account, client relationships are subject to a minimum fee of \$2,000 per household per year.

Fees are negotiable and in some cases, alternate fee structures are established. Fees are calculated as of the last day of each calendar quarter (or the date that the advisory agreement between the client and NCA is cancelled, as described below) and billed immediately. Clients can elect to pay fees in one of two ways. Ordinarily, fees are paid via automatic debit of clients' TD Ameritrade accounts. As an alternative, clients can elect to receive invoices directly, and pay by check. For those electing invoicing, fees are due and

payable by the 20th day of the month after quarter-end. Fees unpaid more than 30 days after quarter-end accrue interest at 1.00% per month, compounded. Advisory fees and minimum fees are pro-rated (billed based on actual calendar days of account management as a percent of total calendar days in a quarter) when new accounts are established or the advisory agreement is cancelled.

Other Expenses: In addition to NCA's fees, clients can expect to pay certain expenses and fees to TD Ameritrade and to the funds held in portfolios as follows:

- **Transactional Fees:** For accounts held at TD Ameritrade, clients should expect to pay transaction charges to TD Ameritrade of approximately \$200 per account in year 1, and less in following years – depending on which funds are used, how often the portfolio is rebalanced, how often clients add/withdraw capital from the accounts and whether they receive monthly statements from TD Ameritrade via mail or on-line.
- **Fund Expenses:** The typical expenses charged by the funds within NCA-managed portfolios for their day to day operations cost a weighted average expense ratio of approximately 0.60% of assets per year or less. In some cases, expenses can be higher, for example, if actively managed funds are included in a portfolio.

Termination: The advisory agreement may be canceled, by either party, for any reason upon five (5) days prior written notice to the other party. Because NCA charges fees in arrears, there will be no refund due to the client. The client has the right to terminate the Advisory Agreement without penalty within five (5) business days after entering into the Advisory Agreement.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

NCA does not participate in performance-based fee arrangements in which its fees are based on a share of capital gains or on capital appreciation of the assets of a client.

TYPES OF CLIENTS

NCA's clients are primarily individuals, including high net worth individuals, trusts and small-business retirement plans. While there is no minimum account value set for establishing or maintaining an account, client relationships are subject to a minimum fee of \$1,000 per household per year.

METHODS OF ANALYSES, INVESTMENT STRATEGIES AND RISK OF LOSS

Those involved with providing investment advice on behalf of NCA are required by their education and experience to be strong supporters of the "efficient market" hypothesis, the belief that markets are highly efficient in their ability to accurately set prices using all currently available public information. As such, attempting to select individual securities and/or "time" markets are self defeating practices. NCA avoids using 'actively managed' mutual funds and exchange traded funds, those that have managers who attempt to time markets, preferring 'passively managed' funds that do not attempt market timing. Unless specifically directed to do so by clients, NCA makes no attempt to select individual

securities or engage in ‘market timing’. Nor does it attempt to forecast which way individual securities or markets will move in the future. NCA does not use margin or options in managing customer accounts. NCA does not invest directly in futures or derivatives (although mutual funds held in client accounts may use such strategies).

NCA does not analyze individual securities, unless specifically requested to do so by clients. It reviews financial newspapers and periodicals, research prepared by others as well as annual reports and prospectuses. NCA’s investment strategies are exclusively for clients interested in long term purchases of securities – holding individual securities or funds at least one year, with use of the bulk of assets anticipated at least five years in the future.

As NCA has a fundamental belief in highly diversified portfolios, it builds portfolios using mutual funds and exchange traded funds exclusively, unless specifically directed to do otherwise by a client. Each portfolio is tailored to the needs of the client through the goal and objective setting and risk tolerance assessment processes described above. Clients may impose restrictions on what securities to include or exclude from a portfolio and they may also require that prior verbal or written approval be given before any particular transactions are executed.

Key elements of our philosophy and approach are as follows:

- Investing in securities involves the risk of loss that clients must be prepared to accept if they want the opportunity to benefit from positive returns. In short, there is no “free lunch” in investing.
- Cash or bonds historically are poor asset classes to use if the objective is to produce positive real (after inflation) returns. NCA believes that cash and bond assets are best used to reduce overall portfolio volatility and in portfolios in which funds will be needed within five years.
- NCA believes that stocks (also called ‘equities’) are the best vehicles to deliver the potential for positive real returns. However, there is no “free lunch.” Investing in stocks requires assuming the risk of experiencing periods of highly volatile and negative performance, some of which historically have lasted several years. Since these periods of negative performance cannot be predicted in the short term with accuracy, NCA makes no attempt to do so. Because of this risk, NCA recommends that its approach be applied only to “long term” portfolios – those in which the majority of invested funds are unlikely to be used for at least five years. In this way, if a client experiences a substantial loss, there is time to provide the opportunity (though not a certainty) that a portion or all of the loss can be recovered.
- NCA also believes that broad diversification is a key means to reduce portfolio volatility and transaction costs. As such, it uses mutual funds and exchange traded funds to construct portfolios, and do not ordinarily recommend purchase of individual securities.
- Within the universe of mutual funds and exchange traded funds, NCA selects a series (usually 5 or more) of passively managed mutual funds, each investing in a specific

asset class. NCA may use actively managed funds if no acceptable passive fund is available. The purpose of using passively managed funds is to reduce operating expenses and taxes and to access a well disciplined, consistently applied and focused investment process.

- The purpose of selecting many asset classes is to take advantage of historically low correlation across asset classes. While each asset class may be highly volatile, low correlation creates the potential for the portfolio as a whole to have relatively lower volatility. The objective is to deliver strong performance over the long run, while reducing portfolio volatility in the short run. To construct portfolios, NCA uses mutual funds and/or exchange traded funds representing asset classes which may include some or all of the following:
 - US, foreign and emerging market equities
 - Real estate
 - Commodities
 - Domestic bonds
 - Global bonds
 - Money market instruments

Risk of Loss

General Risk

Investing in securities involves risk of loss that each client should be prepared to bear. Typical investment risks include market risk typified by a drop in a security's price due to a company specific event (e.g. unsystematic risk), or general market activity (e.g., systematic risk). In addition, certain strategies may impose more risk than others. For example, with fixed income securities, a period of rising interest rates could erode the value of bond since bond values generally fall as bond yields rise. Investment risk with international equities also includes fluctuation in currency values, differences in accounting and economic and political instability.

Exchange Traded Funds (ETFs)

Equity-based exchange traded funds are subject to risks similar to those of stocks. If the stocks tracked within an ETF decline due to weakening fundamentals, crumbling technical support, global events, or any other market fluctuations, the value of the ETF will go down. Fixed income-based ETFs are subject to risks similar to those of bonds such as increasing interest rates. Investment returns will fluctuate and are subject to market volatility, so that an investor's ETF shares, when redeemed or sold, may be worth more or less than their original cost. It is because of these fluctuations that NCA believes that investors with significant equity exposure should expect to invest for a period of at least five years.

DISCIPLINARY INFORMATION

There have been no legal or disciplinary events (criminal, civil actions or administrative proceedings) against NCA or Mr. Varnhagen that are material to evaluation of NCA's business or integrity of management.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

NCA is an advisor authorized to use mutual funds sponsored by Dimensional Fund Advisors (See www.dfaus.com). In order to receive this designation, Mr. Varnhagen attended training sponsored by DFA to understand its philosophy and management approach. He also has acknowledged to DFA that he adheres to the 'efficient market' investment approach. This designation can be withdrawn if DFA, in its sole discretion, determines that portfolios managed by NCA are trading DFA funds actively, consistent with a market timing approach. NCA is not paid by DFA for using its funds in client portfolios, nor does NCA pay DFA for this designation. DFA has a web site for approved advisors that contains research, white papers and similar information for their use. NCA also uses mutual funds and exchange traded funds not sponsored by DFA.

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

NCA has adopted a Code of Ethics which describes the standards of behavior and responsibilities that NCA and its representatives have in their professional activities. It includes topics such as integrity, direct advice, professional ability, fairness, investment philosophy, and confidentiality. A copy of the Code of Ethics is available to any client or prospective client on request.

NCA or a related person does not:

- As principal, buy securities for itself or himself from or sell securities it or he owns to any client.
- As broker or agent, effect securities transactions for compensation for any client.
- As broker or agent for any person other than a client, effect transactions in which client securities are sold to or bought from a brokerage customer.
- Recommend to clients that they buy or sell securities or investment products in which it or he has some financial interest.

In the event that a situation arises in which a conflict of interest between NCA or any of its employees and a client could reasonably be expected to arise, NCA describes the potential conflict to the client in writing, requiring that approval be given by the client before proceeding.

Mr. Varnhagen owns for his personal account and family accounts some of the mutual funds and exchange traded funds that are recommended to North Castle Advisor's clients. For open ended mutual funds, such ownership does not present a conflict of interest because, by their nature, the client's cost of purchases and/or proceeds of sales of open ended funds are unaffected by whether or not Mr. Varnhagen owns or trades shares in the

fund. To avoid any appearance of conflict with respect to commonly held positions in exchange traded securities (exchange traded funds or individual issues), Mr. Varnhagen will refrain from trading personal or family positions in those securities within 15 minutes of doing so on behalf on any NCA client.

BROKERAGE PRACTICES

Broker Selection

NCA will generally recommend that clients utilize the brokerage and clearing services of TD Ameritrade Institutional Services, a division of TD Investor Services, Inc., member of NYSE/SIPC. for investment management accounts.

Best Execution

Best execution has been defined by the SEC as the “execution of securities transactions for clients in such a manner that the client’s total cost or proceeds in each transaction is the most favorable under the circumstances.” The best execution responsibility applies to the circumstances of each particular transaction and an investment adviser must consider the full range and quality of a broker-dealer’s services, including, among other things, execution capability, commission rates, the value of any research, financial responsibility and responsiveness.

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 among others, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while NCA will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client transactions.

Broker Analysis

NCA evaluates a wide range of criteria in seeking the most favorable price and market for the execution of transactions. These include the broker-dealer’s trading costs, efficiency of execution and error resolution, financial strength and stability, capability, positioning and distribution capabilities, information in regard to the availability of securities, trading patterns, statistical or factual information, opinion pertaining to trading and prior performance in serving NCA.

Also in consideration is such broker-dealers’ provision or payment of the costs of research and other investment management-related services. Accordingly, if NCA determines in good faith that the amount of trading costs charged by a broker-dealer is reasonable in relation to the value of the brokerage and research or investment management-related services provided by such broker, the client may pay trading costs to such broker in an amount greater than the amount another broker might charge.

Seth Varnhagen, NCA’s manager, is responsible for continuously monitoring and evaluation the performance and execution capabilities of brokers that transact orders for our client accounts to ensure consistent quality executions. In addition, NCA periodically

reviews its transaction costs in light of current market circumstances and other relevant information.

Client Directed Brokerage

Certain clients may direct NCA to use particular brokers for executing transactions in their accounts. With regard to client directed brokerage, NCA is required to disclose that NCA may be unable to negotiate commissions, block or batch orders or otherwise achieve the benefits described above, including best execution. Directed brokerage commission rates may be higher than the rates NCA might pay for transactions in non-directed accounts. Therefore, directing brokerage may cost clients more money. NCA reserves the right to decline acceptance of any client account that directs the use of a broker dealer if NCA believes that the broker dealer would adversely affect NCA's fiduciary duty to the client and/or ability to effectively service the client portfolio.

As a general rule, NCA encourages each client to compare the possible costs or disadvantages of directed brokerage against the value of custodial or other services provided by the broker to the client in exchange for the directed brokerage designation.

TD Ameritrade

NCA participates in TD Ameritrade's institutional customer program and NCA may recommend TD Ameritrade to clients for custody and brokerage services.

There is no direct link between NCA's participation in the program and the investment advice it gives to its clients, although NCA receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors, including the following products and services (provided without cost or at a discount):

- Receipt of duplicate client statements and confirmations;
- Research related products and tools;
- Consulting services; access to a trading desk serving adviser participants;
- Access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts);
- The ability to have advisory fees deducted directly from client accounts;
- Access to an electronic communications network for client order entry and account information;
- Access to mutual funds with no transaction fees and to certain institutional money managers; and

- Discounts on compliance, marketing, research, technology, and practice management products or services provided to NCA by third party vendors.

Some of the products and services made available by TD Ameritrade through the program may benefit NCA but may not benefit its client accounts. These products or services may assist NCA in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help NCA manage and further develop its business enterprise.

The benefits received by NCA or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, NCA endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by NCA or its related persons in and of itself creates a potential conflict of interest and may indirectly influence NCA's choice of TD Ameritrade for custody and brokerage services.

REVIEW OF ACCOUNTS

As NCA's sole portfolio manager, Mr. Varnhagen personally performs reviews of accounts for NCA. He does so regularly and whenever NCA is notified by the client of any change that would affect the client's needs or ability to assume financial risk. Reviews can include:

- Spot checking statements for accuracy of share balances and transaction activity.
- Determination of whether rebalancing is indicated due to market movements.
- Annual review with client to confirm suitability.
- Repositioning the portfolio to reflect a change in the client's needs or ability to take on risk.

Annually, NCA offers each client the opportunity for a review of their financial situation to confirm whether the investment policy in force remains suitable. For clients that refuse this offer, the preexisting investment policy will be maintained until such time as a client requests a review or otherwise indicates that an event has occurred which could affect investment policy.

CLIENT REFERRALS AND OTHER COMPENSATION

The only compensation received by NCA for its work on a client's behalf comes from investment advisory fees paid by the client pursuant to the investment advisory agreement. NCA does not have any arrangement, either oral or in writing, in which it is paid cash or receive some economic benefit from a non-client in connection with giving advice to clients or pays cash or some economic benefit to a non-client for referral of clients to NCA.

CUSTODY

Custody of client assets will be maintained with the independent custodian selected by the client. NCA will not have physical custody of any assets in the client's account except as permitted for payment of advisory fees. Clients will be solely responsible for paying all fees or charges of the custodian. Clients will may? authorize NCA to give the custodian instructions for the purchase, sale, conversion, redemption, exchange or retention of any security, cash or cash equivalent or other investment for the client's account.

Clients will receive directly from the custodian at least quarterly a statement showing all transactions occurring in the client's account during the period covered by the account statement, and the funds, securities and other property in the client's account at the end of the period. Clients are urged to carefully review the account statement sent by the broker-dealer/custodian and to compare the account statement provided by the broker-dealer/custodian with any statements provided by NCA. In this way, they can remain informed about the current status of their investments and any changes being made on their behalf.

INVESTMENT DISCRETION

NCA accepts discretionary authority over client accounts. Before it does so, it requires that clients execute an investment advisory agreement covering each account for which it will manage. The advisory agreement specifically gives NCA discretionary authority. For each such account, the advisory agreement describes the agreed-to overall asset allocation among equities, fixed income and other assets, as well as the expected (though not guaranteed) return and volatility characteristics of the portfolio. In some cases, clients prefer to limit NCA's discretionary authority by requiring prior written or verbal approval before executing any trades.

VOTING CLIENT SECURITIES

NCA does not vote proxies on behalf of its clients. Therefore, the client that maintains exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceeding or other type events pertaining to the client's investment assets. NCA and/or the client shall instruct each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets. Clients can contact Seth Varnhagen, the Manager of NCA, at 914-273-6565 if they have questions regarding a particular solicitation.

Class Action Settlements

Although NCA may have discretion over client accounts, it will not be responsible for handling client claims in class action lawsuits or similar settlements involving securities owned by the client. Clients will receive the paperwork for such claims directly from their account custodians. Each client should verify with their custodian or other account

administrator whether such claims are being made on the client's behalf by the custodian or if the client is expected to file such claims directly.

FINANCIAL INFORMATION

NCA does not require payment in advance for any of its services. Also, there are no financial conditions present which are likely to impair NCA's ability to meet its contractual requirements to clients.