

January 26, 2011

**Bowling Portfolio Management LLC
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This brochure provides information about the qualifications and business practices of Bowling Portfolio Management LLC. If you have any questions about the contents of this brochure, please contact us at 513-871-7776. The information in this brochure has not been approved or verified by the United State Securities and Exchange Commission or by any state securities authority. Additional information about Bowling Portfolio Management LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

This brochure has been provided to you as required by the U.S. Securities & Exchange Commission (SEC). This brochure has not been verified or approved by the SEC or any governmental authority. Registration of an adviser with the SEC does not imply that the adviser possesses a certain level of skill or training.

For further information please contact Ms. Kathleen A. Wayner at (513) 871-7776.

Material Changes

The Securities and Exchange Commission adopted amendments to Part 2 of Form ADV effective October 2010. The newly revised Part 2 consists of Part 2A (the "Brochure") and Part 2B (the "Brochure Supplement"). Each update of the Brochure must now include a summary of all material changes since the last annual update. This Brochure, dated January 26, 2011 is different in structure and contains certain new information that our previous brochure did not require.

The following item is considered a material change:

- In September, 2010, Kathleen Wayner purchased 1% of the ownership from Darren Kavesh, giving her the majority ownership of Bowling Portfolio Management LLC.

There are no other material changes subsequent to Bowling's previous ADV dated January 14, 2010.

Table of Contents

<u>Item Number</u>	<u>Item</u>
1.	Advisory Business
2.	Fees and Calculations
3.	Performance-Based Fees & Side-by-Side Management
4.	Types of Clients
5.	Method of Analysis, Investment Strategies and Risk of Loss
6.	Disciplinary Information
7.	Other Financial Industry Activities and Affiliations
8.	Code of Ethics, Participation or Interest in Client Transactions & Personal Trading
9.	Brokerage Practices
10.	Review of Accounts
11.	Client Referrals and Other Compensation
12.	Custody
13.	Investment Discretion
14.	Voting Client Securities
15.	Financial Information

Item 1 – Advisory Business

Bowling Portfolio Management LLC (hereafter “Bowling” or the “Firm”) provides investment management services for a variety of institutions and individuals throughout the United States and is a registered investment adviser with the U.S. Securities and Exchange Commission (“SEC”). The original firm was founded in 1982. Bowling is 100% employee-owned. Kathleen A. Wayner, President and CEO owns 51% and Darren C. Kavesh, CFA, Chief Investment Officer owns 49%.

Bowling renders continuous investment management services in a discretionary manner based on the firm’s investment strategies and processes as described below, taking into account an individual client’s investment objectives.

Bowling does accept reasonable client restrictions as to specific securities, industries or sectors in the management of a client’s portfolio in all offered strategies.

Types of Advisory Services Offered

Large Cap Core/Value Equity

Our Large Cap Core/Value Equity strategy begins with the S&P 500 as its universe. Each security in the universe is then evaluated using a proprietary quantitative screening model. This model uses a number of factors and ranks each security in the broad universe from 1 to 100. After identifying the most attractive opportunities via the ranking system, portfolios are constructed using a sector neutral approach to the S&P 500. The sector allocation for each portfolio generally resembles that of the S&P 500. Each portfolio will generally hold 50 to 60 securities. It is the general goal to maintain a weighting of 2% for each position in the portfolios.

The portfolios are generally rebalanced once a quarter. Stocks that are ranked in the bottom half of the universe are generally sold. Appreciated positions may be trimmed to maintain an appropriate percentage of the portfolio. Additional shares of securities that have declined in value may also be purchased to maintain a full allocation. However, securities may be sold at any time if it is determined that they no longer meet our quantitative or qualitative criteria.

Our objective is to outperform the selection universe, over a full market cycle, with less risk as measured by standard deviation.

All Cap Core/Value Equity

Our All Cap Core/Value Equity strategy begins with the S&P 1500 as its universe. Each security in the universe is then evaluated using a proprietary quantitative screening model. This model uses a number of factors and ranks each security in the broad universe from 1 to 100. Portfolios are generally constructed using the top 80 to 100 ranked securities. The sector allocation for each portfolio generally resembles that of the S&P 1500.

The portfolios are generally rebalanced once a quarter using the quantitative model rankings. Appreciated positions may be trimmed to maintain an appropriate percentage of the portfolio. Additional shares of securities that have declined in value may also be purchased to maintain a full allocation. However, securities may be sold at any time if it is determined that they no longer meet our quantitative or qualitative criteria.

Our objective is to outperform the selection universe, over a full market cycle, with less risk as measured by standard deviation.

Customized Equity Strategies

The Firm may, from time to time and based on the investment objectives and risk tolerance of the client, manage equity portfolios using a combination of or a derivation on the preceding strategies. These strategies may be limited to a specific market cap, such as small cap only. In managing these strategies, the firm will generally follow the processes described above, including using a qualitative rankings system to select securities within the designated universe.

Fixed Income Management

The Firm manages fixed income portfolios for its clients. These portfolios may contain a variety of fixed income instruments, including but not limited to exchange traded funds, government and agency bonds, corporate bonds and/or municipal bonds. The exact mix will be determined on a case by case basis and based on the individual circumstance of the client.

Wrap Fee Programs

Bowling participates in certain wrap fee programs sponsored by brokerage firms or other intermediaries. In a typical wrap fee program, the client pays the broker or intermediary a single annual fee to cover all brokerage costs in securities trades, as well as the investment advisory services provided either by the broker or by one or more investment advisers (such as Bowling) retained by the broker.

In a wrap fee program, Bowling is compensated directly by the sponsoring broker, meaning that the client will not pay Bowling an additional fee for Bowling's services. Nonetheless, the overall costs of a wrap fee program may be higher than the client otherwise would experience by paying Bowling's standard fees and negotiating brokerage transaction charges that are payable on a per transaction basis (either through directed brokerage arrangements to brokers selected by the client, or in instances where Bowling has discretion to select a broker, to the broker responsible for the execution of the transaction), depending on the extent to which securities transactions are or are not initiated for the client by the Firm during the period covered by the arrangement. Please refer to Item 9 of this brochure for wrap fee arrangement details, including more information on directed brokerage.

Each wrap fee program client should also review the sponsor's Form ADV Part 2, Appendix 1 for complete details on the sponsor's wrap fee program, including the program's fees.

Assets Under Management

As of December 31, 2010 Bowling managed \$405,961,198 in client assets on a discretionary basis.

Item 2 – Fees and Compensation

Management fees for Bowling's services typically are based on the assets under management, calculated quarterly as a percentage of assets and payable quarterly, in arrears. Bowling's standard management fee schedule is 1% annually. The fee is based on the value of the assets in the account as determined by the Firm at the end of each calendar quarter. Bowling reserves the right to negotiate its management fee schedule with individual clients.

Bowling submits an invoice at the end of each calendar quarter to each client. Clients may elect to have their fees paid directly from their accounts. When this option is chosen, Bowling will send to the client a detailed invoice before the invoice is submitted to the custodian for payment. Any client wishing to have their fee paid from their account should contact the firm for the appropriate paperwork.

In addition to Bowling's management fees, Client will typically pay a commission on all trades. The commission, or fee for trading, is compensation to the custodian, not to Bowling. Commissions will vary depending on the custodian. Please refer to Item 9 for more information on Bowling's brokerage practices.

It should be noted for client accounts invested in mutual fund shares, either closed-end or open-end mutual funds, or exchange traded funds, Bowling's management fees are separate and distinct from the fees and expenses paid by its shareholders to the fund. These mutual fund fees and expenses are disclosed in each fund's prospectus.

When a client opens an account, the client will be charged a pro-rated fee for the quarter in which the account was opened, at the end of the calendar quarter. Subsequently, the account will be included in the firm's regular quarterly billing cycle.

Generally, a client may terminate his account at any time, effective upon a written notice to the Firm. Fees for that quarter will be pro-rated based on the number of days the account was under management for the quarter and the total value of the assets on the day the termination notice was received.

Item 3 – Performance-Based Fees and Side-by-Side Management

At this time, Bowling does not accept performance-based fees.

Item 4 – Types of Clients

Bowling generally provides investment advice to the following entities: individuals, pension and profit sharing plans; trusts, estates, charitable organizations, foundations and corporations.

Bowling generally requires a minimum of \$300,000 for new accounts. The Firm may waive the minimum or require a higher minimum at its discretion, depending on the specific strategy selected and the client's circumstances.

In circumstances where Bowling serves as an adviser within the wrap program, the account minimums are determined by the Firm's agreement with the program sponsor.

Item 5 – Methods of Analysis, Investment Strategies and Risk of Loss

Bowling will offer advice on securities including equity securities traded on stock exchanges and over the counter, exchange traded funds, foreign issues, warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, mutual fund shares, United States Government securities, and others. With respect to warrants, certificates of deposit and municipal securities, while Bowling will not generally recommend their purchase, the Firm may, under appropriate circumstances, recommend their sale. In addition, Bowling may, at the request of certain pension fund clients, invest such client funds in common or collective investment funds maintained by banks.

Bowling's security analysis methods include both quantitative and fundamental analysis. Main sources of information used by Bowling include quantitative data provided by third party vendors, financial newspapers and magazines, research materials prepared by others, corporate rating services relating to historical prices of securities, dividends, and earnings, annual reports, prospectuses, filings with the SEC, company press releases, and others.

Bowling typically maintains broad investment discretion over its clients' accounts. Accordingly, the investment strategies used to implement any investment advice given to clients may include long-term purchases (securities held at least one year), short-term purchases (securities sold within one year), and margin transactions. For new accounts, or for contributions to existing accounts, Bowling may invest the contributed amount over time, and generally this investment process may take four to eight weeks (which may be more or less in a particular case) for an account to be fully invested. During this time, in order to gain market exposure Bowling may use index funds or other securities for the account, but may also may elect to hold some or the entire amount in cash or money market funds, or any other securities that it determines appropriate under the circumstances.

Risk of Loss – Bowling's primary strategies invest in the common stock of U.S. domiciled companies. Clients entering into an management agreement with Bowling should be aware that stock values fluctuate. Generally, their worth is based directly on the performance of the specific company. Individual stock values will also be impacted by the general movement of the stock market. Clients should be aware that when investing in stocks, the risk of significant loss exists. Bowling also invests in bonds. The value of bonds is subject to movements in interest rates and the credit quality of the individual holdings. Clients investing in bonds should be aware that there is moderate risk of loss. The value of both stocks and bonds are influenced by the general economy of the United States.

Item 6 – Disciplinary Information

There are no legal or disciplinary events to disclose for Bowling or its owners or employees.

Item 7 - Other Financial Industry Activities and Affiliations

Bowling is not actively engaged in a business other than providing investment management services. Additionally, Bowling has no arrangements that are material to its advisory business or its clients with a related person.

As previously mentioned in Item 1, the Firm has a business relationship with certain broker-dealers that sponsor wrap fee programs. Under a wrap program, Bowling is generally retained by clients under a wrap fee arrangement sponsored

by a brokerage firm that pays the Firm's investment advisory fee on behalf of the client. Please refer to Item 9 of this brochure for wrap program details.

Bowling may also enter into solicitation agreements with other individuals or investment advisers as outlined in Item 11 of this brochure. Please refer to that section for details.

Item 8 – Code of Ethics, Participation or Interest in Client Transactions & Personal Trading

Bowling maintains a written Code of Ethics (the "Code") that sets forth standards of business conduct expected of the Firm's employees and reflective of the Firm's fiduciary duty. In addition, the Code monitors employees' personal securities transactions. To prohibit employees from trading the same securities in conjunction with the Firm's trades for clients, the Code implements a pre-clearance process for an employee to obtain approval from the Chief Compliance Officer prior to the employee's initiation of any applicable security transactions. The Code further requires duplicate trade confirmations to be submitted to the Chief Compliance Officer. Furthermore, the Code requires that all employees submit a quarterly report of their personal securities transactions to the Chief Compliance Officer, who will conduct on-going reviews of all related matters. A copy of the Code is available to clients and prospective clients upon request.

Bowling generally does not buy or sell, for its own accounts, securities that the Firm has recommended to clients; however, Bowling employees may do so under certain circumstances subject to the restrictions and requirements set forth in the Firm's Code of Ethics. Bowling manages the 401K plan for the employees of the Firm and does buy and/or sell securities that the Firm has recommended to clients.

Bowling may aggregate orders for accounts of employees, partners and the Firm's 401K plan accounts managed by the firm, with orders for other client accounts placed on the same date at approximately the same time, provided that Bowling will only aggregate trades for proprietary or affiliated accounts with trades for other accounts if Bowling believes at the time the order is placed that aggregation is appropriate, in the best interest of the various accounts, and consistent with the duty to seek best execution for its clients and is not prohibited by the terms of the investment advisory agreement with any client for which trades are being aggregated. Trades for proprietary accounts may be aggregated with trades for other client accounts unless Bowling determines at the time the order is placed that the inclusion of the trades for the proprietary accounts would adversely affect either the price at which the order is executed or best execution for non-proprietary accounts.

Aggregating the trades of employee and proprietary accounts with those of client accounts may be viewed as a conflict of interest, in that the employee and proprietary accounts, because they are aggregated into the large block, may receive a better price and commission rate than they would have received if they had traded on their own. However, the client accounts may benefit by the increase in the size of the aggregated trade due to the addition of the employee and proprietary accounts.

Gifts and Entertainment

Bowling has policies and procedures in place regarding the Firm's employees giving or receiving gifts and entertainment to address the potential conflicts of interest surrounding these practices. In general, the Firm limits the amount of gifts and entertainment, and requires the pre-approval of certain items. Bowling monitors any potential conflict of interest in individual instances of gifts or entertainment as well as patterns over time to ensure that the interests of the Firm and its employees are not placed ahead of the interests of its clients.

Item 9 – Brokerage Practices

Purchase and sale orders are executed with or through either a broker designated by the client, pursuant to directions from the client or, in absence of direction, a broker selected by Bowling. As a prerequisite to establishing an account with Bowling, a client must either (1) direct Bowling to utilize a designated broker with whom the client has established a customer relationship and negotiated a commission rate or (2) authorize Bowling to select a broker at a commission rate negotiated by Bowling.

In the event that a client, who has not previously established a customer relationship with a broker, seeks Bowling's advice with respect to selection of a designated broker, Bowling may recommend one or more brokers, taking into consideration certain selection factors listed below. Any broker then selected by the client will be viewed by Bowling as a designated broker. The client will be advised and is responsible to negotiate a commission rate with the broker that is appropriate to the kind of services the client requires.

When Bowling has the discretion to select the broker for the client, services provided by the broker include trade execution, clearance and settlement, and confirmation of the trade.

Selection Factors for Brokers

If the client authorizes Bowling to select a broker, Bowling will select a broker based on consideration of a number of factors, which may include but are not limited to the following: its past experience with various brokers and/or its assessment of various brokers' general reputations; the broker's ability to provide satisfactory execution, clearance, and settlement services; the broker's responsiveness to instructions; the broker's willingness to negotiate a satisfactory commission rate; the nature of the security being traded; the size of the transaction; the desired timing of the trade; confidentiality; research services provided in connection with soft dollar arrangements; and similar factors. Recognizing the value of these factors, Bowling may allow a brokerage commission in excess of that which another broker might have charged for effecting the same transaction consistent with Section 28(e) of the Securities Exchange Act of 1934, as amended.

Best Execution

It is Bowling's duty to seek best execution of transactions for client accounts. To fulfill this duty, the Firm seeks to execute 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. "Best execution" means the best qualitative execution, not necessarily the lowest possible commission cost.

A Brokerage Committee at Bowling will monitor all brokerage-related matters. The Brokerage Committee is comprised of the Firm's Chief Investment Officer, Compliance Officer, and the Head Trader.

The Brokerage Committee, on an ongoing basis, has the following responsibilities:

- Overseeing all matters relating to Bowling's trading and brokerage practices
- Evaluating brokerage records, including commission rates, satisfaction level of execution and services, confidentiality, and other brokerage selection factors listed above
- Reviewing disclosure statements regarding the Firm's brokerage practices made to the Firm's clients
- Reviewing directed brokerage arrangements
- Reviewing soft dollar arrangement matters (to be discussed below)
- Addressing any and all brokerage-related matters

The Brokerage Committee, upon evaluating all relevant materials, will determine and address any and all brokerage related matters.

Commission Rates

Bowling systematically monitors the commission rates paid by clients whose transactions are executed with or through brokers selected by the Firm. The commission rate that a particular client will pay may vary depending on the size of the client account. The Firm has established maximum commissions to be paid for various types and sizes of transactions and for various sizes of client accounts in cases where the Firm has discretion to choose the broker with which the transaction is to be executed. Generally, larger accounts may be charged lower rates than smaller accounts.

The Firm receives no commission or other benefit from recommending brokers to its clients to be designated brokers. At the same time, clients should recognize that such brokers (and account executives of such brokers responsible for servicing the accounts of Bowling's clients) may in the past have referred, and in the future may refer, Bowling to other clients.

Bowling's experience is that clients who utilize a broker selected by the Firm generally pay lower commission rates than clients who utilize designated brokers. At the same time, clients who utilize brokers selected by Bowling may incur costs associated with obtaining custodial services from a bank or other financial institution and thus may pay higher aggregate costs on transactions than those incurred by clients who utilize designated brokers.

Finally, clients who utilize designated brokers typically secure certain services from such designated brokers that are not provided for clients whose brokers were selected by Bowling (i.e., services in addition to execution, confirmation and clearance, and settlement), including but not limited to, tax planning advice and other financial and administrative services.

Client-Directed Brokerage Arrangements

Clients may direct Bowling (subject to certain conditions that may from time to time be imposed by Bowling) to utilize designated brokers on either a transactional basis (where a separate brokerage commission is charged for each trade), a wrap fee basis (where a single periodic fee covers transactional services in addition to certain other services, including investment management), or an agreed-upon amount basis (where a single periodic brokerage fee covers transactional, custodial and other agreed-upon services.) Because Bowling is aware that such clients have varying reasons for establishing and maintaining relationships with their respective designated brokers, and that such clients obtain varying degrees and kinds of services from time to time from their respective designated brokers, Bowling does not, as a matter of general policy, and is not in a position to, negotiate commission rates with designated brokers on behalf of such clients. As such, the client may pay higher commission costs, higher prices and transaction costs than it otherwise would have had it not directed Bowling to trade through a specific broker-dealer, since Bowling may not be able to obtain volume discounts. In addition, the client may be unable to obtain the most favorable price as a result of Bowling's inability to aggregate/bunch the trades from this account with other client trades. Furthermore, the client may not be able to participate in the allocation of a security of limited availability (such as an IPO), and Bowling may not begin to execute client securities transactions with broker-dealers which have been directed by clients until all non-directed brokerage orders are completed. Accordingly, client accounts where commissions are directed may not generate returns equal to accounts of those clients that do not direct commissions. Due to these circumstances, there may be a disparity in commission rates charged to a client who directs Bowling to use a particular broker-dealer. Clients who direct brokerage should understand that similar brokerage services may be obtained from other brokers-dealers at lower costs and possibly with more favorable execution. Nevertheless, client-directed brokerage arrangements will be among the reviewed items for the Firm's Brokerage Committee.

Under a "wrap fee" program, clients are not charged separate commissions on each trade so long as the sponsor of the wrap program (or its designated broker) executes the trade, and a portion of the "wrap fee" is generally considered as in lieu of commissions. In light of this feature, Bowling considers a client's choice to participate in a wrap fee agreement as being a direction to Bowling to use the program sponsor (or its designated broker) as the directed broker-dealer. As a result, trades will typically be executed only with the program sponsor (or its designated broker), and clients would be responsible for the cost of any trades executed with broker-dealers other than the program sponsor (or its designated broker). If Bowling is required or otherwise determines to effect transactions with other brokers, the client would bear the cost of commissions in such transactions in addition to the fees paid by the client under the "wrap fee" agreement. Accordingly, a client may wish to satisfy him/herself that the program sponsor that the client has chosen can provide execution services that are satisfactory for the client's needs. The client should also consider whether the client's determination to direct brokerage is cost-effective and in its best interests, based on factors including the level of the fee listed in the "wrap fee" agreement, the amount of portfolio activity in the client's account, the value of custodial services and any other services provided by the program sponsor, the aggregate costs of such services if they were to be provided separately, and any more favorable execution that might be achievable if Bowling were free to place transactions for the client's account with a broad range of brokers-dealers.

Clients sometimes wish to restrict brokerage to a particular broker in recognition of custodial or other services (including, in some cases, services in connection with manager selection and monitoring) provided to the client by the broker. A client's selection of Bowling, as an investment advisor, may be the result of manager search services provided to clients by their broker. A client who chooses to designate use of a particular broker, including a client who designates use of a broker as custodian of the client's assets, should be aware, however, that such a designation of a specific broker may result in the client paying higher commissions on transactions than might otherwise be attainable by Bowling, as further described above.

From time to time, clients may enter into directed brokerage arrangements with certain brokers that involve commissions structured on a net trade basis. With these types of arrangements, the broker typically does not provide a breakdown of its fees or the cost of the trades. In such cases, clients may pay higher commissions and fees than clients who utilize brokers selected by Bowling, and the client and Bowling may also have more difficulty in measuring the broker's execution capabilities as a result of the net trade arrangement.

It should be noted that Bowling might not accept direction to use or continue to use a designated broker that Bowling does not believe is capable of providing quality execution services.

In cases where a client's account is custodied at a broker/dealer, it is Bowling's policy to place the client's trades with that broker/dealer. The custodian broker/dealer may require this course of action or there may be cost savings in trading through the broker/dealer such as smaller transaction and/or custody fees. In light of these features, Bowling considers a client's choice to custody its account at a specific broker/dealer as being direction to Bowling to use that broker/dealer, unless the client notifies Bowling in writing otherwise.

Client Must Establish Relationship with Custodian

All clients must have a custodial relationship with respect to their funds and securities with either a broker or a bank or other financial institution as a prerequisite to Bowling's management of their assets. While many brokers designated by our clients provide custodial service to those clients (often as part of an array of services obtained by such clients from their designated brokers in addition to execution, confirmation, and clearance and settlement services), brokers selected by Bowling when Bowling is given discretion to choose a broker for a client do not provide such service to the client at the commission rates negotiated by Bowling. Clients who grant brokerage discretion to Bowling, therefore, must make independent arrangements for custodial services.

Soft Dollar Arrangements

Certain brokers selected by Bowling who effect transactions for client accounts provide or have agreed to provide Bowling with certain investment research services of the kind contemplated by Section 28(e) of the Securities Exchange Act of 1934, as amended. These services, that would otherwise be available to Bowling for a cash payment, are commonly referred to as soft dollar arrangements. Transactions are effected with or through such service-providing brokers at the best combination of execution and commission rates that Bowling is able to negotiate with such brokers. Transactions with these brokers are not pursuant to an agreement; however, Bowling does identify those brokers that have provided the Firm with research products or services and the amount of research products or services they have provided, and endeavors to direct sufficient commissions to them to ensure the continued receipt of such research products and services the Firm deems useful.

When exercising investment discretion over a client account, the lowest commission rate available does not have to be paid if the Firm determines, in good faith, that the rate paid is commensurate with the value of the brokerage and research services provided by the broker.

The following are the general guidelines for soft dollar arrangements:

- It is the policy of Bowling not to enter into any formal written commitments or agreements requiring Bowling to direct a specified amount of client transactions to a broker or dealer in exchange for soft dollar services provided to Bowling.
- It is the policy of Bowling not to enter into a soft dollar agreement directly with the product or service provider. Rather, all soft dollar arrangements must be made with the broker and not with the third-party provider. The broker, not Bowling, must be the party obligated to pay the vendor for the services. Finally, the broker or dealer cannot be merely a conduit for payments from Bowling to a vendor.
- Bowling may not enter into any soft dollar arrangements that are not eligible for the safe harbor under Section 28(e).
- Bowling's Brokerage Committee is responsible for reviewing the addition of any new soft dollar products or services. The Brokerage Committee will review new products or services on a quarterly basis.
- The Brokerage Committee is responsible for reviewing that a good faith and reasonable soft to hard allocation of all "mixed-use" products has been made and documented. The Brokerage Committee will evaluate the rationale for this determination. This allocation will be made based upon a good faith determination of the percentage of use of a product or a service for research purposes and non-research functions such as administrative, marketing, or other non-research purposes. Bowling's policy is that the portions of the costs of the product or service attributable to non-research usage must be paid by the Firm in cash.
- Any commissions paid to a broker or dealer by Bowling pursuant to the soft dollar arrangement must be reasonable in relation to the value of the brokerage and research services received.
- Only commissions for agency transactions and riskless principal transactions may be used to earn soft dollar credits. Transactions executed in a principal capacity are not afforded the protection of the Section 28(e) safe harbor.

As a result of receiving such services, including, but not limited to quantitative models, investment data, and research, from such brokers, Bowling is relieved of certain expenses that it otherwise would bear itself. Bowling, therefore, has an incentive to continue to use such brokers to effect transactions for accounts that do not utilize a designated broker as long as such brokers continue to provide services to Bowling. The services acquired by Bowling in this manner are regarded as generally useful to Bowling's investment process for all clients. Consequently, Bowling's clients whose transactions are effected with or through service-providing brokers may be deemed to be providing a benefit to Bowling's other clients whose transactions are effected with or through other brokers, and, as described previously, may not receive the lowest cost execution that might be otherwise obtainable.

Trade Allocation

Trade allocation decisions are made among client accounts to ensure fair and equitable treatment of client accounts over time. Bowling's trading department enters client order, whereby the order for the placement of trades is systematically randomized. Every client account is included in this random process regardless of whether a client designates a particular broker or Bowling has discretion to select the broker. To the extent possible, when two or more client accounts are simultaneously engaged in the purchase or sale of the same security, the transactions will be bunched/block traded and these accounts will receive the security at an averaged price. Trades will be accumulated for a reasonable period of time to allow for bunching unless a particular account's interest would be unduly prejudiced. The bunch/block trade will be allocated before the close of the trade day. The ability of a client account to participate with other client accounts in bunched/blocked transactions may produce better executions for the individual client account. In some instances, the broker or dealer designated by the client may not, or will not, execute bunched or block trades. In cases where Bowling is unable to fulfill a transaction order the same day, the purchased or sold shares will be allocated pursuant to Bowling's allocation methodology discussed above.

In the event that Bowling participates in any initial public offerings and other securities with limited availability (collectively, "IPOs"), Bowling allocates IPOs among client accounts in a fair and equitable manner over time, taking into consideration factors such as client account objectives and preference, investment restrictions, account sizes, cash availability, and current specific needs.

Trade Errors

Bowling has established Error Correction procedures which provide that the resolution of all errors be made in light of the firm's fiduciary duties and in the affected client's best interests. It is Bowling's policy to resolve any error identified in a client account in a manner which ensures that the account is made whole. Bowling prohibits the use of soft dollars to resolve trade errors.

Trade Error Accounts

Bowling may maintain a trade error account with certain brokers-dealers. These accounts allow for the netting of gains and losses relating to trade errors occurring with respect to the Firm's clients. Any net losses residing in these accounts require reimbursement from Bowling. Any net gains will accumulate to be used to offset future trade error losses (unless the brokerage program specifies that trading gains are required to be allocated to the client's account). In no instances will Bowling use net trade error gains for anything other than the offsetting of trade error losses.

Wrap Fee Arrangements

As discussed in Item 1, Bowling participates in certain wrap fee programs sponsored by brokerage firms. Under those programs, the client typically pays a single annual fee to cover all brokerage costs in securities trades, and investment advisory services provided by Bowling, custodial services for the client's assets, or any combination of these or other additional agreed-upon services.

To the extent a brokerage firm effects principal transactions with wrap program clients as market makers, such clients may pay a mark-up or mark-down that is embedded in the price at which a security is bought or sold, representing a difference between the price at which a security is sold to or bought from the client and the price at which the brokerage firm contemporaneously can buy the security from or sell the security to another dealer (i.e., prevailing inter-dealer prices). Such mark-ups and mark-downs are in addition to the program fee paid by the client to the brokerage firm for wrap program services. Likewise, under the rare circumstances where the trades are executed through brokers outside of the wrap fee program, the brokerage costs are not covered by the wrap fee program and are, thus, paid by the clients.

From time to time, assets of wrap fee clients utilizing Bowling's investment management services may be invested in cash or cash equivalents due to investment decisions or the receipt of interest or dividends, or both. Bowling may use money market funds that may or may not be affiliated with the brokerage firm as temporary investment vehicles or otherwise for the wrap-fee accounts, subject to applicable restrictions as permitted by law. This may result in the advisory, distribution, or other fees being paid in addition to the wrap fees described herein.

Item 10- Review of Accounts

Client accounts are reviewed periodically by an investment professional. Bowling employs the following four investment professionals, any one of which or combination of more than one, may review accounts. These professionals are Mr. Darren C. Kavesch, CFA, Ms. Kathleen Wayner, Mr. Edward Rountree, CFA, CFP®, and Mr. Matthew Stadelman, CFA. During the review, the investment professional assesses the continued appropriateness of each security in a portfolio, the mix of investments in view of stated objectives, and the portfolio's compliance with investment policies.

Clients are provided reports following the end of each calendar quarter. These reports include a portfolio appraisal, which reflects all securities held in the account as of quarter-end along with the value of the securities, a performance report, and a market overview.

Item 11 – Client Referrals and Other Compensation

Bowling has entered into agreements with individuals whereby they may solicit investment advisory accounts for Bowling. These agreements require that the solicitor meet the disclosure and other requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940, as amended. Individuals are typically compensated in cash based on a percentage of the investment advisory fee received by Bowling from each entity the individual solicits who ultimately becomes a client of the Firm. The compensation will terminate if the client introduced by the individual ceases to remain a fee-paying client of Bowling. Clients of Bowling obtained pursuant to solicitation agreements are charged no additional amount for the cost of obtaining their accounts over the investment management fees paid by such clients to Bowling.

Because of Bowling's affiliation with other investment advisers, Bowling may, from time to time, be a party to agreements with other parties (which may or may not be related persons), pursuant to which Bowling pays the other party a fee for services rendered to Bowling to support Bowling's provision of investment advisory services to clients, including through wrap fee programs. In connection with such services, the other party may refer clients to Bowling or into a wrap fee program in which Bowling participates. The other party may receive cash compensation from Bowling for such referrals (which compensation may or may not be in addition to compensation received by the other party for services rendered to the Firm), but clients will not pay Bowling any sums in addition to the advisory fees charged by Bowling for its investment advisory services as a consequence of any such referral.

Item 12 – Custody

Bowling does not have custody of any client assets. As detailed in Item 9 – Brokerage Practices, each client must have a custodial relationship with respect to their funds and securities with either a broker or a bank or other financial institution as a prerequisite to Bowling's management of their assets. Generally the selected custodian will send to each client on a monthly basis a statement of current assets, the value of the assets and a summary of transaction completed during the month. Clients are urged to compare the account statements received by the custodian to those provided by Bowling.

Item 13 – Investment Discretion

Bowling generally manages investment accounts for which it has full discretion over 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.

Bowling's full discretion over purchases and sales is limited to the extent that each client may direct the Firm not to buy or sell one or more securities, hold a certain amount of cash, or follow a strategy designed to meet special instructions from the client.

Item 14 – Voting Client Securities

Bowling has a responsibility to vote certain proxies of client securities under its management. All proxies with respect to client securities are voted by the Firm unless the client has reserved that responsibility and has so notified the Firm in writing.

Bowling, when voting the proxies of client securities, is obligated to vote solely in the best interest of clients.

Bowling has contracted RiskMetrics Group, a leading provider of proxy voting and corporate governance services, to provide research on corporate governance issues and corporate actions, make proxy vote recommendations, and handle the administrative functions associated with the voting of client proxies. While RiskMetrics Group makes the proxy vote recommendations, Bowling retains the ultimate authority on deciding how to vote, as the Firm monitors and considers each such recommendation. In general, it is Bowling's policy to vote in accordance with ISS's recommendations. However, in the event that Bowling disagrees with RiskMetrics Group's proxy voting recommendations, our rationale will be internally documented.

Conflicts of Interest

Bowling will identify any conflicts that exist between the interests of Bowling and its clients. In the event a material conflict exists, Bowling will determine whether voting in accordance with the voting guidelines is in the best interests of the client. In addition, Bowling may, when appropriate, decide to disclose the conflict to the affected clients and give the clients the opportunity to vote their proxies themselves

Proxy/Shareblocking

In general, unless otherwise directed by the client, Bowling will make reasonable efforts to vote client proxies in accordance with the proxy voting recommendations of the Firm's proxy voting service provider. Bowling will generally decline to vote proxies if to do so would cause a restriction to be placed on Bowling's ability to trade securities held in client accounts in "share blocking" countries. Accordingly, Bowling may abstain from votes in a share blocking country in favor of preserving its ability to trade any particular security at any time.

If a client would like to obtain information on how Bowling has voted his or her proxies, or would like a copy of Bowling's Proxy Voting Policies and Procedures, please contact Ms. Kathleen A. Wayner, President and CEO at 513-871-7776.

Bowling does not maintain custody of client funds or securities or require prepayment of more than \$500 in fees per client and six or more months in advance. Therefore, no balance sheet is provided with this brochure.

Class Action Suits

Bowling does not take any legal action with regard to class action suits relating to securities purchased by Bowling for its clients. Should a client, however, wish to retain legal counsel and/or take action regarding any class action suit proceedings, Bowling will provide the client or the client's legal counsel with information that may be needed upon client's reasonable request.

Item 15 – Financial Information

Bowling does not maintain custody of client funds or securities or require prepayment of more than \$500 in fees per client and six or more months in advance. Therefore, no balance sheet is provided with this brochure. Bowling has never been the subject of a bankruptcy petition. Should, at some future date, Bowling file for bankruptcy or should the partners decide to withdraw their capital, Bowling may no longer be able to meet its contractual commitments to clients.

Part 2B: Brochure Supplement

January 26, 2011

**Kathleen A. Wayner
Darren C. Kavesh, CFA
Matthew J. Stadelman, CFA
Edward G. Rountree, CFA, CFP**

**Bowling Portfolio Management LLC
4030 Smith Road
Suite 140
Cincinnati, Ohio 45209
www.bowlport.com**

This brochure supplement provides information about Kathleen, Darren, Matthew and Edward that supplements the brochure for Bowling Portfolio Management LLC. You should have received a copy of that brochure. Please contact Ms. Kathleen A. Wayner at (513) 871-7776 if you did not receive Bowling Portfolio Management LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Kathleen and Darren and is available on the SEC's website at www.adviserinfo.sec.gov.

Kathleen A. Wayner

Educational Background and Business Experience

Born September 16, 1951, Ms. Wayner attended the University of Cincinnati (Cincinnati, Ohio). Ms. Wayner has been with Bowling since 1986 and in the investment industry for over 30 years. She was a Vice President of the Firm from June 1994 through June 2001. Ms. Wayner has been the President and CEO of Bowling since October 2002.

Disciplinary Information

Ms. Wayner has not been subject to any legal or disciplinary events.

Other Business Activities

Ms. Wayner is not actively involved in any additional investment related business or occupation.

Additional Compensation

Ms. Wayner does not receive any additional compensation other than her regular salary and bonus.

Supervision

Ms. Wayner is a principal of Bowling and therefore not under the direct supervision of any one person. Ms. Wayner does meet with and report directly with Mr. Kavesh, the other principal of Bowling. Ms. Wayner can be reached at 1-513-871-7776.

Darren C. Kavesh, CFA

Educational Background and Business Experience

Born October 20, 1966, Mr. Kavesh graduated from the University of Phoenix (Phoenix, Arizona), earning a B.S. in Business Administration in 1996 and an M.B.A. in Business Administration in 2000. He holds a Chartered Financial Analyst designation. Mr. Kavesh joined Bowling in 1994 and was an Account Executive from January 1994 through June 1998; Assistant Vice President from July 1998 through June 1999; and Vice President of Bowling from July 1999 through June 2001. Mr. Kavesh has been the Chief Investment Officer of Bowling since July 2001.

CFA Designation

Mr. Kavesh was awarded the Chartered Financial Analyst (CFA) charter in September, 1999. The CFA Program is a graduate-level self-study program that combines a broad-based curriculum of investment principles with professional conduct requirements. Candidates must pass three course exams, each requiring approximately 250 hours of study. In addition, candidates must either have an undergraduate degree and 4 years of professional experience involving investment decision making, or 4 years of qualified work experience (full time, but not necessarily investment related).

Disciplinary Information

Mr. Kavesh has not been subject to any legal or disciplinary events.

Other Business Activities

Mr. Kavesh is not actively involved in any additional investment related business or occupation.

Additional Compensation

Mr. Kavesh does not receive any additional compensation other than his regular salary and bonus.

Supervision

Mr. Kavesh is a principal of Bowling and therefore not under the direct supervision of any one person. Mr. Kavesh does meet with and report directly with Ms. Wayner, the other principal of Bowling. Mr. Kavesh can be reached at 1-513-871-7776.

Matthew J. Stadelman, CFA

Educational Background and Business Experience

Born April 6, 1982, Matt graduated from Miami University in 2004 with a BS in Finance. He holds a Chartered Financial Analyst designation. Mr. Stadelman joined Bowling in September, 2008 as a Research Analyst. In August, 2009 Matt was promoted to the position of Vice President. Prior to joining Bowling, Matt was a Research Associate with RBC Capital Markets (previously Seasongood & Mayer) from 2005 to 2009 and an Analyst at Huron Consulting Group from 2004 to 2005.

CFA Designation

Mr. Stadelman was awarded the Chartered Financial Analyst (CFA) charter in September, 2009. The CFA Program is a graduate-level self-study program that combines a broad-based curriculum of investment principles with professional conduct requirements. Candidates must pass three course exams, each requiring approximately 250 hours of study. In addition, candidates must either have an undergraduate degree and 4 years of professional experience involving investment decision making, or 4 years of qualified work experience (full time, but not necessarily investment related).

Disciplinary Information

Mr. Stadelman has not been subject to any legal or disciplinary events.

Other Business Activities

Mr. Stadelman is not actively involved in any additional investment related business or occupation.

Additional Compensation

Mr. Stadelman does not receive any additional compensation other than his regular salary and bonus.

Supervision

Mr. Stadelman is directly supervised by Darren C. Kavesh, CFA and Kathleen A. Wayner.

Edward G. Rountree, CFA, CFP®

Educational Background and Business Experience

Born April 1, 1969, Mr. Rountree graduated from Miami University in 1991 earning a B.S. in Paper Science. He went on to earn his MBA from the University of Cincinnati in 1998. In 2007, he earned the Chartered Financial Planner designation. Mr. Rountree joined Bowling in 2008. From November, 2004 through June, 2008, he was a Financial Planning Specialist with Smith Barney. From March, 2000 through October, 2004, he was a Financial Associate for Primerica Financial Services.

CFA Designation

Mr. Rountree was awarded the Chartered Financial Analyst (CFA) charter in September, 2010. The CFA Program is a graduate-level self-study program that combines a broad-based curriculum of investment principles with professional conduct requirements. Candidates must pass three course exams, each requiring approximately 250 hours of study. In addition, candidates must either have an undergraduate degree and 4 years of professional experience involving investment decision making, or 4 years of qualified work experience (full time, but not necessarily investment related).

CFP® Designation

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the "CFP® marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board").

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its

equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;

Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;

Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and

Ethics – Agree to be bound by CFP Board's Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field; and

Ethics – Renew an agreement to be bound by the Standards of Professional Conduct. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Disciplinary Information

Mr. Rountree has not been subject to any legal or disciplinary events.

Other Business Activities

Mr. Rountree is not actively involved in any additional investment related business or occupation.

Additional Compensation

Mr. Rountree does not receive any additional compensation other than his regular salary and bonus

Supervision

Mr. Rountree is directly supervised by Kathleen A. Wayner and Darren C. Kavesh, CFA.