

Item 1 - Cover Page



CRD# 153389

13 West Park Square Suite A Marietta, Georgia 30060 (404) 537-2940	417 12 th Street West Suite 204 Bradenton, Florida 34205 (404) 537-2940
---	---

www.BayhawkLLC.com

February 22, 2012 Brochure

This brochure provides information about the qualifications and business practices of Bayhawk Asset Management, LLC ("Bayhawk"). If you have any questions about the contents of this brochure, please contact us at (404) 537-2940 or mpalmer@bayhawkllc.com or mwiles@bayhawkllc.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Additional information about Bayhawk also is available on the SEC's website at **www.AdviserInfo.sec.gov**.

Item 2 - Summary of Material Changes

As you may be aware, the format that registered investment advisers are required to use in order to inform clients of the nature of advisory services provided, types of clients served, fee charged, potential conflicts of interest and other information has changed. In the past, we were only required to offer you our updated brochure on an annual basis. Under the new rules, we are required to annually provide each client with these amended disclosures, rather than merely making the offer. The new format of the complete brochure includes a Summary of Material Changes (the "Summary") reflecting any changes to our policies, practices, or conflicts of interest made since our last required filing, dated March 28, 2011.

Set forth below is the Summary of Material Changes for Bayhawk:

Date of Change	Description of Item
May 2011	We clarified our disclosures regarding the fees we assess (please see <i>Fees and Compensation</i> regarding this material change).
May 2011	We added disclosures to describe the limited circumstances in which we may vote proxies on behalf of our clients (please see <i>Voting Client Securities</i> regarding this material change).

Item 3 - Table of Contents

Page

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

Item 4 - Advisory Business

General Information

Bayhawk Asset Management, LLC was formed in 2010 and provides asset management, portfolio analysis and tactical asset allocation services to its clients. At the outset of each direct client relationship, Bayhawk spends time with the client, asking questions, discussing the client's investment experience and financial circumstances, and reviewing options for the client. Based on its reviews, Bayhawk helps to define with each direct client:

- the client's risk tolerance, return needs and financial long-term goals (the "Financial Profile"); and
- the client's investment objectives and guidelines (the "Investment Plan").

The Financial Profile is a reflection of the client's attitude toward risk and return, and the future goals of the client. The Investment Plan outlines the types of investments Bayhawk will make on behalf of the client in order to meet those goals. The Profile and the Plan are discussed periodically with each direct client, but are not necessarily written documents.

Most clients are referred to Bayhawk by an outside, unaffiliated person, such as registered representatives of broker/dealers, financial planners and CPA's (each a "Solicitor"), with whom the client has an established relationship. Please see ***Client Referrals and Other Compensation*** for more information regarding such arrangements.

While Bayhawk requests that clients complete our Financial Profile, many clients have chosen not to provide Bayhawk with this information. Often times, the Solicitor may use a questionnaire separate from Bayhawk's Financial Profile and has determined suitability based on the information contained therein. In such instances, Bayhawk relies upon the Solicitor and the client to determine the goals and objectives of the portfolio in question. In any case, it is the responsibility of the Solicitor and/or the client to promptly notify Bayhawk of any changes in financial condition of the client that would necessitate a change in the client's investment objective. Under these arrangements, while accounts may be monitored on a regular basis for performance and adherence to a client's stated objectives, the client's stated objectives for the account(s) under management may be formed without consideration of the client's other assets, investments, insurance and other obligations.

Portfolio Management

Bayhawk has five different managed portfolios, each a "Model". The five Models are:

- (1) Diversified Income Portfolio;
- (2) Conservative Portfolio;
- (3) Moderate Portfolio;
- (4) Growth Portfolio, and
- (5) Diversified Equity Portfolio.

Each Model is managed according to the established investment objective for that particular Model, and Bayhawk has a specific investment strategy for each Model.

As described above, at the beginning of a client relationship that is not initiated by a Solicitor, Bayhawk meets with the client, gathers information and performs research and analysis as necessary to develop the client's Investment Plan. Alternatively, for those clients referred to

Bayhawk by a Solicitor, Bayhawk will be provided the Investment Plan by the Solicitor, which Bayhawk will then carry out on the client's behalf. The Investment Plan will determine which Model or combination of Models best suit the client's needs, as reflected in the Financial Profile. The Investment Plan will be updated from time to time when requested by the client or the Solicitor, or when determined to be necessary or advisable by Bayhawk based on updates to the client's financial or other circumstances.

To implement the client's Investment Plan, Bayhawk will manage the client's investment portfolio on a discretionary basis. As a discretionary investment adviser, Bayhawk will have the authority to supervise and direct the portfolio without prior consultation with the client.

Notwithstanding the foregoing, clients may impose certain written restrictions on Bayhawk in the management of their investment portfolios, such as prohibiting the inclusion of certain types of investments (e.g., "sin stocks") in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. Each client should note, however, that restrictions imposed by a client may adversely affect the composition and performance of the client's investment portfolios. Each client should also note that his or her investment portfolio is treated individually by giving consideration to each purchase or sale for the client's account. For these and other reasons, performance of client investment portfolios within the same investment objectives, goals and/or risk tolerance may differ and clients should not expect that the composition or performance of their investment portfolios would necessarily be consistent with similar clients of Bayhawk.

Principal Owners

Mark Steven Palmer and Thomas Christopher Comsudes are the principal owners of Bayhawk. Please see ***Brochure Supplements***, Appendix A, for more information on these principal owners and other individuals who formulate investment advice and have direct contact with clients, or have discretionary authority over client accounts.

Type and Value of Assets Currently Managed

As of December 31, 2011, Bayhawk managed \$151,454,211 on a discretionary basis, and no assets on a non-discretionary basis.

Item 5 - Fees and Compensation

General Fee Information

Fees paid to Bayhawk are exclusive of all custodial and transaction costs paid to the client's custodian, brokers or other third party consultants. Fees paid to Bayhawk are also separate and distinct from the fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). The client should review all fees charged by funds, brokers, Bayhawk and others to fully understand the total amount of fees paid by the client for investment and financial-related services.

Portfolio Management Fees

The annual fee schedule is based on a percentage of assets under management. The standard annual investment management fee for Bayhawk's investment services, including fees charged by a Solicitor, is as follows:

First \$500,000	1.75%
Next \$500,000	1.60%
Balance over \$1,000,000	1.50%

Clients that are referred to Bayhawk via a Solicitor could pay more or less than the standard fee. The Solicitor will receive a portion of the fee, negotiated between the Solicitor and the client, which is disclosed in the solicitor's disclosure document and/or specific broker/dealer agreement.

The minimum portfolio value is generally set at \$50,000. Bayhawk may impose a minimum annual fee. Bayhawk may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where Bayhawk deems it appropriate under the circumstances.

Portfolio management fees are generally payable quarterly, in advance. If management begins after the start of a quarter, fees will be prorated accordingly. Fees are normally debited directly from client account(s), unless other arrangements are made.

Either Bayhawk or the client may terminate their Investment Management Agreement at any time, subject to any written notice requirements in the agreement. In the event of termination, any paid but unearned fees will be promptly refunded to the client, and any fees due to Bayhawk from the client will be invoiced or deducted from the client's account prior to termination.

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

Bayhawk does not have any performance-based fee arrangements. "Side by Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because Bayhawk has no performance-based fee accounts, it has no side-by-side management.

Item 7 - Types of Clients

Bayhawk serves individuals, foundations and corporations. With some exceptions, the minimum portfolio value eligible for conventional investment advisory services is \$50,000. Bayhawk may impose a minimum annual fee. Under certain circumstances and in its sole discretion, Bayhawk may negotiate such minimums.

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

Methods of Analysis

In accordance with the Investment Plan, Bayhawk makes three primary decisions with regard to a client portfolio.

- (1) *Market Allocation.* This is the ongoing allocation to stocks, commodities, bonds and money market funds, which will vary over time. This decision is based upon a stock market composite comprised of monetary, valuation, investor psychology and momentum/technical analysis indicators.

- (2) *Asset Class Allocation*. This step involves identifying which asset classes within the stock and bond markets to overweight and underweight, and will vary over time. This decision is based primarily upon relative strength and relative valuation.
- (3) *Investment Selection*. This final step entails deciding which ETF and/or mutual fund to use to represent the desired asset class in a Model. Mutual funds and ETFs are generally evaluated and selected based on a variety of factors, including, without limitation, past performance, fee structure, portfolio manager, overall ratings for safety and returns, and other factors.

Investment Strategies:

Bayhawk specializes in active, tactical asset allocation portfolio management. Our team of investment professionals continually studies the inter-relationship between past and present market conditions. Our three-part investment process is intended to alert us to changes in market conditions that might require a shift in our allocation: more defensive (less stock funds, more bond/money market) or more offensive. Based on more than twenty years of collaboration, the seasoned Investment Team at Bayhawk utilizes this process to guide our portfolio allocations.

Bayhawk's portfolio-level strategic approach is to invest each portfolio in accordance with the Plan that has been developed specifically for each client. This means that the following strategies may be used in varying combinations over time for a given client, depending upon the client's individual circumstances.

Long Term Purchases – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Short Term Purchases – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations.

Risk of Loss

While Bayhawk seeks to diversify clients' investment portfolios across various asset classes consistent with their Investment Plans in an effort to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no assurance that client investment portfolios will be able to fully meet their investment objectives and goals, or that investments will not lose money.

Below is a description of several of the principal risks that client investment portfolios face.

Management Risks. While Bayhawk manages client investment portfolios based on Bayhawk's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that Bayhawk allocates assets to asset classes that are adversely affected by unanticipated market movements, and the risk that Bayhawk's specific investment choices could underperform their relevant indexes.

Risks of Investments in Mutual Funds, ETFs and Other Investment Pools. As described above, Bayhawk will invest client portfolios in mutual funds, ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are generally less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in

managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

Equity Market Risks. Bayhawk may invest portions of client assets directly into equity investments, primarily in pooled investment funds that invest in the stock market. As noted above, while pooled investments have diversified portfolios that may make them less risky than investments in individual securities, funds that invest in stocks and other equity securities are nevertheless subject to the risks of the stock market. These risks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security's prospects.

Fixed Income Risks. Bayhawk may invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, is generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

Foreign Securities Risks. Bayhawk may invest portions of client assets into pooled investment funds that invest internationally. While foreign investments are important to the diversification of client investment portfolios, they carry risks that may be different from U.S. investments. For example, foreign investments may not be subject to uniform audit, financial reporting or disclosure standards, practices or requirements comparable to those found in the U.S. Foreign investments are also subject to foreign withholding taxes and the risk of adverse changes in investment or exchange control regulations. Finally, foreign investments may involve currency risk, which is the risk that the value of the foreign security will decrease due to changes in the relative value of the U.S. dollar and the security's underlying foreign currency.

Item 9 - Disciplinary Information

Bayhawk has no disciplinary events to report.

Item 10 - Other Financial Industry Activities and Affiliations

Neither Bayhawk nor its Management Persons have any other financial industry activities or affiliations to report.

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

Code of Ethics and Personal Trading

Bayhawk has adopted a Code of Ethics ("the Code"), the full text of which is available to you upon request. Bayhawk's Code has several goals. First, the Code is designed to assist Bayhawk in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, Bayhawk owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires Bayhawk associated persons to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for Bayhawk's associated persons (managers, officers and employees). Under the Code's Professional Standards, Bayhawk expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, Bayhawk associated persons are not to take inappropriate advantage of their positions in relation to Bayhawk clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time Bayhawk's associated persons may invest in the same securities recommended to clients. Under its Code, Bayhawk has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

Because associated persons may invest in the same securities as those purchased in client accounts, Bayhawk has established a policy requiring its associated persons to pre-clear transactions in these securities with the Chief Compliance Officer. The goal of this policy is to avoid any conflict of interest that may present itself in these situations. Certain securities, such as CD's, treasury obligations and open-end mutual funds are exempt from this pre-clearance requirement. However, in the event of other identified potential trading conflicts of interest, Bayhawk's goal is to place client interests first.

Consistent with the foregoing, Bayhawk maintains policies regarding participation in initial public offerings (IPOs) and private placements in order to comply with applicable laws and avoid conflicts with client transactions. If a Bayhawk associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of the Chief Compliance Officer. If associated persons trade with client accounts (e.g., in a bundled or aggregated trade), and the trade is not filled in its entirety, the associated person's shares will be removed from the block, and the balance of shares will be allocated among client accounts in accordance with Bayhawk's written policy.

Item 12 - Brokerage Practices

Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, Bayhawk seeks "best execution" for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, Bayhawk may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third party research (or any combination), and may be used in servicing any or all of Bayhawk's clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

Bayhawk participates in the Institutional programs of several broker/dealers. While there is no direct link between the investment advice Bayhawk provides and participation in the programs,

Bayhawk receives certain economic benefits from the programs. These benefits may include software and other technology that provides access to client account data (such as trade confirmations and account statements), facilitates trade execution (and allocation of aggregated orders for multiple client accounts), provides research, pricing information and other market data, facilitates the payment of Bayhawk's fees from its clients' accounts, and assists with back-office functions, recordkeeping and client reporting. Many of these services may be used to service all or a substantial number of Bayhawk's accounts, including accounts not held at a broker/dealer. The broker/dealers may also make available to Bayhawk other services intended to help Bayhawk manage and further develop its business. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, the broker/dealers may make available, arrange and/or pay for these types of services to be rendered to Bayhawk by independent third parties. The broker/dealers may discount or waive fees it would otherwise charge for some of these services, pay all or a part of the fees of a third-party providing these services to Bayhawk, and/or the broker/dealers may pay for travel expenses relating to participation in such training. Finally, participation in the programs provides Bayhawk with access to mutual funds which normally require significantly higher minimum initial investments or are normally available only to institutional investors.

The benefits received through participation in the programs do not necessarily depend upon the proportion of transactions directed to the broker/dealers. The benefits are received by Bayhawk, in part because of commission revenue generated for the broker/dealers by Bayhawk's clients. This means that the investment activity in client accounts is beneficial to Bayhawk, because the broker/dealers do not assess a fee to Bayhawk for these services. This creates an incentive for Bayhawk to continue to recommend the broker/dealers to its clients. While it may be possible to obtain similar custodial, execution and other services elsewhere at a lower cost, Bayhawk believes that the broker/dealers provide an excellent combination of these services.

Directed Brokerage

Clients may direct Bayhawk to use a particular broker for custodial or transaction services on behalf of the client's portfolio. In directed brokerage arrangements, the client is responsible for negotiating the commission rates and other fees to be paid to the broker. Accordingly, a client who directs brokerage should consider whether such designation may result in certain costs or disadvantages to the client, either because the client may pay higher commissions or obtain less favorable execution, or the designation limits the investment options available to the client.

By directing brokerage arrangements, the client acknowledges that these economies of scale and levels of efficiency are generally compromised when alternative brokers are used. While every effort is made to treat clients fairly over time, the fact that a client chooses to use the brokerage and/or custodial services of these alternative service providers may in fact result in a certain degree of delay in executing trades for their account(s) and otherwise adversely affect management of their account(s).

By directing Bayhawk to use a specific broker or dealer, clients who are subject to ERISA confirm and agree with Bayhawk that they have the authority to make the direction, that there are no provisions in any client or plan document which are inconsistent with the direction, that the brokerage and other goods and services provided by the broker or dealer through the brokerage transactions are provided solely to and for the benefit of the client's plan, plan participants and their beneficiaries, that the amount paid for the brokerage and other services have been determined by the client and the plan to be reasonable, that any expenses paid by the broker on

behalf of the plan are expenses that the plan would otherwise be obligated to pay, and that the specific broker or dealer is not a party in interest of the client or the plan as defined under applicable ERISA regulations.

Aggregated Trade Policy

Bayhawk may enter trades as a block where possible and when advantageous to clients whose accounts have a need to buy or sell shares of the same security. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rata basis between all accounts included in any such block. Block trading allows Bayhawk to execute equity trades in a timelier, equitable manner, and may reduce overall costs to clients.

Bayhawk will only aggregate transactions when it believes that aggregation is consistent with its duty to seek best execution (which includes the duty to seek best price) for its clients, and is consistent with the terms of Bayhawk's Investment Advisory Agreement with each client for which trades are being aggregated. No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all Bayhawk's transactions in a given security on a given business day, with transaction costs generally shared pro-rata based on each client's participation in the transaction. On occasion, owing to the size of a particular account's pro rata share of an order or other factors, the commission or transaction fee charged could be above or below a breakpoint in a pre-determined commission or fee schedule set by the executing broker, and therefore transaction charges may vary slightly among accounts. Accounts may be excluded from a block due to tax considerations, client direction or other factors making the account's participation ineligible or impractical.

Bayhawk will prepare, before entering an aggregated order, a written statement ("Allocation Statement") specifying the participating client accounts and how it intends to allocate the order among those clients. If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the Allocation Statement. If the order is partially filled, it will generally be allocated pro-rata, based on the Allocation Statement, or randomly in certain circumstances. Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the Allocation Statement if all client accounts receive fair and equitable treatment, and the reason for different allocation is explained in writing and is approved by an appropriate individual/officer of Bayhawk. Bayhawk's books and records will separately reflect, for each client account included in a block trade, the securities held by and bought and sold for that account. Funds and securities of clients whose orders are aggregated will be deposited with one or more banks or broker-dealers, and neither the clients' cash nor their securities will be held collectively any longer than is necessary to settle the transaction on a delivery versus payment basis; cash or securities held collectively for clients will be delivered out to the custodian bank or broker-dealer as soon as practicable following the settlement, and Bayhawk will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation.

Item 13 - Review of Accounts

Bayhawk's Model portfolios are reviewed on a continuous basis. When the Senior Investment Strategists decide to make a change in a Model, this change is then applied to individual accounts as appropriate.

Individual managed accounts are reviewed daily by Bayhawk's staff to ensure that each account is in line with the Model(s) selected for the account. If an account's allocation changes, generally due

to cash flows, then the account will be reviewed by a Senior Investment Strategist, and may be adjusted accordingly. Also, the Investment Plan for a client will be reviewed upon client request or upon receipt of information material to the management of a client portfolio, such as a change in a client's individual situation.

Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. Bayhawk will provide additional quarterly performance reports or other reports as needed or requested by the client.

Item 14 - Client Referrals and Other Compensation

As noted above, Bayhawk may receive some benefits from broker/dealers based on the amount of client assets held at the broker/dealers. Please see ***Brokerage Practices*** for more information.

From time to time, Bayhawk may enter into arrangements with third parties ("Solicitors") to identify and refer potential clients to Bayhawk. Consistent with legal requirements under the Investment Advisers Act of 1940, as amended, Bayhawk enters into written agreements with Solicitors under which, among other things, Solicitors are required to disclose their compensation arrangements to prospective clients before they enter into an agreement with Bayhawk.

Item 15 - Custody

It is the account custodian's responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify Bayhawk of any questions or concerns. Clients are also asked to promptly notify Bayhawk if the custodian fails to provide statements on each account held.

From time to time and in accordance with Bayhawk's agreement with clients, Bayhawk will provide additional reports. The account balances reflected on these reports should be compared to the balances shown on the brokerage statements to ensure accuracy. There may at times be small differences due to the timing of dividend reporting and pending trades.

Item 16 - Investment Discretion

As described above under ***Advisory Business***, Bayhawk manages portfolios on a discretionary basis. This means that after an Investment Plan is developed for the client's investment portfolio, Bayhawk will execute that plan without specific consent from the client for each transaction. For discretionary accounts, a Limited Power of Attorney ("LPOA") is executed by the client, giving Bayhawk the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client; and, the withdrawal of advisory fees directly from the account. Bayhawk then directs investment of the client's portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client's investment advisory agreement with Bayhawk and the requirements of the client's custodian. The discretionary relationship is further described in the agreement between Bayhawk and the client.

Item 17 - Voting Client Securities

As a policy and in accordance with Bayhawk's client agreement, Bayhawk does not vote proxies related to securities held in client accounts. The custodian of the account will normally provide proxy materials directly to the client. Clients may contact Bayhawk with questions relating to proxy procedures and proposals; however, Bayhawk generally does not research particular proxy proposals.

However, in a limited number of cases, clients have contracted for this additional service with Bayhawk. With respect to securities selected on behalf of the client in these situations, Bayhawk may vote proxies where required under those client agreements. Bayhawk seeks to vote proxies in the best interest of the client(s) holding the applicable securities. In voting proxies, Bayhawk considers factors that Bayhawk believes relate to the client's investment(s) and factors, if any, that are set forth in written instructions from the client.

In general, Bayhawk believes that voting proxies in accordance with the following guidelines, with respect to such routine items, is in the best interests of our clients. Accordingly, Bayhawk generally votes **for**:

- The election of directors (where no corporate governance issues are implicated);
- Proposals that strengthen the shared interests of shareholders and management;
- The selection of independent auditors based on management or director recommendation, unless a conflict of interest is perceived;
- Proposals that Bayhawk believes may lead to an increase in shareholder value;
- Management recommendations adding or amending indemnification provisions in charter or by-laws; and
- Proposals that maintain or increase the rights of shareholders.

Bayhawk will generally vote **against** any proposals that Bayhawk believes will have a negative impact on shareholder value or rights. If Bayhawk perceives a conflict of interest, Bayhawk's policy is to notify affected clients so that they may choose the course of action they deem most appropriate.

A copy of our complete policy, as well as records of proxies voted; are available to clients upon request. As required under the Advisers Act, such records are maintained for a period of five (5) years.

Item 18 - Financial Information

Bayhawk does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore has no disclosure required for this item.

Brochure Supplement for

Mark S. Palmer, CFA

CRD# 2685946

417 12th Street West
Suite 204
Bradenton, Florida 34205

of

Bayhawk Asset Management, LLC

13 West Park Square
Suite A
Marietta, Georgia 30060

(404) 537-2940

www.BayhawkLLC.com

March 22, 2011

This brochure supplement provides information about Mark Palmer, and supplements the Bayhawk Asset Management, LLC ("Bayhawk") brochure. You should have received a copy of that brochure. Please contact Bayhawk at (404) 537-2940 if you did not receive Bayhawk's brochure, or if you have any questions about the contents of this supplement.

Additional information about Mark Palmer is available on the SEC's website at
www.AdviserInfo.sec.gov.

Educational Background and Business Experience

Mark S. Palmer (year of birth 1962) is one of Bayhawk Asset Management's Global Investment Strategists. Mark is a member of the firm's investment committee and oversees the day-to-day research functions at Bayhawk. Along with Tom Comsudes, Mark founded Bayhawk after a twenty-three year collaboration with Tom at Bell Capital Management, where both served on the investment committee.

Mark graduated from Georgia State University with an MBA in Finance, and the University of Georgia with a BBA in Finance. He holds the Chartered Financial Analyst® designation* and is a member of the CFA Institute (formerly AIMR).

Mark enjoys spending time with his family boating and supporting his daughters' many activities. He also enjoys church activities, tennis, golf and reading.

* The Chartered Financial Analyst® (“CFA”) designation is a professional designation given by the CFA Institute that measures the competence and integrity of financial analysts. The CFA® Program is a graduate-level self-study program that combines a broad-based curriculum of investment principles with professional conduct requirements. Candidates are required to pass three levels of examinations covering areas such as accounting, economics, ethics, money management and security analysis. Before a candidate is eligible to become a CFA charterholder, he/she must meet minimum experience requirements in the area of investment/financial practice. To enroll in the program, a candidate must hold a bachelor’s degree.

Disciplinary Information

There is no disciplinary information to report regarding Mark.

Other Business Activities

Mark is not engaged in any other business activities.

Additional Compensation

Mark has no other income or compensation to disclose.

Supervision

As a Managing Member of Bayhawk, Mark, along with Tom Comsudes, supervises all duties and activities of the firm. Their contact information is on the cover page of this disclosure document.

**Brochure Supplement for
Thomas C. Comsudes**

CRD# 1546758

of

Bayhawk Asset Management, LLC

13 West Park Square
Suite A
Marietta, Georgia 30060

(404) 537-2940

www.BayhawkLLC.com

March 22, 2011

This brochure supplement provides information about Tom Comsudes, and supplements the Bayhawk Asset Management, LLC ("Bayhawk") brochure. You should have received a copy of that brochure. Please contact Bayhawk at (404) 537-2940 if you did not receive Bayhawk's brochure, or if you have any questions about the contents of this supplement.

Additional information about Tom Comsudes is available on the SEC's website at
www.AdviserInfo.sec.gov.

Educational Background and Business Experience

Thomas C. Comsudes (year of birth 1962) is one of Bayhawk Asset Management's Global Investment Strategists. Tom is a member of the firm's investment committee and oversees the day-to-day strategic planning functions at Bayhawk. Along with Mark Palmer, Tom founded Bayhawk after serving twenty-five years on the investment committee at Bell Capital Management. Tom is a graduate of Stetson University with a B.B.A. in Finance.

Tom and his wife, Maria, have two children, Gabrielle and Samuel, and reside in a log cabin at the base of Kennesaw Mountain. Tom enjoys golf and most outdoor activities. He also enjoys reading, music and volunteering his time to several worthy causes.

Disciplinary Information

There is no disciplinary information to report regarding Tom.

Other Business Activities

Tom is not engaged in any other business activities.

Additional Compensation

Tom has no other income or compensation to disclose.

Supervision

As a Managing Member of Bayhawk, Tom, along with Mark Palmer, supervises all duties and activities of the firm. Their contact information is on the cover page of this disclosure document.