

CONCEPT ASSET MANAGEMENT

SAMJO INVESTMENT PROGRAM

(SI Program)

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This Brochure provides information about the qualifications and business practices of CONCEPT ASSET MANAGEMENT (“CAM” or “we”), a division of Concept Capital Markets, LLC. If you have any questions about the contents of this Brochure, please contact us at (516) 746-5757 or at www.ConceptCapital.com, Attn: Rep Poppell, Chief Compliance Officer. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

CAM is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The purpose of this Brochure is to provide you with information that will help you decide whether to retain us as your investment adviser.

This Brochure provides information about the SI Program offered by CAM. CAM offers other investment advisory programs that are not described in this Brochure but are described in other CAM Brochures.

Additional information about CAM also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

The SEC recently adopted amendments to Form ADV, the form that is filed in order to register as an investment adviser, which requires that certain material be included in Brochures of this type. One of those new items is a summary of any material changes that were made in the adviser's current Brochure since its last annual Brochure. Since we are a newly-registered investment adviser, we have not previously used a Brochure which we have changed in any way. However, in the future, this section of our Brochure will contain a summary of any material changes we have made since our last annual Brochure, and we will provide you with a copy of that summary within 120 days of the end of our fiscal year each year. We will also provide you with copies of any new Brochure as necessary under the SEC rules.

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Item 4 – Advisory Business

Concept Asset Management (“CAM” or “we”) is a division of Concept Capital Markets, LLC (“CCM”), a Delaware limited liability company. CCM is directly owned by Concept Capital Holdings, LLC, a Delaware limited liability company, which in turn is primarily owned by Concept Partners, LLC, also a Delaware limited liability company. CCM is also registered as a broker-dealer with the SEC and the Financial Industry Regulatory Authority, Inc. (“FINRA”). CCM commenced its broker-dealer business operations in late 2010, and CAM became an SEC-registered investment adviser in March 2011.

CAM offers several investment advisory services to its clients, many of which provide differing types of investment management styles and/or services. This Brochure relates only to the SI Program, and no other advisory programs are discussed in this Brochure. Information regarding other investment advisory programs offered by CAM is contained in other CAM brochures which may be obtained by contacting us at www.ConceptCapital.com, Attn: Rep Poppell, Chief Compliance Officer. The SI Program focuses on the discretionary management of client funds pursuant to an investment strategy that seeks enhanced absolute and relative returns while seeking to minimize risk to capital over a five-year investment horizon. The SI Program utilizes a value-oriented approach to investment selection focusing on investments as to which it is believed the intrinsic value will increase over time, and it does not limit itself to investments in particular market capitalizations, industry classifications or security type. See the discussion in Item 8 below for a description of the methods of analysis and investment strategies used in the SI Program.

Since the SI Program tends to invest on a highly-concentrated basis (defined by the number of investments) in a wide range of securities with varying market capitalizations, industry classifications and security types, it is generally not possible to tailor portfolios to the particular needs of any client. This program will adjust the degree of concentration and diversification depending on risk tolerance, investment goals of the client and market conditions. Generally, the number of equity securities positions held per account is less than fifty. In addition, a client would not normally have the ability to impose any restrictions on investing in certain securities or types of securities within the SI Program.

As of the date of this Brochure, CAM manages approximately \$30,000,000 of client assets on a discretionary basis.

Item 5 – Fees and Compensation

We will receive a management fee for managing our clients’ assets in the SI Program based on a client’s assets under management in the SI Program. Such management fee will range between 0.5% and 2.0% of the assets under management in a client’s account. Fees will be negotiable within the range indicated based upon several factors, including the size of the account, the relationship of the particular client to other existing or potential clients or accounts,

the commission rates to be charged to an account, and other factors that may be deemed significant by us in any particular instance.

Management fees will normally be paid in advance based upon the value of the client's account as of the close of the previous quarter (prorated for accounts opened on any day other than the first day of a quarter). No adjustment will be made in any asset-based fee paid in advance for a quarter in the event funds are added to or withdrawn from an account during the quarter. However, if an account paying an asset-based fee in advance is terminated prior to the end of a calendar quarter; any unearned fees paid in advance will be refunded to the client. Our fee is normally deducted directly from the client's account (that is, our clients are not separately billed for the amount of the fee), but if a client would prefer to be invoiced for services rendered, we will bill the client directly. We will also share a portion of our asset-based management fee with those of our advisory personnel who manage portfolios under the SI Program ("Portfolio Managers").

As noted above in Item 4, CCM, of which we are a division, is also registered with the SEC and FINRA as a broker-dealer, and, as a result, will potentially execute all or most of the transactions that are effected for our clients' accounts in the SI Program. In the event that CCM does execute such transactions, CCM will retain any commissions earned on those transactions and will not credit those commissions against our management fee. This might give CAM an incentive to recommend investments based upon the compensation received by CCM rather than on the needs of our clients. However, neither our Portfolio Managers, who will actually be managing the accounts in the SI Program, nor any of their affiliates, will participate in any commissions paid to CCM by their accounts, either as individuals or as a group.

The SI Program normally will involve long-term holdings (perhaps up to several years) of the investments made within the Program. Under those circumstances, commission expenses are not likely to be a substantial expense for accounts managed in the SI Program over time. The commission rates charged by CCM will generally range between \$0.0075 per share to \$0.05 per share, the rate varying for several reasons, including, but not limited to: the price of the security, the liquidity of the security, the market where the security is traded, extraordinary charges or the management fee charged. Although we believe CCM's commission rates will be competitive with rates that could be negotiated with third-party broker-dealers who are not affiliated with us, it is possible that clients may pay brokerage commissions in the SI Program that are higher than commission rates that may be available from unaffiliated broker-dealers. See Item 12 below for a further description of our brokerage practices in connection with the SI Program.

Our firm's Code of Ethics, which sets forth the standard of conduct expected of our employees (see Item 11 for a discussion of our Code of Ethics), requires our personnel to act only in the best interests of our clients. Our Compliance Department and/or supervisory personnel will monitor the trading in our advisory accounts and the amount of commission

income generated by such accounts in order to detect any level or type of trading that appears to be influenced by the compensation received by CCM. Any possibly inappropriate trading will be brought to the attention of senior management for further review and analysis and will be dealt with in an appropriate manner. Clients have the option to purchase investment products we recommend through other broker-dealers that are not affiliated with us.

Since we have not yet begun to manage any accounts in the SI Program, we cannot provide any estimate of the percentage of transactions that will be effected by CCM as the broker-dealer as opposed to an unrelated broker-dealer, but it is possible that a majority, and potentially all, of the transactions will be affected by CCM. In addition, at the present time we cannot estimate what percentage of the company's income from any particular client will be from management fees or from brokerage commissions, and therefore we cannot presently determine whether commissions received will make up the primary source of the company's revenues in this regard. Since our Portfolio Managers will not share in any commissions paid by clients in the SI Program, their entire compensation will result from a share of the management fees paid by clients in the Program.

Prospective clients should also see Item 12 below for further information about the factors that we will consider in selecting or recommending broker-dealers for client transactions (when such transactions are not effected by CCM) and determining the reasonableness of their compensation (e.g., commissions).

In addition to the management fee and brokerage commissions described above, clients will be responsible for the payment of charges and fees separately charged by any third-party broker or custodian or by other third parties unless mutually agreed upon. These charges may include brokerage commissions, ticket charges, transactions fees, SEC fees, exchange fees, custodial fees, management fees charged by advisers to mutual funds, closed-end funds and ETFs, odd-lot differentials, wire transfer and electronic fund transfer processing fees, and other fees charged by third parties. Neither CAM nor any of the persons associated with us receive any part of any such fees or charges.

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

A performance-based fee is one in which an investment adviser is paid a fee that is based upon the gains made in the client's account. Although we do not charge a performance fee in the SI Program, certain of our Portfolio Managers are principals in entities that act as the general partner or investment adviser to pooled investment vehicles (hedge funds) that pay a performance-based incentive fee to their general partner or investment adviser. In addition, CAM offers other programs that are managed separately from the SI Program that may charge a performance fee. Performance-based fee arrangements may create an incentive for such Portfolio Managers to favor such potentially higher fee paying accounts over other accounts that they manage in the allocation of available investment opportunities. Under our Code of Ethics, we and our personnel are required to treat all clients fairly, and not to intentionally favor any

one client or type of client over any other client in allocating investment opportunities. Our Compliance Department and supervisory personnel will monitor our clients' accounts and the trading in such hedge funds to assure that all clients are treated fairly in all respects.

Item 7 – Types of Clients

We offer the SI Program to high net worth individuals, groups of related family members, trusts, estates and charitable institutions, pension and profit-sharing plans, pooled investment vehicles, and corporations and other business organizations. Clients must generally have a minimum of \$500,000 in assets in order to participate in the SI Program, but CAM may waive that requirement at any time in its discretion.

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

Investment Strategy. The investment objective of the Portfolio Managers in the SI Program is to provide enhanced absolute and relative returns while minimizing the risk to capital over any five-year investment horizon. The Portfolio Managers utilize a long-biased, value-oriented, investment strategy with a strong emphasis on individual security selection. The Portfolio Managers' investment philosophy focuses on uncovering differentiated, long-term investment opportunities within a strict value-driven framework. The Portfolio Managers intend to invest in securities that meet their quantitative and qualitative investment criteria regardless of market capitalization, industry classification or security type. The fact that the SI Program has the freedom "to go where value exists" results in the possibility that, at times, client accounts will have a concentration (defined by the number of positions) in securities issued by companies within a variety of different capitalizations or industry classifications. Since investments are judged on their ability to increase in value over a long-term time horizon, frequent trading will generally not be a strategy of the SI Program and, as a result, commissions and other trading costs are not likely to be a significant expense of the Program over time.

The SI Program focuses on the belief that there are inefficiencies in the markets for certain securities, more commonly in the securities of businesses with one or more of the following characteristics: businesses that are difficult to model; limited institutional research coverage; a complex operating or capital structure; unrelated operating segments; operational difficulties; erratic financial performance; corporate restructuring activity; limited publicly-held comparable issuers; and participation in an industry experiencing structural change. The Portfolio Managers perform extensive primary research to support their investment screening process, including rigorous company-specific and industry analyses, management interviews, company field trips, and detailed due diligence inquiries with customers, suppliers, and competitors.

The Portfolio Managers will look to invest in companies whose debt and equity securities trade at what they believe is a substantial discount to their fair or intrinsic value. Accordingly, the foundation of the investment process in the SI Program is the accurate determination and

measurement of such value. The Portfolio Managers often utilize multiple valuation methodologies and criteria to arrive at an estimate of the true underlying value. These include traditional valuation metrics such as the ratios of price to book value, enterprise value to cash flow, price to earnings, and price to revenues. The Portfolio Managers will analyze these metrics in the context of a company's historical valuation parameters, as well as the current and historical valuations of both its peer group and the market in general. The Portfolio Managers may look to determine the price a strategic or financial buyer would pay to acquire the entire business (i.e., private market value) or the cost of replicating or recreating the business enterprise or assets in question. The Portfolio Managers will additionally consider any external factors that may affect value, such as the relative interest rate environment and the state of industry fundamentals.

In seeking to achieve the goal of the SI Program, the Portfolio Managers augment a disciplined, value-based approach with a focus on those investments where, it is believed, the intrinsic value should increase over time. These are businesses with strong and enduring franchises serving markets with high barriers to entry. They often command a leadership position in their respective industry, which is demonstrated through market share, high value-added/best in class products and services, or ownership of assets that are unique and difficult to replicate. As these businesses grow, their competitive position should strengthen, resulting in improving profitability and returns on capital. Industry fundamentals should be transparent and support a reasonable case for sustainable secular growth. The factors influencing secular change in an industry should increase the value of the company's products, services, or assets. The Portfolio Managers favor businesses with strong management teams who have proven track records of creating value and aligning their interests with the interests of their public stakeholders. Management should also have a well-defined business plan that incorporates a sound strategy for capital allocation and redeployment.

While the SI Program will invest primarily in equities, debt and related securities or financial instruments, in order to maintain flexibility and to capitalize on investment opportunities as they arise, the Program is not required to invest any particular percentage of client portfolios in any particular type of investment or region, and the amount of a client's portfolio which is invested in any type of investment, or which is long or short, or which is weighted in different countries, different sectors or different strategies can change at any time based on the availability of attractive market opportunities. Accordingly, a client's investments may at any time include long or short positions in U.S. or foreign publicly-traded or privately-issued or negotiated common stocks, preferred stocks, stock warrants and rights, sovereign debt, corporate debt, bonds, notes or other debentures or debt participations, convertible securities, swaps, options (purchased or written), and other derivative instruments, partnership interests and other securities or financial instruments, including those of investment companies.

Risk of Loss. Although investments made for clients in the SI Program offer the opportunity for capital appreciation, all investments in securities come with risks that could

result in significant losses that clients should be prepared to bear. These risks arise from several sources. The issuers of securities in which the Portfolio Managers invest may not perform as expected, or they may be affected by unexpected adverse events relating to them specifically or to the markets in general which could adversely affect their value. Moreover, even if such issuers perform as expected, such performance may not be reflected in the market value of their securities. General market conditions also affect the value of securities in which the Program will invest, and such conditions may be adversely affected by national and international economic and political conditions and events and by other factors. The events which may adversely affect the value of securities in which the Program invests are beyond the control of the Portfolio Managers and may occur suddenly, leaving little time for the Portfolio Managers to take appropriate action.

Marketable securities typically fluctuate in price daily, sometimes substantially. These fluctuations may affect clients' short-term investment performance. Such fluctuations may occur at times when the Portfolio Managers wish to sell securities held in client accounts, and this may affect the Portfolio Managers' ability to limit losses for clients.

In some cases, client accounts may invest in securities for which there is a limited market. Under such circumstances, the Portfolio Managers may not be able to sell such securities for clients when they desire or at prices which they believe represent appropriate value.

There can be no assurance that the SI Program will achieve its investment objectives. In addition to the general risks of loss discussed above, the SI Program is subject to a number of risks that are specific to its investment strategies, including the following:

Lack of Diversification. Client portfolios in the SI Program are not intended to be diversified among a wide range of industries or types of investments. Accordingly, the portfolios' investments may be subject to more rapid change in value than would be the case if such portfolios maintained a wide diversification among industries and types of investments.

Research Sharing. There will be certain times that research and investment ideas will be shared between Portfolio Managers of the ISV Program and the Portfolio Managers of the SI Program. These Portfolio Managers have a long history of working together in research and trading styles.

Non-U.S. Securities. The SI Program intends to invest in non-U.S. securities. Investing in non-U.S. securities, which are generally denominated in non-U.S. currencies, and utilization of options on non-U.S. securities, involve risks not typically associated with investing in U.S. corporate or government securities. These considerations include changes in exchange rates and exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, foreign government restrictions, less government supervision of exchanges, brokers and issuers, greater risks associated with counterparties and settlement,

difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

Options. The Portfolio Managers may buy or sell options from time to time in the SI Program to either hedge an existing position or for efficient investment purposes. The purchase or sale of an option involves the payment or receipt of a premium by the investor and the corresponding right or obligation, as the case may be, either to purchase or sell the underlying security, commodity or other instrument for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying instrument will not change price in the manner expected, so that the investor loses the premium it paid to purchase the option. Selling options involves potentially greater risk, because the investor is exposed to the extent of the actual price movement in the underlying security rather than only the premium payment received (which could result in a potentially unlimited loss). Over-the-counter options (i.e., those not traded on an exchange) also involve counterparty solvency risk.

Short Sales. Despite a long bias, the Portfolio Managers may utilize short positions to hedge clients' exposure to certain industries or the market in general, and to exploit inefficiently priced securities. Any "naked" short positions (i.e., not for the purpose of hedging a related position) will be limited to those securities that trade at a significant premium to their intrinsic or fair value and have deteriorating fundamentals. A short sale of a security involves the sale of a security that is not owned by the investor, with the hope that it can be purchased later at a lower price. Short sales may, in certain circumstances, substantially increase the impact of adverse price movements on a client's portfolio. A short sale of a security involves the risk of a theoretically unlimited increase in the market price of the security which could result in an inability to cover the short position, resulting in a theoretically unlimited loss. There can be no assurance that securities necessary to cover a short position will be available for purchase when necessary, and such unavailability could exacerbate any client losses.

The Portfolio Managers seek to partly minimize specific security risk in the SI program by attempting to obtain an exhaustive knowledge of each proposed investment. This would enable the Portfolio Managers to better analyze risk, interpret the impact of company specific and macro events, and to capitalize on opportunities created during periods of volatility and irrationality. The Program will also seek to invest in businesses with strong balance sheets and/or substantial free cash flows which can provide theoretical "floors", or downside limits, to valuation. These enable businesses to weather difficult periods while preserving the flexibility to make strategic investments or to return capital to stakeholders (through dividends, share repurchases or debt repayment). In the absence of attractive investment opportunities, the Portfolio Managers intend to maintain their investment philosophy and may invest a significant portion of client assets in liquid, short-term, risk-free investments, including cash and cash equivalents.

Item 9 – Disciplinary Information

In this Item, registered investment advisers are required to disclose certain disciplinary information regarding the investment advisory firm itself or about any of its “management persons,” which generally includes all of an investment adviser’s principal executive officers and directors, as well the adviser’s investment committee if it has one, or, if not, the persons who determine general investment advice to be given to clients. In that regard, we disclose the following information:

CAM has no disciplinary information to disclose about itself.

In 2008, Jack Seibald and Michael Rosen, who are each Managers of CAM but are not involved in the day-to-day management or supervision of our investment advisory business, each entered into an Acceptance, Waiver and Consent (“AWC”) with FINRA to resolve an alleged rule violation that occurred in 2002 while such persons helped operate a division of another broker-dealer which provided prime brokerage services to hedge funds.

Messrs. Seibald and Rosen managed some hedge funds at the broker-dealer while these funds received prime brokerage services from the broker-dealer. To address the potential conflicts that arose from their dual roles as employees of the broker-dealer and managers of hedge funds that did business with the broker-dealer, the offering documents for one share class of one of these funds, as well as an agreement they had signed with an entity that referred investors to the hedge fund, provided that Messrs. Seibald and Rosen would not share, directly or indirectly, in any commissions broker-dealer earned from trading for the fund class. However, in 2002, the broker-dealer and Messrs. Seibald and Rosen modified their compensation structure so that they shared in the division’s profit pool, which was derived in part from commissions the broker-dealer earned on the fund’s trading. Messrs. Seibald and Rosen orally informed the referring entity of the change in their compensation structure, but did not verify that that entity told the investors it brought to the fund of this change, nor did they assure that the fund amended its offering documents to reflect this change. The settlement with FINRA provided that Messrs. Seibald and Rosen were each fined \$100,000 and suspended for twenty days.

The State of Illinois also filed separate Notices of Hearing against each of Mr. Seibald and Mr. Rosen emanating from the above AWC. In order to resolve these matters, and to be able to obtain Illinois registrations to conduct business as registered representatives of the broker-dealer, Messrs. Seibald and Rosen each agreed not to challenge the allegations at a hearing and, instead, agreed to the entry of final orders. The orders issued in June 2009 required each of them to pay \$1,500 in administrative costs, and each agreed that he would not solicit any Illinois resident to invest in any private entity for which he serves as an investment manager or advisor for a period of one year.

Item 10 – Other Financial Industry Activities and Affiliations

As noted previously, CCM, of which CAM is a division, is also registered as a broker-dealer with the SEC and FINRA, and it is registered with the CFTC and the National Futures Association as a commodities futures introducing broker. All of our senior management personnel, as well as our Portfolio Managers who manage client accounts in the SI Program are or will be registered with FINRA as registered representatives, and some, but not all, of our personnel will be registered as associated persons with the National Futures Association

Andrew N. Wiener, CFA, is one of the Portfolio Managers in the SI Program, and is also the sole Managing Member of Samjo Capital, LLC and Samjo Management, LLC which serve as the General Partner and Management Company, respectively, of Samjo Partners, LP, an investment partnership (hedge fund) that employs investment strategies that are similar to those employed in the SI Program. Samjo Capital, LLC and Samjo Management, LLC also serve as the General Partner and Management Company, respectively, of HAFF Partners L.P., which is a family investment partnership that also employs investment strategies that are similar to those employed in the SI Program. Samjo Capital, LLC may execute trades for Samjo Partners, LP and/or HAFF Partners L.P. through CCM, and CCM receives commissions for these trades. Neither Samjo Partners, LP, Samjo Capital, LLC, Samjo Management LLC, nor HAFF Partners L.P. will participate or share in any commissions paid to CCM by any such entities. CCM will also share in a portion of the management fee Samjo Management, LLC receives from Samjo Partners, LP and HAFF Partners, L.P. in return for certain administrative services provided to those entities by CCM. In addition, CCM and employees of CCM (other than the Portfolio Managers in the SI Program) may receive compensation for the placement of investors in Samjo Partners, LP. Mr. Wiener may have a conflict of interest as described in Item 6 above as a result of his receipt of performance-based incentive compensation through Samjo Capital, LLC.

Mr. Wiener has been working in the securities industry since 1994. He is currently a registered representative of CCM and an Investment Adviser Representative of CAM. Previously, he spent 17 years at Burnham Securities Inc. and Burnham Asset Management, where he was a Managing Director. Mr. Wiener is actively engaged in identifying, analyzing and making investment decisions on various debt and equity securities, as well as developing and implementing portfolio management and asset allocation strategies for the SI Program. In addition to serving as the managing member of Samjo Capital, LLC and Samjo Management, LLC as described above, Mr. Wiener is also a co-founder and President of Artemis Capital Corp., a corporation with no current business activities.

Mr. Wiener was awarded the Chartered Financial Analyst designation in the fall of 1997. He has been an active member of the Association for Investment Management and Research and the New York Society of Security Analysts since that time. Mr. Wiener is a graduate of the Wharton School of the University of Pennsylvania where he earned a Bachelor of Science in Economics.

David J. Drucker, is one of the Portfolio Managers in the SI Program. Mr. Drucker has been working in the securities industry since 2008. He is currently a registered representative of CCM and an Investment Adviser Representative of CAM. Prior to this role, he spent four years as a research analyst and portfolio manager at Burnham Securities Inc. and Burnham Asset Management, where he was an Associate Managing Director. Mr. Drucker is actively engaged in identifying, analyzing and making investment decisions on various securities as well as developing and implementing portfolio management and asset allocation strategies. Prior to entering the securities industry, Mr. Drucker was a Senior Consultant at IMS Consulting. He received a Masters degree in Economics from The London School of Economics and a Bachelor's degree from Tufts University where he majored in Economics and Political Science.

Adam M. Fisher is one of the Portfolio Managers in the SI Program. Mr. Fisher has been working in the securities industry since 2004. He is currently a registered representative of CCM and an Investment Adviser Representative of CAM. Prior to this role, he spent eight years as a research analyst and portfolio manager at Burnham Securities Inc. and Burnham Asset Management, where he was an Associate Managing Director. His primary responsibilities include identifying and analyzing investment opportunities and portfolio management. Prior to entering the securities industry, Adam was an editor at Computer Shopper Magazine/CNET Networks. He received his Bachelor's degree from the University of Chicago.

See also Item 11 below, "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading."

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

CAM and/or its Portfolio Managers and other associated persons involved with its investment advisory business (such Portfolio Managers and other associated persons being referred to as "advisory personnel" in this section of the Brochure) are permitted to buy or sell securities that are recommended to clients for purchase and sale, but no such transactions may be made in such a manner as will adversely affect any client. However, since our own or our advisory personnel's investment objectives or trading strategies may differ from those of our clients, we and/or our advisory personnel may take action with respect to ourselves or themselves that is different from action taken with respect to clients. It is also possible that we may give advice and take action for some clients which differ from advice given, or the timing and nature of action taken, with respect to other client accounts.

We have adopted a "Code of Ethics" which sets forth the standards of conduct expected of our advisory personnel, and which addresses the conflicts that can arise from personal trading by them. This Code of Ethics requires that advisory personnel obtain pre-approval of any brokerage accounts they wish to open, and requires pre-approval of any transactions by them which are not to be executed as part of a bunched order on behalf of clients and advisory personnel. The Code of Ethics also requires periodic reporting by advisory personnel through

duplicate copies of confirmations and account statements or otherwise so that we can monitor their trading to prevent any violations of the Code of Ethics or other conflicts of interest which could result from trading by our advisory personnel. The Code of Ethics also includes provisions relating to the confidentiality of client information, a prohibition on trading on inside information, and restrictions on the outside business activities of our advisory personnel, among other things. All of our advisory personnel must acknowledge the terms of the Code of Ethics annually. A copy of the Code of Ethics will be provided to clients or prospective clients upon request.

It is our policy to treat all client accounts fairly and equitably, and we do not intentionally favor one group of client accounts over any other. In order to handle transactions for all of our clients in the fairest and most cost effective manner possible, we will often bunch orders to get a better price for the particular security for a number of client accounts. In other words, rather than effecting multiple transactions, i.e., one for each client account, we will buy or sell one or more larger blocks of the security in question and allocate the transactions among the appropriate designated accounts at the average price paid or received in filling the order. These bunched orders may include orders for the accounts of our advisory personnel.

In the event that an entire bunched order cannot be filled on the same day, our policy is as follows:

- (1) First, any part of the order which was placed for our advisory personnel will be eliminated in order to determine whether all client orders can be satisfied with the portion of the order that was filled. If any balance remains after all client orders have been filled in this manner, orders for our advisory personnel will then be filled on a *pro rata* or other appropriate basis.
- (2) Second, if the quantity filled is still insufficient to satisfy all of the client orders after elimination of the orders for advisory personnel, we will allocate the amount filled on a *pro rata* basis based upon the amount of the order that was intended to be bought or sold for each such client account (e.g., if only 60% of an order was filled, each client account would receive 60% of the amount originally intended for such account). In making such *pro rata* allocations, however, accounts that would otherwise receive an odd lot allocation may be rounded up to a round lot unless doing so would, in our view, unreasonably affect allocations to all other clients.
- (3) If an order cannot be completely filled on a single trading day, it is our policy to cancel the unfilled balance of the order. Depending upon the market in that security on the following trading day(s), an order may be placed for the balance of the order on another day, with allocations to be made among the accounts in a manner that will fill, as nearly as possible under the circumstances, the original amounts intended for each of the clients' accounts. Orders for associated persons which had been eliminated in the

previous allocation may be included with such later orders in the same manner as our general policy described above.

It is our policy that the firm will not effect any principal or agency cross securities transactions for client accounts, nor will it cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. An agency cross transaction is a transaction in which an investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Since CCM is also registered as a broker-dealer, we have the ability to effect such agency cross transactions, but we have established a policy not to do so.

As described in Item 10 above, employees of CAM or CCM may recommend that clients purchase shares of an investment partnership or other entity for which a Portfolio Manager acts as, or is associated with, an investment advisor or general partner of such entity. Any client to whom such investments are recommended will receive an offering memorandum disclosing the relationship of CAM to such entity and the fees or other compensation that may be paid to CAM and/or its personnel with respect to that investment.

As also noted in Item 10 above, any such payments may create a conflict of interest for CCM and/or the Portfolio Managers and other CAM personnel. CAM periodically reviews the trading in such investment vehicles that are managed by Portfolio Managers but not CAM to assure that the trading therein does not disadvantage the trading such persons engage in for clients.

Item 12 – Brokerage Practices

In general, CAM will have discretionary authority to (i) determine the type and amount of securities to be bought or sold for client accounts, and (ii) negotiate the commission rates to be paid. In addition, we will have the authority to select the broker-dealer to be used to execute such transactions. In that regard, most, and possibly all, transactions for client accounts in the SI Program will likely be executed by CCM as the broker-dealer. With respect to such executions, we have determined that the combination of CCM's execution capability, its commission rates, the general level of service available from our clearing broker in settling the trades, and other factors warrant the execution of such transactions by CCM or through one of our clearing brokers. As described under Item 11 above, we will generally execute transactions in which several clients will participate in a bunched order in which all participating clients will pay or receive the average price obtained in all of the transactions.

As described in Item 5 above, we may have a conflict of interest when CCM executes client transactions as the broker-dealer rather than selecting another broker-dealer to execute such transactions, since CCM will receive the brokerage commissions in such transactions.

Please refer to Item 5 for a discussion of the manner in which we deal with such conflict. It is possible, however, that not all transactions for client accounts in the SI Program will be executed by CCM. In some cases, CCM may not have the expertise to efficiently and economically execute transactions in certain types of securities. In addition, we may consider the availability of research or other products and services that may be available in connection with executions made through other broker-dealers.

In selecting the broker-dealers to execute portfolio transactions for those occasions when we do not execute these transactions, we consider numerous factors, including, but not limited to, the broker-dealer's execution capabilities, the furnishing of research, their commission rates, and their overall level of service. Although we do not presently have any arrangements in which we will receive research or other services in connection with securities transactions effected for client accounts through broker-dealers other than CCM ("soft dollar arrangements"), we may enter into such arrangements in the future in our sole discretion. The research obtained may be created or developed by the executing broker-dealer, or it may be created or developed by a third party and provided to us by the executing broker-dealer. In the event that we enter into any such soft dollar arrangements, the research or other products or services obtained in such arrangements may be used for the benefit of all of our clients, not just those whose securities transactions paid for the products or services. We do not seek to allocate any soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate. While any broker-dealers we may use to execute transactions may charge commissions that may be higher than those obtainable from other broker-dealers for any particular transaction, including CCM or our clearing brokers, we will only cause clients to pay brokerage commissions that we have determined in good faith to be reasonable in relation to the value of the research and brokerage services provided by such broker-dealers.

If we use broker-dealers other than CCM to execute client transactions and receive research from or through such broker-dealers, we may be viewed as receiving a benefit because we will not have to produce or pay for such research ourselves. We may also have an incentive to select a broker-dealer to execute such transactions based on our receipt of those soft dollar benefits rather than on the basis of our clients' interest in receiving the most favorable execution. Our Code of Ethics prohibits us from acting otherwise than in the best interests of our clients.

Item 13 – Review of Accounts

Our Portfolio Managers will review and monitor client accounts assigned to them on an ongoing basis subject to the continuing review and oversight of our compliance and supervisory personnel. Such Portfolio Managers will be responsible for the overall management of client accounts, including tracking and continually reviewing the performance of client investments and client portfolio allocations. Account reviews may also occur as a result of (a) client requests, (b) changes in a client's personal or financial condition (when we are advised of such changes), (c) changes in tax laws or in economic factors that could affect a client's financial position, or (d)

the occurrence of economic or political events that may impact clients. Our supervisory personnel will also review client accounts on a periodic basis in order to monitor relative performance and adherence to investment criteria.

In addition to such reviews, our Portfolio Managers will review trade executions on a continual basis, and our operations personnel will review trade reports on a next-day basis, to ensure that each transaction was properly executed and correctly reported.

Clients will receive confirmations of all transactions executed for their account, and monthly account statements sent by our clearing broker, which acts as the independent custodian for our clients' accounts. Monthly, quarterly and year-to-date performance information will be available to clients through our clearing broker's website. See also Item 15 below regarding custody of client accounts.

Item 14 – Client Referrals and Other Compensation

We do not presently have any arrangements under which we receive any benefit from a third party for providing investment advice to our clients, nor do we compensate any third party for referring any investment advisory client to us.

Item 15 – Custody

As noted in Item 13 above, clients will receive monthly statements from the independent custodian which holds and maintains our clients' accounts and assets. Clients should carefully review such statements and compare them to any account statements or other information you may receive from us. Our statements could vary from the custodial statements based on accounting procedures, reporting dates, or valuation methodologies with respect to certain securities.

Item 16 – Investment Discretion

At the outset of an advisory relationship with a client, we will normally receive discretionary authority from the client to determine the identity and amount of securities to be bought and sold. In all cases, however, that discretion will be exercised in a manner consistent with the agreed-upon investment objectives for the particular client. The investment discretion granted to us by the client is included in the Investment Management Agreement or other power of attorney we will execute with the client at the start of our relationship.

Item 17 – Voting Client Securities

Generally, we will not vote proxies for securities held in client accounts. Accordingly, in these situations, the client will retain the sole right to vote such proxies, and we will instruct our clearing firm or other custodian to forward proxy solicitation materials directly to the client.

With regard to any of our clients who are subject to ERISA, however, we will be responsible, except to the extent otherwise provided by law, to vote proxies for securities held in such clients' accounts. Such ERISA clients may elect to retain the right and obligation to vote proxies and take other action relating to securities held in their account. If ERISA clients elect not to retain proxy voting rights, we may vote such proxies ourselves or we may retain an independent proxy voting service to receive all proxies, proxy solicitations and related materials, including annual and interim reports and other issuer materials and to vote such proxies on our clients' behalf.

ERISA clients may obtain a copy of our complete proxy voting policies and procedures upon request. Such clients may also obtain information from us about how we voted any proxies on behalf of their account(s).

Item 18 – Financial Information

In this Item 18, registered investment advisers are required to provide clients with certain financial information or disclosures about their financial condition which are reasonably likely to impair their ability to meet contractual commitments to clients. We have no such financial condition to disclose.