

Item 1 – Cover Page



CapGroup Advisors

A FOCUS FINANCIAL PARTNER

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May 21, 2012

This Brochure provides information about the qualifications and business practices of CapGroup Advisors, LLC (“CapGroup”). If you have any questions about the contents of this Brochure, please contact us at (804)648-3500 or at questions@thecapgroup.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.

CapGroup Advisors, LLC is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. CapGroup’s oral and written communications are provided to assist investors in a determination to hire or retain CapGroup.

Additional information about CapGroup Advisors, LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 - Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the requirements for the disclosure document, called our Brochure, which we provide to clients. Pursuant to SEC Rules, we are hereby providing a summary of the material changes in our current Brochure as compared to our previous Brochure as filed on March 31, 2011:

Changes to Item 4 – Advisory Business

Sub-Advisory Services and Turnkey Asset Management Services

In addition to the Investment Advisory Services CapGroup provides for its own Clients, CapGroup may also act as a sub-advisor to other independent registered investment advisers (“RIAs”) and their clients. As a sub-advisor, CapGroup is hired by the independent RIA to provide investment advisory services to the clients of the independent RIA through the engagement of CapGroup’s Investment Advisory Process, as applicable, for each client. The independent RIA will work with the client to determine the range of investment advisory services required, to identify the assets that are appropriate for sub-advisory services, and to monitor the investment advisory services provided by CapGroup.

CapGroup may also provide Turnkey Asset Management Services to assist select independent RIAs in providing investment management services to their investors. CapGroup educates independent RIAs on the use of its Investment Advisory Process as a methodology for structuring investment portfolios and provides participating independent RIAs with multiple-asset class model investment portfolios for the independent RIAs to adopt for their clients. For selected independent RIAs, CapGroup may provide more customized portfolio management solutions for their use with their clients.

Changes to Item 5 – Fees and Compensation

CapGroup has added two levels of fees in its standard fee schedule for account sizes greater than \$25,000,000. Previously, there were no percentages assigned to accounts above \$25,000,000 as fees for larger accounts were to be negotiated. Currently, the standard fee schedule is as follows:

<u>Assets Under Management</u>	<u>Annual Fee</u>
On amounts up to \$5,000,000	.65%
On amounts from \$5,000,000 to \$10,000,000	.25%
On amounts from \$10,000,000 to \$25,000,000	.15%
On amounts from \$25,000,000 to \$50,000,000	.10%
On amounts from \$50,000,000 to \$100,000,000	.05%
Fees for amounts above \$100,000,000 are negotiated.	

Changes to Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

While the CapGroup investment philosophy and process has not materially changed, we have reorganized our investment research under the auspices of a formal Investment Committee which formulates investment strategies for use by our Client Advisors in working with our Clients. The Investment Committee is led by Richard Smith, as Chairman, and Nicholas Zizzo, as Director of Investment Advisory Services. Other Investment Committee members include J. Timothy Jester and Clay T. Eubank, Jr.; both of which are Managing Directors of CapGroup. The Investment Committee meets formally on a bi-weekly basis to discuss market conditions and trends, to evaluate existing client investment strategies and to review analyses of prospective investment approaches and investment management products.

If not provided with our current summary of material changes herewith, our entire current Brochure may be requested free of charge by contacting Richard Smith, Chief Compliance Officer at (804) 565-9280 or at questions@thecapgroup.com. Our Brochure is also available on our web site at www.thecapgroup.com.

Additional information about CapGroup Advisors, LLC is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with CapGroup Advisors, LLC who are registered, or are required to be registered, as investment adviser representatives of CapGroup Advisors, LLC.

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Item 4 - Advisory Business

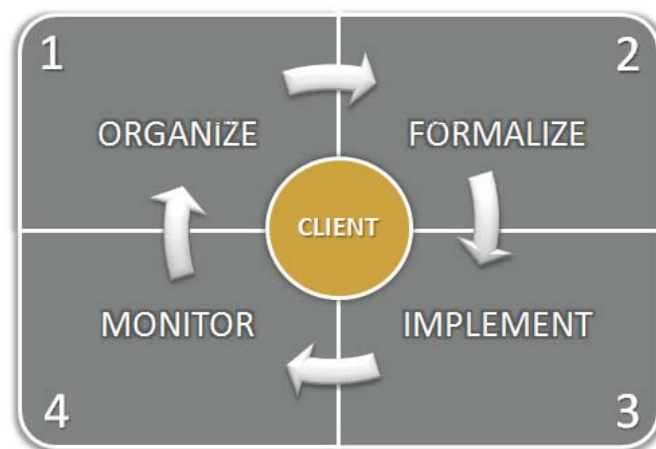
CapGroup Advisors, LLC (“CapGroup”) offers to provide *investment advisory, fiduciary consulting and investment management consulting* services to the fiduciary investors of small to mid-sized institutions, including charitable foundations, endowments, associations, corporations and qualified retirement plans. In addition, CapGroup offers to provide investment advisory services that support the services of select independent registered investment advisers. CapGroup acknowledges that it is held to a fiduciary standard of care in the performance of these services.

CapGroup also offers to provide a suite of Investment Advisory Services specifically designed for individuals, families and associated privately owned businesses. These services are described in a separate Brochure that is available upon request.

Investment Advisory Services

Institutional clients employ CapGroup as an investment advisor/consultant to supervise the management of specific portfolios or investment accounts. CapGroup provides ongoing advice to a client regarding the investment of client funds based on the financial needs and funding requirements of the client. In providing its Investment Advisory Services, CapGroup follows an interactive four-step process that is modeled after the Fiduciary Quality Management System (“FQMS”) to facilitate conformance with the investment best practices under the Global Fiduciary Standard of Excellence (“GFSE”)¹:

Investment Advisory Process



¹ The GFSE and the FQMS are described in the handbook, Prudent Practices for Investment Stewards, by Fiduciary360, 2009 (www.fi360.com).

The steps in CapGroup's Investment Advisory Process are summarized as follows:

- I. Organize** – the gathering and analysis of client data, the establishment of the client's investment goals and objectives and the evaluation of current investment programs.
- II. Formalize** – strategic asset planning, as needed, and the documentation of the client's investment strategy in a written Investment Policy Statement.
- III. Implement** – the oversight of the execution of the client's investment strategy according to the terms of the approved Investment Policy Statement.
- IV. Monitor** – the ongoing supervision of the client's investment strategy, including the monitoring and reporting of performance.

In performing its Investment Advisory Services, CapGroup develops and supervises portfolio strategies in accounts that are comprised of multiple asset classes and implemented with combinations of professional investment managers ("Managers"). See **Item 8** below for a more detailed explanation of our investment management process. The client may impose restrictions on the securities or certain types of securities to be managed in the client's account(s).

Investment Consulting Services

CapGroup offers to provide certain investment management consulting services on a project basis. Such services are offered to investors and independent RIAs and typically involve CapGroup performing one or more of the functions or sub-functions contained in CapGroup's 4-Step Investment Advisory Process set forth above.

Fiduciary Consulting Services

CapGroup offers to provide certain consulting services to fiduciary investors to assist such investors in establishing and maintaining an appropriate investment management governance structure and decision making process. These consulting services employ CapGroup's 4-Step Investment Advisory Process in assisting the client in adopting an investment management governance process based on established fiduciary investor best practices. These services are consultative in nature and do not involve the discretionary or non-discretionary management of client assets.

Sub-Advisory Services

CapGroup may act as a sub-advisor to other independent RIAs and their clients. As a sub-advisor, CapGroup is hired by the independent RIA to provide investment advisory services to the clients of the independent RIA through the engagement of CapGroup's Investment Advisory Process, as applicable, for each client. The independent RIA will work with the client to determine the range of investment advisory services required, to identify the assets that are appropriate for sub-advisory services, to interact with CapGroup as a servicing agent for the client and to monitor the investment advisory services provided by CapGroup.

Turnkey Asset Management Program (“TAMP”) Services

Standard TAMP Services

CapGroup assists select independent RIAs who provide investment management to investors. CapGroup educates independent RIAs on the use of its Investment Advisory Process as a methodology for structuring investment portfolios with long-term investment goals. CapGroup also provides investment advisors with multiple-asset class model investment portfolios that investment advisors may use to manage investment accounts for their investment clients.

CapGroup maintains a series of ETF (Exchange Traded Funds)-based investment models called the *AlphaDynamic Strategies* Program that are implemented on the Adhesion Wealth Advisor Solutions Unified Managed Accounts platform. The AlphaDynamic Strategies provide investors with dynamic asset allocation strategies that are designed to consistently outperform their benchmarks with reduced downside risk. Diversification and cost efficiency are provided through the exclusive use of ETFs for strategy execution. Underlying managers are selected based on their demonstrated use of an active asset allocation process consistently to deliver market type returns in rising markets and enhanced stability of portfolio values in declining markets.

Expanded TAMP Services

For certain independent RIAs, CapGroup may offer expanded TAMP support services that provide additional customization to the Standard TAMP Services based on the individual requirements of the independent RIA. In its Expanded TAMP Services, CapGroup provides supplementary support services for designing and implementing portfolio solutions which includes, but are not limited to:

1. Administrative assistance with qualified custodians to open and maintain investment advisor master accounts and to assist with investment advisor's client accounts, including supplying investment advisor with all custodial documentation required for clients of the investment advisor to open and maintain accounts.
2. Access to customized portfolio accounting and reporting services in conjunction with the services of Adhesion Wealth Advisor Solutions.
3. Access to model Client Questionnaires and Investment Policy Statements Templates, with updates as appropriate.
4. Samples of investment advisor's client agreement templates (which should be reviewed by local counsel prior to use).
5. Assistance for the independent RIA with providing its clients with access to investment management products available to investment advisors but not generally available to the public.
6. To the extent available, access to trading costs and fee structures with authorized broker-dealer/custodian(s) that take advantage of CapGroup's collective arrangements.
7. Collecting and remitting net fees (gross fees minus fees due CapGroup from investment advisor) to investment advisor on a quarterly basis.

Item 5 – Fees and Compensation

Investment Advisory Services are provided for an ongoing annual fee that is charged as a percentage of assets under management according to the following CUMULATIVE schedule:

<u>Assets Under Management</u>	<u>Annual Fee</u>
On amounts up to \$5,000,000	.65%
On amounts from \$5,000,000 to \$10,000,000	.25%
On amounts from \$10,000,000 to \$25,000,000	.15%
On amounts from \$25,000,000 to \$50,000,000	.10%
On amounts from \$50,000,000 to \$100,000,000	.05%
Fees for amounts above \$100,000,000 are negotiated.	

The fees are billed quarterly, in arrears, at the beginning of each quarterly cycle based upon the value (market value or fair market value in the absence of market value) of the client's account at the end of the previous quarter. CapGroup does not have a minimum account size requirement, but generally requires a minimum annual fee of \$15,000 for each client relationship. CapGroup may agree to exceptions to the standard fee schedule, including minimum annual fees, to be negotiated on a case by case basis at CapGroup's discretion.

General Information on Fees and Services

The specific manner in which fees are charged by CapGroup is established in the client's written agreement with CapGroup. Investment advisory fees are generally billed on a quarterly basis in arrears, and clients normally authorize CapGroup to directly debit fees from client accounts. Alternatively, clients may elect to be billed directly for CapGroup's fees. Investment advisory fees are not prorated for each capital contribution or for withdrawals made during the applicable calendar quarter. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

CapGroup's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which will be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, and other third parties, such as fees charged by investment managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees and operating costs, which are disclosed in a fund's prospectus or other disclosure document as required by securities regulations. Such charges, fees and commissions are exclusive of and in addition to CapGroup's fee, and CapGroup will not receive any portion of these commissions, fees, and costs.

Item 12 below further describes the factors that CapGroup considers in selecting or recommending broker/dealers for client transactions and for determining the reasonableness of their compensation (*e.g.*, commissions).

Services for Qualified Purchasers

Institutional clients with accounts of \$25,000,000 or more are deemed to be sophisticated investors (“qualified purchasers”) under securities law and may require a set of services that are tailored to the specifications of the client and that fall outside of the scope of investment supervisory services CapGroup normally provides. Therefore, the fees and scope of services for these clients may be negotiated on a separate basis. A client agreement for such services may be terminated at any time, by either party, for any reason upon receipt of 30 days prior written notice. Upon termination of any engagement, any unearned fees will be promptly refunded. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

Investment Consulting Services

Fees for Investment Consulting Services are charged based upon the level of engagement required by the client and are determined in advance by mutual agreement between the client and CapGroup. A client agreement for such services may be terminated at any time, by either party, for any reason upon receipt of 30 days prior written notice. Upon termination of any engagement, any unearned fees will be promptly refunded. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

Fiduciary Consulting Services

Fees for Fiduciary Consulting Services are charged on either a project or retainer basis and are based upon the level of services required by the client. Such fees are determined in advance by mutual agreement between the client and CapGroup. A client agreement for such services may be terminated at any time, by either party, for any reason upon receipt of 30 days prior written notice. Upon termination of any engagement, any unearned fees will be promptly refunded. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

Termination of an Investment Advisory Relationship

A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days prior written notice. Upon termination of any account, any unearned fees will be promptly refunded. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

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

CapGroup does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client) and does not engage in side-by-side investment management practices.

Item 7 – Types of Clients

CapGroup provides investment advisory services for a variety of institutional clients including charitable organizations, endowments, associations, and corporate pension and profit-sharing plans.

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

The CapGroup investment philosophy is based on the fundamental premise that success in managing investments is predicated on effective risk management. Investment risk is manifested in many different forms, but to most investors risk is understood as a *severe and permanent loss of capital*, one that would be large enough to compromise the achievement of the investor's outcome goals.

CapGroup seeks to build client investment strategies that avoid such losses and develop long-term returns that satisfy the investor's outcome goals. To that end, CapGroup's process seeks to control investment risk by managing four elemental risk factors:

1. Diversification Risk – inordinate concentrations and exposures to certain asset classes or individual securities.
2. Manager Risk – sometimes called active management risk, the risk that an investment manager or combination of managers will underperform the asset class returns that can be captured with index funds.
3. Liquidity Risk – investing disproportionately in investments that are illiquid and can't be used in a timely manner to satisfy income needs, emerging liabilities, or capital funding mandates.
4. Tax Risk – for taxable accounts, the use of investment vehicles and practices that generate excessive exposure to income taxes.

CapGroup Investment Process – Adaptive Asset Allocation

CapGroup primarily invests for relatively extended time horizons, usually for periods exceeding five years, by employing globally diversified investment strategies implemented with multiple specialist investment managers. Client investment strategies are tailored to

client outcome goals and are based on the four fundamental tenets of CapGroup's *Adaptive Asset Allocation* process:

1. Diversify broadly in traditional and non-traditional investments. Using a modular portfolio construction approach, client investment strategies include core positions in traditional global stocks and bonds, as well as dedicated allocations to so-called "alternative investment strategies" which include investments that are managed to provide differentiated sources of risk and return (for example, hedging strategies, global tactical asset allocators, managed commodities futures and real assets), as compared to traditional investments.
2. Seek excess returns with synergistic manager structures. For each of four major asset classes (Domestic Equities, Foreign Equities, Global Fixed Income and Alternative Investments), we construct multiple manager modules comprised of investment managers/funds that are expected to have complementary strategies and/or investment processes. Investment managers may be engaged to manage mutual funds, separate accounts or ETF portfolios, including both active and passive investment management approaches. Our analyses of managers generally include a review for each selected manager of:
 - The investment management team;
 - The historical risk and return characteristics;
 - The exposure to sectors and individual issuers;
 - The expected synergistic effect on the asset class module;
 - The fee structure; and
 - Any other factors considered relevant.
3. Actively manage asset class exposures. Rather than follow a static asset allocation approach, we actively manage the modular asset mix and/or internal manager structures to further mitigate downside risk. Our opinions may be expressed either as shifts in the asset mix among the major asset category modules and/or by changing the types and/or levels of market risk within the different asset class modules by altering the risk exposures of the manager structures.
4. Manage for high levels of tax efficiency. For taxable investment accounts, CapGroup may employ tax management overlay programs to periodically harvest capital losses that occur due to market volatility. In addition, taxable investor portfolios seek to limit income tax exposure with tax exempt bond managers and other managers employing an investment process that promotes high levels of tax efficiency.

Although CapGroup endeavors to manage risk within client portfolios, clients should understand that investing in securities involves the risk of loss of investment capital.

Delivery of CapGroup Investment Advisory Services

CapGroup's investment advisory services are delivered to the client by one or more of CapGroup's Client Advisors ("Advisors") – see Part 2B of this Brochure for summaries of individual Client Advisor qualifications. These advisory services are supported by the work of CapGroup's Investment Committee, which is led by Richard Smith, Chairman, and Nicholas Zizzo, Director of Investment Advisory Services. Other Investment Committee members include J. Timothy Jester and Clay T. Eubank, Jr., both of whom are Managing Directors of CapGroup. The Investment Committee meets formally on a bi-weekly basis to discuss existing and prospective investments.

The Investment Committee is supported by CapGroup's Research Team which is a unit comprised of investment analysts under the direction of Mr. Zizzo. The Research Team provides analyses and recommendations regarding asset class allocations within the portfolios, as well as strategies for staging client funds into and out of portfolio strategies. In addition, the Research Team provides in-depth analyses on investment management products ("Managers"), including separate/private accounts, mutual funds, ETFs and partnerships.

Callan Associates, Inc.

In performing the research described above, CapGroup has formed an important strategic relationship with Callan Associates, Inc. ("Callan"), a prominent investment management consulting firm headquartered in San Francisco, CA. As a charter member of the Callan Associates Independent Advisor Group ("IAG") since 1992, the CapGroup Investment Committee and Advisors are able to access the services of the research analysts at Callan, as well as Callan's investment consulting technologies and resources which include:

- Ongoing capital markets and economic research;
- Annually updated Capital Markets Projections relating to Callan's forward estimates of returns, risks and correlations for a wide range of traditional and non-traditional asset classes;
- Asset allocation modeling and simulation software;
- Investment management product research and due diligence on mutual funds, separate account managers and hedge funds-of-funds;
- Access to select investment management products on a preferred basis;
- Negotiated institutional custody services with multiple custodians;
- Performance measurement analytics and reports; and
- Access to Callan's fully integrated investment management systems.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of CapGroup Advisors, LLC or the integrity of CapGroup's management. CapGroup Advisors, LLC has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

None of the adviser representatives of CapGroup that provide services to institutional clients have licenses, registrations or affiliations with other financial services industry entities, including brokerage firms, banks or insurance companies.

CapGroup is a subsidiary of Focus Operating Partners, LLC ("Focus"). Focus also owns other registered investment advisers, broker/dealers, pension consultants, insurance firms, and other financial services firms (the "Focus Partner Firms"). The Focus Partner Firms provide wealth management and benefit and investment consulting services, serving individuals, families, employers, and institutions. CapGroup's management does not feel that this relationship poses a material conflict to clients. The Focus Partner Firms do not share client information amongst each other without prior client consent. The Principals of the other Focus Partner Firms are not involved in the management of CapGroup.

In concert with certain Focus Partner Firms, CapGroup offers to provide investment sub-advisory services to institutional clients of the Focus Partner Firm. CapGroup provides these services through a sub-advisory agreement as described in *Item 4 – Sub-Advisory Services* on page 11 of this Brochure. There are no requirements for the Focus Member Firm to use CapGroup's services in lieu of its own services for these institutional clients, as the use of CapGroup's sub-advisory services is entirely at the discretion of the Focus Member Firm and is based entirely on the Focus Member Firm's judgment regarding the most effective and appropriate service for the subject client. CapGroup provides the same level of service and the same impartial advice to all clients' accounts and does not give differential treatment or preference to clients of firms affiliated with Focus Financial Partners.

CapGroup has entered into agreements with Adhesion Wealth Advisor Solutions ("Adhesion"), a registered investment adviser located in Charlotte, NC, to design and support a series of model investment portfolio for use by a nationwide network of independent registered investment advisers in providing investment management services for their clients. CapGroup receives a fee from Adhesion for its model management services and other advisor support services.

Item 11 – Code of Ethics

CapGroup has adopted a Code of Ethics expressing the firm's commitment to ethical conduct. CapGroup's Code of Ethics describes the firm's fiduciary duties and responsibilities to clients, and sets forth CapGroup's practice of monitoring the personal securities transactions of supervised persons with access ("access persons") to client information. Individuals associated with CapGroup may buy or sell securities for their personal accounts identical to or different than those recommended to clients. It is the expressed policy of CapGroup that no person employed by CapGroup shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on the investment decisions of advisory clients. To supervise compliance with its Code of Ethics, CapGroup requires that all access persons provide duplicate brokerage statements and to report quarterly all personal securities transactions to the firm's Chief Compliance Officer, Richard Smith.

CapGroup requires that all individuals must act in accordance with all applicable Federal and State regulations governing the practices of registered investment advisers. CapGroup's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. Any individual not in observance of the above may be subject to disciplinary measures.

CapGroup will provide a complete copy of its Code of Ethics to any client or prospective client upon request to the Chief Compliance Officer, Richard Smith, at CapGroup's principal address.

Item 12 – Brokerage Practices

CapGroup does not have the discretionary authority to determine the broker/dealer to be used or commission rates to be paid, so clients must direct CapGroup as to the broker/dealer they wish to use. In directing the use of a particular broker or dealer, it should be understood that CapGroup will not have authority to negotiate commissions among various brokers or obtain volume discounts, and best execution may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to other clients.

Recommended Brokerage Services

In providing its advisory services, CapGroup has negotiated a suite of services and pricing for its clients with two firms ("recommended custodians") that hold client funds, effect trades, collect investment income and report holdings monthly. In selecting the recommended custodians, CapGroup endeavors to act in its client's best interests and seeks to leverage its clients' assets in the aggregate to obtain benefits for all CapGroup clients. Broker/dealers and licensed trust companies that provide services to the clients of

independent registered investment advisers, such as CapGroup, typically provide the advisers with ancillary services intended to assist the adviser in managing and further developing its investment operations platform.

Charles Schwab & Co. CapGroup may recommend that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc., a registered broker/dealer, Member SIPC/NYSE. Schwab Advisor Services provides CapGroup with access to its institutional trading and operations services, which are typically not available to Schwab retail investors. These services are generally available to independent investment advisers at no charge to them, so long as a total of at least \$10 million of the adviser's clients' account assets are maintained at Schwab Advisor Services.

Schwab Advisor Services' support includes research, brokerage, custody, access to mutual funds and other investments that are otherwise available only to institutional investors or would require a significantly higher minimum initial investment. Schwab Advisor Services also makes available to CapGroup other products and services that benefit CapGroup but may not benefit its clients' accounts directly. Some of these other products and services assist CapGroup in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of CapGroup's fees from its clients' accounts, and assist with back-office support, recordkeeping and client reporting. Some of these services generally may be used to service a substantial number of CapGroup's accounts, including accounts not maintained at Schwab Advisor Services.

Schwab Advisor Services may also provide CapGroup with other services intended to help CapGroup to manage and further develop its business enterprise. These services may include consulting, publications and presentations on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, Schwab Advisor Services may make available, arrange and/or pay for these types of services to CapGroup by independent third parties. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to CapGroup.

SEI Investments. CapGroup may recommend that clients establish custody accounts with SEI Investments and SEI Private Trust Company ("SEI"), a licensed trust company, to maintain custody of clients' assets and to effect trades for their accounts. SEI provides CapGroup with access to its adviser trading and operations services, which are generally not available to retail investors. SEI's services include research, custody, trading and access to mutual funds and other investments that are otherwise available only to institutional investors or would require a significantly higher minimum initial investment.

SEI also makes available to CapGroup other products and services that benefit CapGroup but may not benefit its clients' accounts directly. Some of these other products and services assist CapGroup in managing and administering clients' accounts. These include software and other technology that provide access to client account data, provide research, pricing information and other market data, facilitate payment of CapGroup's fees from its clients' accounts, and assist with back-office support, recordkeeping and client reporting. Some of these services generally may be used to service a substantial number of CapGroup's accounts, including accounts not maintained at SEI.

For Qualified Purchasers, as described in Item 5 above, and certain other clients, CapGroup may provide investment management consulting services for clients who select national banks as custodians and hire separate account managers that trade securities with broker/dealers of their own choosing. In these cases, the clients may elect not to use the brokerage and custody services that CapGroup has arranged with Charles Schwab & Co. or SEI Investments.

Item 13 – Review of Accounts

Accounts are reviewed monthly as to asset allocation, Manager assignments, cash flows and suitability. Reviews of Managers used in client portfolios are performed by the client's CapGroup Client Advisor(s) on at least a quarterly basis.

Reports of Accounts

In addition to the monthly statements and confirmations of transactions that clients receive from their designated custodian (Charles Schwab, SEI, trust company, etc.), CapGroup makes periodic reports available to clients showing their portfolio's asset allocation structure and performance data. Reports may include the client's original amount invested, cost basis (if needed), current market values, cumulative income, and time weighted rates-of-return for the individual investment managers. Weightings by asset class category and portfolio totals are summarized as well. Face-to-face meetings with clients are held periodically to review details, wherein comments and insights are provided about financial market conditions and client progress in achieving goals.

Item 14 – Client Referrals and Other Compensation

There may be occasions when CapGroup pays a percentage of the fee we receive from a client account to a person making the referral (a "solicitor") of the client. The solicitor typically shares from 15% to 25% of fees for a limited period. Specifics of the referral arrangement are disclosed to each client beforehand through a written disclosure statement. Clients introduced to CapGroup in this manner pay the same fees and receive the same services and priorities as all other CapGroup clients.

Item 15 – Custody

CapGroup does not have custody of clients' cash or securities. All clients' cash and securities are held with an independent qualified custodian (see Item 12 above). Clients will receive at least quarterly statements from the broker/dealer, bank or other qualified custodian (Charles Schwab, SEI, other trust company, etc.) that holds and maintains client's investment assets. CapGroup urges its clients to carefully review such statements and compare such official custodial records to the account statements that CapGroup may provide. CapGroup's statements may vary from custodial statements based on accounting procedures, reporting dates, or the valuation methodologies used for certain securities.

Item 16 – Investment Discretion

CapGroup usually receives authority from the client at the outset of an advisory relationship to select the identity and amount of client investment funds to be allocated to individual investment managers/funds, or other securities to be bought or sold, without prior consent ("discretionary authority"). When selecting Managers and/or securities and determining amounts, CapGroup observes the investment policies, limitations and restrictions as set forth in the written Investment Advisory Agreement between the client and CapGroup. Investment guidelines and restrictions must be provided to CapGroup in writing.

Alternatively, the client and CapGroup may agree to limit CapGroup's discretionary authority. Such limitations are established in the Investment Advisory Agreement between the client and CapGroup. The client should understand that the limiting of CapGroup's discretionary authority may increase the financial risk associated with the timely and efficient execution of CapGroup's recommendations.

As of December 31, 2011, CapGroup managed total assets of \$226,468,580 on a discretionary basis and \$719,957,894 on a nondiscretionary basis.

Item 17 – Voting Client Securities

As a matter of firm practice and policy, CapGroup does not take responsibility for voting proxies for securities owned in client accounts. To the extent that proxy voting responsibilities are not assumed by Managers engaged by CapGroup on behalf of the client, the custodian of the client's account (Schwab, SEI, etc.) is instructed to forward all proxies and shareholder communications directly to the client.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about CapGroup's financial condition. CapGroup has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.

Brochure Supplement (Part 2B of Form ADV) - Institutional Advisory Services

Education and Business Standards

Professional Credentials

- Todd C. Early
- Clay T. Eubank, Jr.
- J. Timothy Jester
- Lisa C. Longest
- James D. Rorrer
- W. Richard Smith, III
- Nicholas P. Zizzo



**Part 2B of Form ADV:
Brochure Supplement
Todd C. Early
Managing Director**

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Email: questions@thecapgroup.com

May 21, 2012

This Brochure Supplement provides information about Todd Early that supplements the Brochure of CapGroup Advisors, LLC ("CapGroup"). You should have received a copy of that Brochure. Please contact Mr. Richard Smith, Chief Compliance Officer (dsmith@thecapgroup.com) if you did not receive CapGroup's Brochure, or if you have any questions about the contents of this supplement.

Additional information about Todd C. Early is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience for Client Advisors

Todd C. Early **Birth Date:** 1969 **Education:** University of South Carolina, MBA
Virginia Military Institute, BA in English

Professional Credentials:

Accredited Investment Fiduciary® (AIF)

Issuing Organization: Center for Fiduciary Studies, Pittsburgh, PA
Prerequisite/Experience: None
Educational Requirements: Candidate must complete web-based educational program
and pass accreditation examination
Investor Complaint Process: Online complaint process
Public Disciplinary Process: Hearing Panel censures are made public.

Business Background: Managing Director and Client Advisor
CapGroup Advisors, LLC; 2010 to Present
Managing Director of Institutional Services
Edelman Financial Services; 2009 to 2010
Vice President Institutional Investment Management
SunTrust Banks, Inc.; 1998-2009

Item 3- Disciplinary Information

There are no legal or disciplinary events for Todd Early.

Item 4- Other Business Activities

Mr. Early does not have any other business activities.

Item 5- Additional Compensation

Mr. Early does not receive any additional compensation from any other person or entity, and does not receive a bonus that is based on the number or amount of new accounts, sales or client referrals.

Item 6 - Supervision

Mr. Early's advisory activities are supervised by W. Richard Smith, III, CapGroup's President and Chief Compliance Officer, who can be reached at (804)565-9280. Investment decisions for clients are made by Client Advisors based on ongoing investment research conducted by the firm's Investment Committee which is led by Richard Smith, as Chairman, and Nicholas Zizzo, as Director of Investment Advisory Services. Other Investment Committee members include J. Timothy Jester and Clay T. Eubank, Jr.; both are Managing Directors of CapGroup. The Investment Committee meets formally on a bi-weekly basis to discuss existing and prospective investment strategies and investment managers as described in the firm's current Brochure.



**Part 2B of Form ADV:
Brochure Supplement
Clay T. Eubank, Jr.**

Managing Director

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May 21, 2012

This Brochure Supplement provides information about Clay Eubank that supplements the Brochure of CapGroup Advisors, LLC ("CapGroup"). You should have received a copy of that Brochure. Please contact Mr. Richard Smith, Chief Compliance Officer (dsmith@thecapgroup.com) if you did not receive CapGroup's Brochure, or if you have any questions about the contents of this supplement.

Additional information about Clay T. Eubank, Jr. is available on the SEC's website at www.adviserinfo.sec.gov.

Business Background:

Managing Director and Client Advisor
CapGroup Advisors, LLC; 1991 to Present

Item 3- Disciplinary Information

There are no legal or disciplinary events for Clay Eubank.

Item 4- Other Business Activities

Mr. Eubank does not have any other business activities.

Item 5- Additional Compensation

Mr. Eubank does not receive any additional compensation from any other person or entity, and does not receive a bonus that is based on the number or amount of new accounts, sales or client referrals.

Item 6 - Supervision

Mr. Eubank's advisory activities are supervised by W. Richard Smith, III, CapGroup's President and Chief Compliance Officer, who can be reached at (804)565-9280. Investment decisions for clients are made by Client Advisors based on ongoing investment research conducted by the firm's Investment Committee which is led by Richard Smith, Chairman, and Nicholas Zizzo, Director of Investment Advisory Services. Other Investment Committee members include Mr. Eubank and J. Timothy Jester, both of whom are Managing Directors of CapGroup. The Investment Committee meets formally on a bi-weekly basis to discuss existing and prospective investment strategies and investment managers as described in the firm's current Brochure.



**Part 2B of Form ADV:
Brochure Supplement
J. Timothy Jester
Managing Director**

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May 21, 2012

This Brochure Supplement provides information about Tim Jester that supplements the Brochure of CapGroup Advisors, LLC ("CapGroup"). You should have received a copy of that Brochure. Please contact Mr. Richard Smith, Chief Compliance Officer (dsmith@thecapgroup.com) if you did not receive CapGroup's Brochure, or if you have any questions about the contents of this supplement.

Additional information about J. Timothy Jester is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience for Client Advisors

J. Timothy Jester **Birth Date:** 1956

Education: Georgia Tech, MS in Industrial Management
 Shorter College, BS in Chemistry

Professional Credentials:

Chartered Alternatives Investment Management Analyst® (CAIA)

<i>Issuing Organization:</i>	<i>Chartered Alternatives Investment Management Association</i>
<i>Prerequisite/Experience:</i>	<i>- Candidates must have bachelor's degree with one or more years experience in the financial services industry.</i>
<i>Educational Requirements:</i>	<i>- Completion of a prescribed self study program . - Passage of both Level I and Level II written examinations.</i>
<i>Investor Complaint Process:</i>	<i>None</i>
<i>Public Disciplinary Process:</i>	<i>None</i>

Accredited Investment Fiduciary® (AIF)

<i>Issuing Organization:</i>	<i>Center for Fiduciary Studies, Pittsburgh, PA</i>
<i>Prerequisite/Experience:</i>	<i>Accredited Investment Fiduciary Program Graduate</i>
<i>Educational Requirements:</i>	<i>Web-based study course and final exam</i>
<i>Investor Complaint Process:</i>	<i>Online complaint process</i>
<i>Public Disciplinary Process:</i>	<i>Hearing Panel censures are made public.</i>

Business Background: Managing Director and Client Advisor
 CapGroup Advisors, LLC; 2005 to Present
 Principal of Commodity Trading Adviser
 Strategic Capital Corporation; 2000-2005

Item 3- Disciplinary Information

There are no legal or disciplinary events for Timothy Jester.

Item 4- Other Business Activities

Mr. Jester does not have any other business activities.

Item 5- Additional Compensation

Mr. Jester does not receive any additional compensation from any other person or entity, and does not receive a bonus that is based on the number or amount of new accounts, sales or client referrals.

Item 6 - Supervision

Mr. Jester's advisory activities are supervised by W. Richard Smith, III, CapGroup's President and Chief Compliance Officer, who can be reached at (804)565-9280. Investment decisions for clients are made by Client Advisors based on ongoing investment research conducted by the firm's Investment Committee which is led by Richard Smith, Chairman, and Nicholas Zizzo, Director of Investment Advisory Services. Other Investment Committee members include Mr. Jester and Clay T. Eubank, Jr., both of whom are Managing Directors of CapGroup. The Investment Committee meets formally on a bi-weekly basis to discuss existing and prospective investment strategies and investment managers as described in the firm's current Brochure.



**Part 2B of Form ADV:
Brochure Supplement
Lisa C. Longest**

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May 21, 2012

This Brochure Supplement provides information about Lisa Longest that supplements the Brochure of CapGroup Advisors, LLC ("CapGroup"). You should have received a copy of that Brochure. Please contact Mr. Richard Smith, Chief Compliance Officer (dsmith@thecapgroup.com) if you did not receive CapGroup's Brochure, or if you have any questions about the contents of this supplement.

Additional information about Lisa C. Longest is available on the SEC's website at www.adviserinfo.sec.gov.

Lisa C. Longest

Item 2- Educational Background and Business Experience for Client Advisors

Lisa C. Longest **Birth Date:** 1970 **Education:** Virginia Tech, BS in Business
Virginia Commonwealth University, MS in Finance

Professional Credentials:

Accredited Investment Fiduciary® (AIF)

<i>Issuing Organization:</i>	<i>Center for Fiduciary Studies, Pittsburgh, PA</i>
<i>Prerequisite/Experience:</i>	<i>Accredited Investment Fiduciary Program Graduate</i>
<i>Educational Requirements:</i>	<i>Web-based study course and final exam</i>
<i>Investor Complaint Process:</i>	<i>Online complaint process</i>
<i>Public Disciplinary Process:</i>	<i>Hearing Panel censures are made public.</i>

Business Background:

Senior Analyst
CapGroup Advisors, LLC; 2000 to Present

Item 3- Disciplinary Information

There are no legal or disciplinary events for Lisa Longest.

Item 4- Other Business Activities

Ms. Longest does not have any other business activities.

Item 5- Additional Compensation

Ms. Longest does not receive any additional compensation from any other person or entity, and does not receive a bonus that is based on the number or amount of new accounts, sales or client referrals.

Item 6 - Supervision

Ms. Longest's advisory activities are supervised by W. Richard Smith, III, CapGroup's President and Chief Compliance Officer, who can be reached at (804)565-9280. Investment decisions for clients are made by Client Advisors based on ongoing investment research conducted by the firm's Investment Committee which is led by Richard Smith, Chairman, and Nicholas Zizzo, Director of Investment Advisory Services. Other Investment Committee members include J. Timothy Jester and Clay T. Eubank, Jr., both of whom are Managing Directors of CapGroup. The Investment Committee meets formally on a bi-weekly basis to discuss existing and prospective investment strategies and investment managers as described in the firm's current Brochure.

Lisa C. Longest



**Part 2B of Form ADV:
Brochure Supplement
James D. Rorrer**

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May 21, 2012

This Brochure Supplement provides information about James Rorrer that supplements the Brochure of CapGroup Advisors, LLC ("CapGroup"). You should have received a copy of that Brochure. Please contact Mr. Richard Smith, Chief Compliance Officer (dsmith@thecapgroup.com) if you did not receive CapGroup's Brochure, or if you have any questions about the contents of this supplement.

Additional information about James D. Rorrer is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience for Client Advisors

James D. Rorrer **Birth Date:** 1945

Education: Marshall University, BBA

Professional Credentials:

Accredited Investment Fiduciary® (AIF)

<i>Issuing Organization:</i>	<i>Center for Fiduciary Studies, Pittsburgh, PA</i>
<i>Prerequisite/Experience:</i>	<i>Accredited Investment Fiduciary Program Graduate</i>
<i>Educational Requirements:</i>	<i>Web-based study course and final exam</i>
<i>Investor Complaint Process:</i>	<i>Online complaint process</i>
<i>Public Disciplinary Process:</i>	<i>Hearing Panel censures are made public.</i>

Business Background:

Managing Director and Client Advisor
CapGroup Advisors, LLC; 1994 to Present

Item 3- Disciplinary Information

There are no legal or disciplinary events for Jim Rorrer.

Item 4- Other Business Activities

Mr. Rorrer does not have any other business activities.

Item 5- Additional Compensation

Mr. Rorrer does not receive any additional compensation from any other person or entity, and does not receive a bonus that is based on the number or amount of new accounts, sales or client referrals.

Item 6 - Supervision

Mr. Rorrer's advisory activities are supervised by W. Richard Smith, III, CapGroup's President and Chief Compliance Officer, who can be reached at (804)565-9280. Investment decisions for clients are made by Client Advisors based on ongoing investment research conducted by the firm's Investment Committee which is led by Richard Smith, Chairman, and Nicholas Zizzo, Director of Investment Advisory Services. Other Investment Committee members include J. Timothy Jester and Clay T. Eubank, Jr., both of whom are Managing Directors of CapGroup. The Investment Committee meets formally on a bi-weekly basis to discuss existing and prospective investment strategies and investment managers as described in the firm's current Brochure.



Part 2B of Form ADV:

Brochure Supplement

W. Richard Smith, III

President

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May 21, 2012

This Brochure Supplement provides information about Richard Smith that supplements the Brochure of CapGroup Advisors, LLC ("CapGroup"). You should have received a copy of that Brochure. Mr. Smith is CapGroup's Chief Compliance Officer. Please contact him directly (dsmith@thecapgroup.com) if you did not receive CapGroup's Brochure, or if you have any questions about the contents of this supplement.

Additional information about W. Richard Smith, III is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience for Client Advisors

W. Richard Smith, III **Birth Date:** 1946

Education: University of Georgia, MBA
Lenoir-Rhyne College, BBA

Professional Credentials:

CERTIFIED FINANCIAL PLANNER PROFESSIONAL™ (CFP®)

Issuing Organization: Certified Financial Planner Board of Standard, Inc., Washington, DC
Prerequisite/Experience: Candidate must meet one of the following:
- A bachelors degree or higher from an accredited college or university.
- 3 years qualified work experience
Educational Requirements: Must complete CFP-registered study program or hold one of the following – CPA, CFA, CLU, ChFC, PhD in Business or Economics or Attorney's License
Investor Complaint Process: Online at Submit a Complaint
Public Disciplinary Process: Online at Public Disciplinary Actions

Certified Investment Management Analyst® (CIMA)

Issuing Organization: Investment Management Consultants Association, Greenwood, CO
Prerequisite/Experience: Candidate must complete:
- Must have 3 years of verifiable financial services experience
- Must not have any regulatory violations, civil judicial actions or customer complaints
Educational Requirements: - Prescribed self study program of approximately 5 months
- One week classroom study program in preparation for certification exam; held at IMCA approved university business school
Investor Complaint Process: Online at Submit a Complaint
Public Disciplinary Process: Online at Public Disciplinary Actions

Chartered Financial Consultant® (ChFC)

Issuing Organization: The American College, Bryn Mawr, PA
Prerequisite/Experience: 3 years of full-time financial services experience within 5 years of awarding the designation
Educational Requirements: 6 core and 2 elective courses with final exam for each course
Investor Complaint Process: Online at Submit a Consumer/Customer Complaint
Public Disciplinary Process: None

Accredited Investment Fiduciary Analyst® (AIFA)

Issuing Organization: Center for Fiduciary Studies, Pittsburgh, PA
Prerequisite/Experience: AIF Program graduate and meet AIFA experience requirements
Educational Requirements: 3 day class room instruction and comprehensive final exam

Investor Complaint Process: Online designations complaint process
Public Disciplinary Process: Hearing Panel censures are made public.

Business Background:

President and Managing Principal
CapGroup Advisors, LLC; 1983 to Present

Item 3- Disciplinary Information

There are no legal or disciplinary events for Richard Smith.

Item 4- Other Business Activities

Mr. Smith does not have any other business activities.

Item 5- Additional Compensation

Mr. Smith does not receive any additional compensation from any other person or entity, and does not receive a bonus that is based on the number or amount of new accounts, sales or client referrals.

Item 6 - Supervision

Mr. Smith serves as CapGroup's Chairman and Chief Compliance Officer and can be reached at (804)565-9280. Investment decisions for clients are made by Client Advisors based on ongoing investment research conducted by the firm's Investment Committee which is led by Mr. Smith, as Chairman, and Nicholas Zizzo, as Director of Investment Advisory Services. Other Investment Committee members include J. Timothy Jester and Clay T. Eubank, Jr., both of whom are Managing Directors of CapGroup. The Investment Committee meets formally on a bi-weekly basis to discuss existing and prospective investment strategies and investment managers as described in the firm's current Brochure.

Item 1- Cover Page



CapGroup Advisors
A FOCUS FINANCIAL PARTNER

**Part 2B of Form ADV:
Brochure Supplement
Nicholas P. Zizzo
Managing Director**

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May 21, 2012

This Brochure Supplement provides information about Nick Zizzo that supplements the Brochure of CapGroup Advisors, LLC ("CapGroup"). You should have received a copy of that Brochure. Please contact Mr. Richard Smith, Chief Compliance Officer (dsmith@thecapgroup.com) if you did not receive CapGroup's Brochure, or if you have any questions about the contents of this supplement.

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

Item 2- Educational Background and Business Experience for Client Advisors

Nicholas P. Zizzo **Birth Date:** 1978 **Education:** University of Richmond, MBA
Virginia Tech, BS in Economics & Info Technology

Professional Credentials:

Chartered Retirement Plans Specialist® (CRPS)

<i>Issuing Organization:</i>	<i>College for Financial Planning (CFFP)</i>
<i>Prerequisite/Experience:</i>	<i>Completion of CRPS program</i>
<i>Educational Requirements:</i>	<i>Web-based study course and final exam</i>
<i>Investor Complaint Process:</i>	<i>Complaint form submitted to CFFP Ethical Conduct Committee</i>
<i>Public Disciplinary Process:</i>	<i>None</i>

Accredited Investment Fiduciary® (AIF)

<i>Issuing Organization:</i>	<i>Center for Fiduciary Studies, Pittsburgh, PA</i>
<i>Prerequisite/Experience:</i>	<i>Accredited Investment Fiduciary Program Graduate</i>
<i>Educational Requirements:</i>	<i>Web-based study course and final exam</i>
<i>Investor Complaint Process:</i>	<i>Online complaint process</i>
<i>Public Disciplinary Process:</i>	<i>Hearing Panel censures are made public.</i>

Business Background: Managing Director - Investment Advisory Services
CapGroup Advisors, LLC; 2004 to Present

Item 3- Disciplinary Information

There are no legal or disciplinary events for Nicholas Zizzo.

Item 4- Other Business Activities

Mr. Zizzo does not have any other business activities.

Item 5- Additional Compensation

Mr. Zizzo does not receive any additional compensation from any other person or entity, and does not receive a bonus that is based on the number or amount of new accounts, sales or client referrals.

Item 6 – Supervision

Mr. Zizzo's advisory activities are supervised by W. Richard Smith, III, CapGroup's President and Chief Compliance Officer, who can be reached at (804)565-9280. Investment decisions for clients are made by Client Advisors based on ongoing investment research conducted by the firm's Investment Committee which is led by Richard Smith, as Chairman, and Mr. Zizzo, as Director of Investment Advisory Services. Other Investment Committee members include J. Timothy Jester and Clay T. Eubank, Jr., both of whom are Managing Directors of CapGroup. The Investment Committee meets formally on a bi-weekly basis to discuss existing and prospective investment strategies and investment managers as described in the firm's current Brochure.