

BRIDGE CREEK Capital Management LLC

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Part 2A of Form ADV BROCHURE

Updated March, 2012

This brochure provides information about the qualifications and business practices of Bridge Creek Capital Management LLC. If you have any questions about the contents of this brochure, please contact us at (508)362-9566 and/or management@bridgecreekcapital.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.

Bridge Creek Capital Management LLC is a registered investment adviser. Registration of an investment adviser does not imply a certain level of skill or training. Oral and written communications of an adviser can provide you with information to determine whether to hire or retain an adviser. Additional information about Bridge Creek Capital Management LLC is also available on the SEC's website at www.adviserinfo.sec.gov

Item 2 – **Material Changes**

In July, 2010, the SEC adopted “Amendments to Form ADV”, which amend the disclosure document investment advisers are required to provide to clients and prospective clients. This brochure, updated in March, 2012, is prepared in accordance with the SEC’s requirements. Although this brochure contains new information than previous brochures, Bridge Creek Capital Management LLC’s business activities have not materially changed since the time of the latest previous update filed in July, 2011.

Item 3 – **Table of Contents**

Item 1 – Cover Page	page 1
Item 2 – Material Changes	page 2
Item 3 – Table of Contents	page 2
Item 4 – Advisory Business	page 3
Item 5 – Fees and Compensation	page 3
Item 6 – Performance-Based Fees and Side-by-Side Management.....	page 4
Item 7 – Types of Clients	page 4
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	page 4
Item 9 – Disciplinary Information	page 5
Item 10 – Other Financial Industry Activities and Affiliations.....	page 5
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	page 5
Item 12 – Brokerage Practices	page 7
Item 13 – Review of Accounts	page 7
Item 14 – Client Referrals and Other Compensation	page 8
Item 15 – Custody	page 8
Item 16 – Investment Discretion	page 8
Item 17 – Voting Client Securities	page 8
Item 18 – Financial Information	page 9
Item 19 – Requirements for State-Registered Advisers.....	page 9
Brochure Supplements.....	pages 10-15

Item 4 – **Advisory Business**

Bridge Creek Capital Management LLC (Bridge Creek) manages stock and bond portfolios for individuals, retirement plans, trusts, businesses and non-profit organizations. Warren Asset Management, the predecessor firm to Bridge Creek, was founded in the fall of 1991. Bridge Creek Capital Management LLC was founded in the spring of 2006, succeeding to the business of Warren Asset Management. Its sole owner is Barry N. Paster. At December 31, 2011, Bridge Creek managed \$154.2 million on a discretionary basis.

The firm's primary mission is to serve clients' investment needs and objectives, emphasizing personal service and attention to detail. After-tax, after-inflation growth in assets; income generation; and capital preservation are common objectives chosen by clients.

Portfolios are generally composed of common stocks, preferred stocks, bonds, mutual funds and short-term cash substitutes, like money market funds and U.S. Treasury bills. Emphasis on different objectives varies with each client.

Investment portfolios are designed to meet each client's financial goals by first understanding needs, objectives and expectations. Each prospective client is interviewed to form an investment profile, and determine whether Bridge Creek is appropriate to meet that client's financial objectives. Within that framework, clients either choose or are guided to what mix of investment classes (stocks, fixed income securities and cash) will best achieve clients' goals. Although Bridge Creek is granted total discretion in securities choices, occasionally clients elect to own or not to own particular companies or types of companies.

Important criteria to develop a long-term investment plan include: income and liquidity needs; long-term capital needs; and tolerance to risk.

Investment decisions are made with a long-term view. Short-term economic, news or political events are seldom allowed to influence long-term strategies. Bridge Creek Capital Management LLC does not believe short-term stock market or interest rate movements can be accurately and consistently predicted. So the firm focuses on the potential long-range value inherent in the ownership of any security.

Item 5 – **Fees and Compensation**

Fees are based on allocation objectives and a percentage of assets managed. Billing is quarterly or semi-annually in arrears, based on account values at each period's end. Fees are paid directly from client accounts, except for clients who only have retirement accounts, in which case it is recommended that payment by check is more advantageous for those clients. Sometimes clients choose to pay by check, regardless of the types of accounts they have.

Equities:

- .85% per year for the first \$250,000
- .70% per year for the next \$750,000
- .50% per year for amounts over \$1,000,000

Fixed Income:

- .4% per year

Mutual Funds:

- .5% per year

Minimum annual fee: \$1,500

Fees are negotiated in special circumstances.

Bridge Creek Capital Management LLC uses third-party custodians to house client securities and conduct trades. Those custodians charge transaction fees in addition to Bridge Creek's fees. Also, mutual funds have underlying management fees that are in addition to fees that Bridge Creek charges. Bridge Creek does not receive any part of those transaction fees or mutual fund management fees.

Although Bridge Creek negotiates fees with custodians on behalf of clients, clients may elect to buy securities that Bridge Creek recommends through other brokers or agents.

Item 12 further describes factors Bridge Creek considers when selecting or recommending broker/dealers or banks for custody of client securities and client transactions.

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

Bridge Creek Capital Management LLC does not have any performance-based fee arrangements with clients, nor does it employ side-by-side management practices.

Item 7 – Types of Clients

Bridge Creek Capital Management LLC provides portfolio management for individuals, trusts, retirement plans, businesses, corporations, partnerships, holding companies, endowments and non-profit organizations.

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

Bridge Creek Capital Management LLC starts the investment process with a determination of each client's financial needs, objectives, expectations and tolerances to risk. After those determinations, clients and prospective clients choose investment allocation objectives between common stocks; fixed income securities; and cash and cash equivalents. Any of these investment classes carry varying degrees of risk, which could result in losses for clients.

Common stocks: A prerequisite for any common stock investment is to understand exactly what a company does or makes, and how it makes money. Among other factors, Bridge Creek looks for strong management; good track records of increasing earnings, revenues and dividends; good prospects for continuing increases in earnings, revenues and dividends; strong balance sheets (particularly with low debt); products and services that will continue to be in demand; and dominance within respective industries.

Decisions to buy or sell securities are based on fundamental research and total return (appreciation plus dividends) potential. Stability and lack of volatility are valued.

To reduce portfolios' exposure to risk, diversification among companies and industries is employed.

Outside research sources are employed, but most investment decisions are based on internally generated research.

Fixed income securities: Fixed income securities are employed to meet client objectives of safety, liquidity and/or income; or sometimes because they offer better investment opportunities than equities in particular market environments. To reduce credit risk, only investment grade securities are considered, unless particular clients request less than investment grade securities.

Individual bond maturities are ladderized (that is, the bonds mature in different years) to reduce interest rate risk. Fixed income portfolios are generally composed of U.S. Treasuries; agency bonds; preferred stocks; certificates of deposit (CDs); investment grade corporate and municipal bonds; and mutual funds, depending on after-tax yields.

Cash and cash equivalents: Money market funds or other short-term cash instruments (fixed income securities maturing in less than one year) are part of an investment portfolio to meet liquidity needs, or because Bridge Creek is unable to find securities at any given time that meet favorable long-term investment requirements.

Item 9 – Disciplinary Information

Neither Bridge Creek Capital Management LLC nor any of its owners or employees have been the subject of any disciplinary or legal events that would be material to a client's evaluation of the firm or its staff.

Item 10 – Other Financial Industry Activities and Affiliations

Neither Bridge Creek Capital Management LLC nor any of its owners or employees have any relationships or arrangements with other financial services companies that pose material conflicts of interest.

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

Each Bridge Creek Capital Management LLC owner, investment adviser and staff member is required to read and understand Bridge Creek Capital Management LLC's U.S. Securities and Exchange Commission's (SEC) compliance rules, policies and procedures.

As a condition of employment, all staff are required to adhere to those rules, policies and procedures, and annually acknowledge in writing such adherence. All staff are required to comply with all federal securities laws.

Staff are also required to protect the privacy of all clients of Bridge Creek Capital Management LLC. Any information about Bridge Creek Capital Management LLC securities purchases and recommendations; Bridge Creek Capital Management LLC clients, their accounts, their transactions, and any personal data, including their names; and any material non-public matters is considered confidential, and shall not in any way be transmitted to or shared with any third party outside of Bridge Creek Capital Management LLC, except as required by law.

All Bridge Creek Capital Management LLC advisers are required to report and maintain records of their personal securities transactions in the ordinary course of business in the same manner as client transactions and records are reported and maintained. All access persons (supervised persons who have access to nonpublic information regarding recommendations to clients on the purchase or sale of securities, client's trading information or non-public information or are involved in providing investment advice to clients) report their personal securities holdings within 10 days of becoming an access person and annually after. Also, access persons must report their personal trading activities quarterly to Bridge Creek's Chief Compliance Officer within 30 days after the close of the quarter. The individual designated to review employee personal securities holdings and transactions does not review his or her own holdings and transactions.

All access persons must obtain approval of the Chief Compliance Officer prior to investing in IPOs or private placements, including pooled investment vehicles.

Bridge Creek Capital Management LLC advisers are prohibited from using any information to secure an investment opportunity advantage over any of its clients.

In any situation requiring judgment of any kind on the part of any person associated with Bridge Creek Capital Management LLC, the best interests of Bridge Creek Capital Management LLC's clients are the paramount consideration.

All persons associated with Bridge Creek Capital Management LLC will use their best efforts to protect the reputation of Bridge Creek Capital Management LLC in private and in public, and are prohibited from trading, either personally or on behalf of others, while in possession of material nonpublic information (insider trading), including intentionally spreading false rumors.

Any employee that is in violation of the Bridge Creek Capital Management LLC Code of Ethics will be reported to the Chief Compliance Officer. A record is maintained of any breaches.

Staff is not permitted to receive gifts of any value.

Access persons may serve on the board of a publicly traded company but must disclose their relationship to avoid conflicts of interest.

Any statements made by employees in an online chat room or other similar electronic communication, anonymous or not, are still subject to the general anti-fraud rules of the Adviser Act. So no discussion may occur, nor may any views be discussed, regarding securities held in client accounts in those media.

Bridge Creek Capital Management LLC reviews its Code of Ethics annually. A copy of the Bridge Creek Capital Management LLC Code of Ethics is offered to all clients annually through a required annual global mailing regarding Privacy Policies and Proxy Policies.

Bridge Creek Capital Management LLC records violations of the Code of Ethics as they occur. Action is taken in response to violations of its code of ethics as they are reported. If an employee is reported to the Chief Compliance Officer for a violation of the Code of Ethics, he or she will be given a verbal warning. After the initial reported violation, the employee will be periodically reviewed by the Chief Compliance Officer. If an employee continues to violate the Code of Ethics, the employee may be reprimanded up to and including termination of employment.

All employees are given the Bridge Creek Capital Management LLC Code of Ethics annually. Employees are required to sign and acknowledge that they received a copy of the Code of Ethics. All new employees are expected to complete the Compliance Orientation Program so that they understand compliance and supervisory policies and procedures. Whenever new policies and procedures are implemented, education programs for all employees are provided.

Each adviser must submit an annual report of personal securities transactions with information that must be current as of a date not more than 45 days before the report is submitted. The report includes company name, ticker symbol or CUSIP number, type of security, number of shares and principal amount of each reportable security in which the access person has any direct or indirect beneficial ownership. The name of any broker/dealer or bank with which the access person maintains an account in which any securities are held for the access person's direct or indirect benefit and the date the report is submitted. These forms are signed and dated.

Investment advisers must identify false rumors and report questions about rumors to the Chief Compliance Officer. Any investment adviser who intentionally spreads false rumors about a pending acquisition while buying or selling the securities of the acquirer or company being acquired shall be in violation of the Code of Ethics.

Bridge Creek Capital Management LLC advisers, on behalf of themselves and on behalf of related people, buy and sell securities that they also buy and sell on behalf of clients. All transactions are examined to ensure that no special advantage in pricing or timing accrues to Bridge Creek advisers or related people.

Item 12 – **Brokerage Practices**

Bridge Creek Capital Management LLC does not take possession of, nor serve as custodian of, client securities or funds. Clients may choose custodian banks or broker/dealers to execute and clear trades. The significance and amount of transaction costs; and the importance of efficient, accurate trade executions are discussed with prospective clients, as well as the importance of prompt, quality ancillary services, like timeliness of electronic transfers of funds. If a client has no expressed preference, Charles Schwab & Co. (Schwab) is employed for brokerage, custody and clearing.

Schwab charges \$19.95 per equity trade (and up to \$0.015 per share for transactions over 1,000 shares); or \$8.95 per trade, if a client agrees to electronically delivered statements and trade confirmations. For householded accounts totaling over \$1 million, equity transactions are \$8.95 each, regardless of whether mailed or electronic delivery of statements and trade confirmations is chosen. Municipal and corporate bonds transactions cost \$1.00 per \$1,000.00 (\$10.00 minimum; \$250.00 maximum). U.S. Treasuries transactions cost \$25.00 per trade. U.S. agency bond transactions cost \$0.20 per \$1,000.00 (\$10.00 minimum; \$250.00 maximum). Mutual fund transactions cost between \$0.00 and \$49.95 each. Fixed income cross trades are \$10.00 to \$50.00 per side.

Most transactions and trades are done on an account-by-account basis. But occasionally block trades are aggregated and executed on behalf of groups of clients, in which case all participating clients receive the average pricing on those securities trades.

Occasionally securities are also bought away from other broker/dealers, in which case transaction fees are negotiated with those broker/dealers.

Bridge Creek Capital Management LLC has no financial arrangements with any custodians or broker/dealers in exchange for referrals, research or other services, nor does Bridge Creek receive any compensation from any trading activity done by any of its client custodians or broker/dealers.

Bridge Creek uses best efforts to ensure best execution of trades for its clients. It reviews custodian and broker/dealer transaction fees at least annually. Bridge Creek believes that Schwab and the other custodians and broker/dealers with whom it transacts trades also adhere to best execution rules and standards.

Schwab also provides supplemental insurance to that provided by the federal government to protect clients in the event of its default as a custodian. That insurance provides coverage for clients for discrepancies between securities actually held at the time of default and Schwab's records. The insurance does not cover losses due to securities market pricing, bond defaults, poor company performance or the advice of Bridge Creek advisers.

Item 13 – **Review of Accounts**

Bridge Creek regularly evaluates portfolios for individual holdings, cash availability, balance between asset classes, diversity of companies and industry groups, size of positions and tax management. Such evaluations occur one to three times per quarter in addition to each time a transaction is made in a portfolio.

Bridge Creek sends clients a written portfolio analysis and letter every three months or six months, including current portfolio holdings, values and performance data. The analysis and letter discuss the economy and markets; and explain any portfolio changes made during the quarter or half.

Bridge Creek advisers also meet with clients as needed and on request; and are regularly available by phone and e-mail.

Charles Schwab sends Bridge Creek clients transaction confirmations at the time of trades and monthly statements, either by mail or electronically. Other custodians also send Bridge Creek clients transaction confirmations and statements.

Item 14 – Client Referrals and Other Compensation

Bridge Creek Capital Management LLC receives client support services; and research and compliance updates from Charles Schwab. Bridge Creek does not directly compensate Schwab for those support services or research. Charles Schwab presumably determines the transaction fees it charges to Bridge Creek clients, itemized in “Item 12” above, in light of the expenses it incurs to provide custody, transactions, support services, research and compliance updates.

Bridge Creek has no paid arrangements for client referrals.

Item 15 – Custody

Bridge Creek Capital Management LLC does not take possession of, nor serve as custodian of client securities or funds. Clients may choose a custodian bank or brokerage house to hold securities and conduct transactions. Or clients may choose a custodian Bridge Creek currently uses, all of which are major brokerage houses or banks. Bridge Creek clients primarily use Charles Schwab & Co. for custody, transaction and clearing services.

Custodians provide clients with transaction confirmations and monthly statements (sometimes quarterly). Bridge Creek also provides clients with quarterly or semi-annual portfolio analyses, which include current holdings and market values. Clients are urged to review those analyses, confirmations and monthly statements for accuracy, and contact Bridge Creek if any questions or discrepancies arise.

Item 16 – Investment Discretion

Bridge Creek Capital Management LLC receives discretionary authority from its clients to conduct transactions on their behalf in the form of limited powers of attorney. Bridge Creek has a fiduciary duty to exercise that discretionary authority in accord with individual client objectives, needs, goals and tolerances to risk as expressed by those clients.

Item 17 – Voting Client Securities

Bridge Creek Capital Management LLC votes corporate proxies on behalf of clients, except in circumstances where clients wish to maintain voting power. In those cases, proxies are mailed directly to clients. Bridge Creek is available to help complete those proxies.

Bridge Creek votes proxies in a timely fashion in the same way for all clients, unless specific situations require otherwise, such as conflicts of interest between different clients, in which case some proxies may be voted differently, or individual clients may be solicited to vote their proxies; or a proxy vote may be referred to an independent third-party.

All Bridge Creek company proxy votes are logged in, reviewed by each Bridge Creek adviser and kept in a file. Clients may review how proxies were voted on their behalf on request. If any adviser has a conflict of interest regarding any given proxy, that adviser does not participate in that proxy vote. If all Bridge Creek advisers have conflicts of interest, independent, third-parties are employed to vote the affected proxies.

Absent material issues with company governance, Bridge Creek routinely votes to elect directors and affirm auditor choices.

Bridge Creek's proxy voting policies and procedures are available on request.

Class action law suits on behalf of stockholders occur from time to time. On request, Bridge Creek helps clients complete the information needed to submit proofs of claim.

Item 18 – **Financial Information**

Bridge Creek Capital Management LLC has no financial commitments that impair its fiduciary duty to clients. Neither Bridge Creek nor its owner has ever filed for bankruptcy.

Bridge Creek does not collect prepaid management fees. All fees are billed in arrears.

Item 19 – **Requirements for State-Registered Advisers**

Bridge Creek Capital Management LLC is registered with U.S. Securities and Exchange Commission. Because of the amount of assets Bridge Creek has under management, it is not required to register with state securities authorities.

INTENTIONALLY

LEFT

BLANK

Barry N. Paster

**BRIDGE CREEK
Capital Management LLC**

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Part 2B of Form ADV

**BROCHURE
SUPPLEMENT**

March 26, 2012

This brochure supplement provides information about Barry N. Paster that supplements the Bridge Creek Capital Management LLC brochure. You should have received a copy of that brochure. Please contact Barry N. Paster, sole member owner, if you did not receive Bridge Creek Capital Management LLC's brochure, or if you have any questions about the contents of this supplement.

Additional information about Barry N. Paster is available on the SEC's website at www.adviserinfo.sec.gov

Item 2 – **Educational Background and Business Experience**

Barry N. Paster, born May 9, 1949

Tufts University, Medford, MA, Bachelor of Science in Mechanical Engineering, 1971

Sussex University, Sussex, England, engineering study abroad, 1970-1971

Georgetown University Law Center, Washington, DC, Juris Doctor, 1975

Bridge Creek Capital Management LLC, West Barnstable, MA, investment advisor, sole member/owner, 2006-present

Warren Asset Management (predecessor firm to Bridge Creek Capital Management LLC), West Barnstable, MA, investment advisor, partner, 1991-2006

The Register newspaper, Yarmouth Port, MA, Circulation Manager, President, Publisher, 1975-1990

North Shore Weeklies, Ipswich, MA, President, Publisher, 1986-1989

Barry Paster owns Bridge Creek Capital Management LLC, a sole member LLC. He also serves as Chief Investment Officer and Chief Compliance Officer, overseeing all regulatory compliance, policies and procedures. He is a Registered Investment Adviser, which requires a Series 65 examination, administered by the Financial Industry Regulatory Authority (FINRA). He is a member of Massachusetts Bar. He has written a financial column in the Business & Finance section of the Cape Cod Times since 1996, and appears on Channel 18, the Town of Barnstable's cable television channel.

Item 3 – **Disciplinary Information**

Barry Paster has never been the subject of any disciplinary or legal action related to his investment advisory activities.

Item 4 – **Other Business Activities**

Barry Paster does not engage in any investment-related business outside of his daily activities at Bridge Creek Capital Management LLC, except for investments in closely held, non-publicly traded entities.

Item 5 – **Additional Compensation**

Barry Paster does not receive any compensation other than a part of the fees Bridge Creek Capital Management LLC charges its clients in the ordinary course of business, which are stated in Bridge Creek Capital Management's brochure. There are no referral fees, prizes, awards, payments from outside vendors or other third parties, or any other form of additional compensation.

Item 6 – **Supervision**

Barry Paster is owner, Chief Investment Officer and Chief Compliance Officer for Bridge Creek Capital Management LLC. His investment advice is shared with and monitored by Scott Myers, a Registered Investment Advisor, who collaborates on investment advice, research and investment strategy. Barry Paster's compliance records are kept and monitored by the firm's Administrator, Sharon Sadosky.

Item 7 – **Requirements for State-Registered Advisers**

Bridge Creek Capital Management LLC is registered with U.S. Securities and Exchange Commission. Because of the amount of assets Bridge Creek has under management, it is not required to register with state securities authorities.

Barry Paster has not been the subject of any bankruptcy petitions, arbitration claims or civil suits.

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Scott T. Myers

**BRIDGE CREEK
Capital Management LLC**

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Part 2B of Form ADV

**BROCHURE
SUPPLEMENT**

March 26, 2012

This brochure supplement provides information about Scott T. Myers that supplements the Bridge Creek Capital Management LLC brochure. You should have received a copy of that brochure. Please contact Scott T. Myers, Registered Investment Advisor, if you did not receive Bridge Creek Capital Management LLC's brochure, or if you have any questions about the contents of this supplement.

Additional information about Scott T. Myers is available on the SEC's website at www.adviserinfo.sec.gov

Item 2 – **Educational Background and Business Experience**

Scott T. Myers, born June 27, 1965

University of Vermont, Burlington, VT, Bachelor of Arts in Economics, 1988

Bridge Creek Capital Management LLC, West Barnstable, MA, Registered Investment Advisor, 2007-present

Ethan Allen Retail Inc., Danbury, CT, Senior Project Manager, Manager of Hyannis, MA and Plymouth, MA retail stores, 2006-2007

Malchman Holding Corp., Plymouth, MA, holding company for Ethan Allen Interiors, Plymouth, MA, Owner and General Manager, 2004-2006

Sage Interiors Inc., Hyannis, MA, holding company for Ethan Allen Interiors, Hyannis, MA, Vice President and Managing Partner, 1995-2006

The Myers Corporation, Hyannis, MA, Store Manager, 1988-1995

Scott Myers is a Registered Investment Advisor at Bridge Creek Capital Management LLC, which requires a Series 65 examination, administered by the Financial Industry Regulatory Authority (FINRA).

Item 3 – **Disciplinary Information**

Scott Myers has never been the subject of any disciplinary or legal action related to his investment advisory activities.

Item 4 – **Other Business Activities**

Scott Myers does not engage in any equity or fixed income investment-related business outside of his daily activities at Bridge Creek Capital Management LLC. Scott Myers is a partner in the Myers Family Real Estate LLC., Cotuit, MA, a family-owned, commercial real estate company.

Item 5 – **Additional Compensation**

Scott Myers does not receive any compensation other than a salary and a part of the fees Bridge Creek Capital Management LLC charges its clients in the ordinary course of business, which are stated in Bridge Creek Capital Management's brochure. There are no referral fees, prizes, awards, payments from outside vendors or other third parties, or any other form of additional compensation.

Item 6 – **Supervision**

Scott Myers is a Registered Investment Advisor at Bridge Creek Capital Management LLC. His investment advice is shared with and monitored by Barry Paster, Chief Compliance

Officer, Chief Investment Officer and Registered Investment Advisor, who collaborates on investment advice, research and investment strategy. Scott Myers's compliance records are kept and monitored by the firm's Administrator, Sharon Sadosky.

Item 7 – **Requirements for State-Registered Advisers**

Bridge Creek Capital Management LLC is registered with U.S. Securities and Exchange Commission. Because of the amount of assets Bridge Creek has under management, it is not required to register with state securities authorities.

Scott Myers has not been the subject of any bankruptcy petitions, arbitration claims or civil suits.