

DISCLOSURE BROCHURE

January 1, 2012

8th Street Investments, LLC

a Registered Investment Adviser

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This brochure provides information about the qualifications and business practices of 8th Street Investments, LLC (hereinafter "8th Street"). If you have any questions about the contents of this brochure, please contact Lisa Pendley at (703) 519-0962. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about 8th Street Investments, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

8th Street Investments, LLC is an SEC registered investment adviser. Registration does not imply any level of skill or training.

Item 2. Material Changes

The following material changes have occurred since March 21, 2011, the date when 8th Street last updated this Form ADV Part 2A disclosure brochure:

Fees and Compensation

8th Street has changed how it calculates clients' investment management fees. Previously, fees were calculated based upon the average "month-end" market value of the assets in the preceding three (3) months. 8th Street has changed the average "month-end" calculation to an average "daily" calculation.

For additional information on 8th Street's advisory fees, please see the disclosures in the "Fees and Compensation" beginning on page 6 of this disclosure brochure.

Item 3. Table of Contents

Firm Disclosure Brochure

Item 1. Cover Page	i
Item 2. Material Changes.....	ii
Item 3. Table of Contents.....	iii
Item 4. Advisory Business.....	4
Item 5. Fees and Compensation.....	6
Item 6. Performance-Based Fees and Side-by-Side Management	8
Item 7. Types of Clients	9
Item 8. Methods of Analysis, Investment Strategies and Risk of Loss	10
Item 9. Disciplinary Information.....	12
Item 10. Other Financial Industry Activities and Affiliations	13
Item 11. Code of Ethics.....	14
Item 12. Brokerage Practices.....	15
Item 13. Review of Accounts.....	18
Item 14. Client Referrals and Other Compensation.....	19
Item 15. Custody	20
Item 16. Investment Discretion.....	21
Item 17. Voting Client Securities.....	22
Item 18. Financial Information.....	23

Supervised Person Brochure Supplements

Item 4. Advisory Business

8th Street is an investment adviser providing financial planning, consulting, and investment management services. Prior to engaging 8th Street to provide any of the foregoing investment advisory services, the client is required to enter into one or more written agreements with 8th Street setting forth the terms and conditions under which 8th Street renders its services (collectively the “*Agreement*”). Neither 8th Street nor the client may assign the *Agreement* without the consent of the other party. A transaction that does not result in a change of actual control or management of 8th Street is not considered an assignment.

8th Street has been in business as a registered investment adviser since November 6, 2008. Lisa Pendley and Michael Shea are the principal owners of 8th Street.

8th Street has \$47,000,000 of discretionary assets under management as of January 6, 2012.

This disclosure brochure describes the business of 8th Street. Certain sections will also describe the activities of Supervised Persons. Supervised Persons are any of 8th Street’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on 8th Street’s behalf and is subject to 8th Street’s supervision or control.

Financial Planning and Consulting Services

8th Street may provide its clients with a broad range of comprehensive financial planning and consulting services. These services include education planning, cash flow planning, investment planning, retirement planning, estate planning, tax planning, and insurance planning.

In performing its services, 8th Street is not required to verify any information received from the client or from the client’s other professionals (e.g., attorney, accountant, etc.) and is expressly authorized to rely on such information. 8th Street may recommend the services of itself, and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if 8th Street recommends its own services. The client is under no obligation to act upon any of the recommendations made by 8th Street under a financial planning or consulting engagement or to engage the services of any such recommended professional, including 8th Street itself. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any of 8th Street’s recommendations. Clients are advised that it remains their responsibility to promptly notify 8th Street if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising 8th Street’s previous recommendations and/or services.

Investment Management Services

Clients can engage 8th Street to manage all or a portion of their assets on a discretionary basis. 8th Street primarily invests those clients’ discretionary investment management assets in mutual funds, exchange-traded funds (“ETFs”), individual debt and equity securities and/or options in accordance with the investment objectives of the client. 8th Street may also provide advice about other types of investments held in clients’ portfolios.

8th Street also may provide investment advice to clients relative to variable life/annuity products that they may own, their individual employer-sponsored retirement plans, and/or 529 plans or other products that may not be held by the client’s primary custodian. In so doing, 8th Street may recommend the allocation of client assets among the various investment options that are available with the product. Clients retain absolute discretion over the implementation of these recommendations. Client assets are maintained at

the specific insurance company or custodian designated by the product, and 8th Street does not provide ongoing investment monitoring of such assets.

8th Street tailors its advisory services to the individual needs of clients. 8th Street consults with clients initially and on an ongoing basis to determine risk tolerance, time horizon and other factors that may impact the clients' investment needs. Clients are advised to promptly notify 8th Street if there are changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon 8th Street's management services.

Additions and Withdrawals to Accounts

Clients may make additions to and withdrawals from their account at any time, subject to 8th Street's right to terminate an account. Clients may withdraw account assets on notice to 8th Street, subject to the usual and customary securities settlement procedures. However, 8th Street designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives.

Item 5. Fees and Compensation

8th Street offers its services on a fee basis, which may include hourly and/or fixed fees, as well as fees based upon assets under management.

Financial Planning and Consulting Fees

8th Street may charge a fixed fee and/or hourly fee for financial planning and consulting services. These fees are negotiable, but generally range from \$1,000 to \$5,000 on a fixed fee basis and/or from \$150 to \$300 on an hourly rate basis, depending upon the level and scope of the services and the professional rendering the financial planning and/or the consulting services. If the client engages 8th Street for additional investment management services, 8th Street may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services.

Prior to engaging 8th Street to provide financial planning and/or consulting services, the client is required to enter into a written agreement with 8th Street setting forth the terms and conditions of the engagement. Generally, 8th Street requires one-half of the financial planning / consulting fee (estimated hourly or fixed) payable upon entering the written agreement. The balance is generally due upon delivery of the financial plan or completion of the agreed upon services.

Investment Management Fee

8th Street provides investment management services for an annual fee based upon a percentage of the market value of the assets being managed by 8th Street. 8th Street's annual fee is exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. 8th Street does not, however, receive any portion of these commissions, fees, and costs. 8th Street's annual fee is prorated and charged quarterly, in arrears, based upon the average daily market value of the assets in the preceding three (3) months. The annual fee varies depending upon the market value of the assets under management, as follows:

PORTFOLIO VALUE	BASE FEE
First \$2,000,000	1.00%
Next \$3,000,000	0.75%
Above \$5,000,000	0.50%

8th Street, in its sole discretion, may negotiate to charge a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, *pro bono* activities, etc.).

Fees Charged by Financial Institutions

As further discussed in response to Item 12 (below), 8th Street generally recommends that clients utilize the brokerage and clearing services of Charles Schwab & Co., Inc. ("*Schwab*") for investment management accounts.

8th Street may only implement its investment management recommendations after the client has arranged for and furnished 8th Street with all information and authorization regarding accounts with appropriate financial institutions. Financial institutions include, but are not limited to, *Schwab*, any other broker-dealer recommended by 8th Street, broker-dealer directed by the client, trust companies, banks etc. (collectively referred to herein as the "*Financial Institutions*").

Clients may incur certain charges imposed by the *Financial Institutions* and other third parties such as custodial fees, charges imposed directly by a mutual fund or ETF in the account, which shall be disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), 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. Additionally, for assets outside of any wrap fee programs, clients may incur brokerage commissions and transaction fees. Such charges, fees and commissions are exclusive of and in addition to 8th Street's fee.

8th Street's *Agreement* and the separate agreement with any *Financial Institutions* authorize 8th Street to debit the client's account for the amount of 8th Street's fee and to directly remit that management fee to 8th Street. Any *Financial Institutions* recommended by 8th Street have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to 8th Street.

Fees for Management During Partial Quarters of Service

For the initial period of investment management services, the fees shall be calculated on a *pro rata* basis. The *Agreement* between 8th Street and the client will continue in effect until terminated by either party pursuant to the terms of the *Agreement*. 8th Street's fees are prorated through the date of termination and any remaining balance is charged or refunded to the client, as appropriate.

Additions may be in cash or securities provided that 8th Street reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. 8th Street may consult with its clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

If assets are deposited into or withdrawn from an account after the inception of a quarter, the fee payable with respect to such assets will not be adjusted or prorated based on the number of days remaining in the quarter.

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

8th Street does not provide any services for performance-based fees. Performance-based fees are those based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7. Types of Clients

8th Street provides its services to individuals, trusts, estates, and charitable organizations.

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

Methods of Analysis and Investment Strategies

8th Street favors a long-term asset allocation investment approach, but may also make tactical, short-term investment decisions. 8th Street selects one of its five different asset allocation strategies for a client, based on a client's income needs, investment time horizon, and risk profile. Within each of those strategies, 8th Street has developed a percentage range of acceptable investment limits for each different asset class and sub-asset class. 8th Street may select individual equity securities, individual corporate debt securities, individual United States government securities, individual municipal securities, mutual fund shares (fixed income, equity, and alternative), ETFs (including inverse and leveraged), ADRs, and cash as investments to fill out the asset class categories in the applicable asset allocation strategy.

Most securities that 8th Street selects are exchange-listed securities. 8th Street may, however, invest in securities traded over-the-counter. In addition, 8th Street may invest in options contracts if appropriate for an individual client. 8th Street monitors and periodically rebalances the client's portfolio, as necessary.

8th Street primarily uses fundamental analysis in managing client portfolios. Fundamental analysis involves the fundamental financial condition and competitive position of a company. 8th Street analyzes the financial condition, capabilities of management, earnings, new products and services, as well as the company's markets and position amongst its competitors in order to determine the recommendations made to clients. The primary risk in using fundamental analysis is that while the overall health and position of a company may be good, market conditions may negatively impact the security.

8th Street conducts fundamental research to select individual fixed income and equity securities, typically through reviewing materials such as annual reports, quarterly earnings reports, prospectuses, SEC filings, company news, financial and economic news, ratings agencies, and third-party research. 8th Street uses its own computer modeling to assess valuations for individual equity securities. 8th Street may choose to use mutual funds or ETFs instead of individual securities due to client preference, to reduce transaction costs for accounts of smaller size, and to gain investment exposure to different asset sub-classes or for tactical short-term investment decisions for any account regardless of size. When selecting mutual funds and ETFs, 8th Street generally reviews such factors as, expenses, tax efficiency, management, historical performance, portfolio investments, and investment strategy.

Risks

Mutual Funds and Exchange Traded Funds ("ETFs")

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual funds and ETFs are subject to secondary market trading risks. Shares of mutual funds and ETFs will be listed for trading on an exchange, however, there can be no guarantee that an active trading market for such shares will develop or continue. There can be no guarantee that a mutual fund's and ETF's exchange listing or ability to trade its shares will continue or remain unchanged. Shares of the mutual fund or ETF may trade on an

exchange at prices at, above or below their most recent net asset valuation (NAV), which is the price that an investor would buy or sell the mutual fund or ETF. The per share NAV of a mutual fund or ETF is calculated at the end of each business day, and fluctuates with changes in the market value of the mutual fund's or ETF's holdings. The trading prices of a mutual fund's or ETF's shares may differ significantly from NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's ETF's shares trading at a premium or discount to NAV. In addition, most leveraged and inverse ETFs reset daily, meaning they are designed to achieve their stated objectives on a daily basis. Thus, the risk of loss of principal over longer periods of time or in volatile markets can be magnified for those ETFs.

Options

8th Street may recommend the use of options for certain clients. Options allow 8th Street to hedge (limit) certain losses on positions clients hold. The option allows 8th Street to buy or sell a security at a certain price (not the current market price). Clients pay a fee for the option. If the option falls outside the money (i.e., the market price of the security does not justify purchasing/selling the security at the option price), the client will lose the fee for that option.

Market Risks

The profitability of a significant portion of 8th Street's recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that 8th Street will be able to predict those price movements accurately.

General Risk of Loss

Investing in securities involves the risk of loss. Clients should be prepared to bear such loss.

Item 9. Disciplinary Information

8th Street is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. 8th Street does not have any required disclosures to this Item.

Item 10. Other Financial Industry Activities and Affiliations

8th Street is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons. 8th Street does not have any required disclosures to this Item.

Item 11. Code of Ethics

8th Street and persons associated with 8th Street ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with 8th Street's policies and procedures.

8th Street has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("*Code of Ethics*"). In accordance with Section 204A of the Investment Advisers Act of 1940 (the "Advisers Act"), its *Code of Ethics* contains written policies reasonably designed to prevent the unlawful use of material non-public information by 8th Street or any of its associated persons. The *Code of Ethics* also requires that certain of 8th Street's personnel (called "*Access Persons*") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

Unless specifically permitted in 8th Street's *Code of Ethics*, none of 8th Street's *Access Persons* may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the *Access Person*) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of 8th Street's clients.

When 8th Street is purchasing or considering for purchase any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when 8th Street is selling or considering the sale of any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact 8th Street to request a copy of its *Code of Ethics*.

Item 12. Brokerage Practices

As discussed above, in Item 5, 8th Street generally recommends that clients utilize the brokerage and clearing services of *Schwab*.

Factors which 8th Street considers in recommending *Schwab* or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. *Schwab* enables 8th Street to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by *Schwab* may be higher or lower than those charged by other *Financial Institutions*.

The commissions paid by 8th Street's clients comply with 8th Street's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified *Financial Institution* might charge to effect the same transaction where 8th Street determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a *Financial Institution's* services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. 8th Street seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

8th Street periodically and systematically reviews its policies and procedures regarding its recommendation of *Financial Institutions* in light of its duty to obtain best execution.

The client may direct 8th Street in writing to use a particular *Financial Institution* to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that *Financial Institution*, and 8th Street will not seek better execution services or prices from other *Financial Institutions* or be able to "batch" client transactions for execution through other *Financial Institutions* with orders for other accounts managed by 8th Street (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, 8th Street may decline a client's request to direct brokerage if, in 8th Street's sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

Transactions for each client generally will be effected independently, unless 8th Street decides to purchase or sell the same securities for several clients at approximately the same time. 8th Street may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among 8th Street's clients differences in prices and

commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among 8th Street's clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that 8th Street determines to aggregate client orders for the purchase or sale of securities, including securities in which 8th Street's *Supervised Persons* may invest, 8th Street shall generally do so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. 8th Street shall not receive any additional compensation or remuneration as a result of the aggregation. In the event that 8th Street determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, 8th Street may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which assist 8th Street in its investment decision-making process. Such research generally will be used to service all of 8th Street's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because 8th Street does not have to produce or pay for the products or services.

Software and Support Provided by Financial Institutions

8th Street may receive from *Schwab*, without cost to 8th Street, computer software and related systems support, which allow 8th Street to better monitor client accounts maintained at *Schwab*. 8th Street may receive the software and related support without cost because 8th Street renders investment management services to clients that maintain assets at *Schwab*. The software and related systems support may benefit 8th Street, but not its clients directly. In fulfilling its duties to its clients, 8th Street endeavors at all times to put the interests of its clients first. Clients should be aware, however, that 8th Street's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence 8th Street's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Additionally, 8th Street may receive the following benefits from *Schwab* through its Schwab Institutional division: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services the Schwab Institutional participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

Item 13. Review of Accounts

For those clients to whom 8th Street provides investment management services, 8th Street monitors those portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. A significant change in the client's financial situation and/or investment objectives brought to 8th Street's attention by the client will trigger review. For those clients to whom 8th Street provides ongoing financial planning and/or consulting services, reviews are conducted on an "as needed" basis. Such reviews are conducted by one of 8th Street's investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with 8th Street and to keep 8th Street informed of any changes thereto. 8th Street shall contact ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts. Those clients to whom 8th Street provides discretionary investment management services will also receive a report from 8th Street that may include such relevant account and/or market-related information (such as an inventory of account holdings and account performance) as clients request from time-to-time and agreed to by 8th Street. Clients should compare the account statements they receive from their custodian with those they receive from 8th Street.

Those clients to whom 8th Street provides financial planning and/or consulting services will receive reports from 8th Street summarizing its analysis and conclusions as agreed to in writing by 8th Street and the client.

Item 14. Client Referrals and Other Compensation

8th Street is required to disclose any relationship or arrangement where it receives an economic benefit from a third party (non-client) for providing advisory services. In addition, 8th Street is required to disclose any direct or indirect compensation that it provides for client referrals. 8th Street does not have any required disclosures to this Item.

Item 15. Custody

8th Street's *Agreement* and/or the separate agreement with any *Financial Institution* may authorize 8th Street through such *Financial Institution* to debit the client's account for the amount of 8th Street's fee and to directly remit that management fee to 8th Street in accordance with applicable custody rules. The *Financial Institutions* recommended by 8th Street have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to 8th Street. In addition, as discussed in Item 13, 8th Street may also send periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the *Financial Institutions* and compare them to those received from 8th Street.

Item 16. Investment Discretion

8th Street is given the authority to exercise discretion on behalf of clients. 8th Street is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. 8th Street is given this authority through a power-of-attorney included

in the agreement between 8th Street and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). 8th Street takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold; and
- When transactions are made.

Item 17. Voting Client Securities

8th Street is required to disclose if it accepts authority to vote client securities. 8th Street does not vote client securities on behalf of its clients.

Item 18. Financial Information

8th Street does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance. In addition, 8th Street is required to disclose any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. 8th Street has no disclosures pursuant to this Item.

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