

Item 1. Cover Page

Part 2A of Form ADV Firm Brochure

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Pactolus Private Wealth Management, LLC

SEC File No. 801-71915

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This brochure provides information about the qualifications and business practices of Pactolus Private Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at aharter@pactoluspwm.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Registration with the SEC or State Regulatory Authority does not imply a certain level of skill or expertise.

Additional information about Pactolus Private Wealth Management, LLC, is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2. Material Changes

This Firm Brochure is our disclosure document prepared according to new regulatory requirements and rules. As you will see, this document is a narrative that is substantially different in form and content, and includes some new information that we were not previously required to disclose.

Consistent with the new rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

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Item 4. Advisory Business

A. Description of Your Advisory Firm

Pactolus Private Wealth Management, LLC ("Pactolus"), is organized as a Delaware limited liability company and is principally owned by Pactolus Holdings, LLC ("PH"). Alan Harter is the Managing Member of Pactolus, which is a newly formed investment adviser offering fee-based personalized family office advisory services to a select group of families and individuals, and related trusts, charitable entities, pension and profit sharing plans, corporations and other business entities.

B. Description of Advisory Services Offered

Pactolus's advisory services may include financial planning, investment strategy, portfolio management, estate planning, financial administration and project consulting.

Pactolus has four primary service offerings, which include:

- Financial Planning & Administration
- Investment Advisory
- Tax Planning
- Concierge

B.1. Financial Planning & Administration Services

The client will receive a written or oral report (depending on the client's preference) that provides the client with a detailed financial plan designed to help achieve the client's stated financial goals and objectives. Based on the client's needs, financial planning services may include (but are not limited to) the following:

- Preparation of a consolidated assessment of financial condition, which may include:
 - annual budgeting
 - cash flow monitoring
 - account reconciliations
 - personal financial statement preparation
 - debt management
- Establishment of objectives over relevant time frames, which may include:
 - retirement objectives
 - philanthropy
 - estate planning
 - wealth transition
 - other related issues

- Preparation of a recommended asset allocation that serves to diversify the client's portfolio among different categories of investments, such as:
 - small, medium, and large capitalization securities
 - corporate and government fixed income (short-, intermediate-, and long-term maturities)
 - emerging market securities (i.e., foreign issuers)
 - such other asset categories that are suitable in light of the client's investment goals, objectives, and risk tolerance
- Preparation of an investment policy statement setting forth the investment plan of the client with specific direction in terms of diversification requirements, tax issues, estate planning issues, risk tolerance, retirement and other identified objectives of the client, including a targeted rate of return objective.
- Preparation of a retirement plan that serves to identify whether the client is saving enough and investing in a way that meets retirement objectives in light of the client's financial circumstances and risk tolerance.
- Risk analysis and preparation of an insurance plan to meet the needs of the client, taking into account family, business and other financial objectives of the client.
- Liability management, which entails creating a portfolio of assets that can be appropriately matched as to liquidity, timing and safety to retire liabilities at applicable due dates.
- Preparation of an estate plan to ensure wealth transition, tax and related issues are met in accordance with the client's wishes. In many instances, an outside attorney will need to be hired to handle specific legal issues that arise in the formation and implementation of an estate plan, which may include the following topics:
 - Estate planning
 - Estate administration
 - Charitable/philanthropic planning
 - Advice on wills and trust agreements
 - Business succession planning
 - Retirement and distribution planning

Pactolus gathers required information through in-depth personal interviews and questionnaires. Information gathered includes the client's current financial status, investment objectives, future goals, and attitudes toward risk. Related documents supplied by the client are carefully reviewed, and a report is prepared covering one or more of the above-mentioned topics as directed by the client.

B.2. Investment Advisory Services

Pactolus provides clients with investment recommendations predicated on tactical asset allocation models to create diversified portfolios consisting of individual equity and fixed income securities, options, mutual funds, exchange-traded funds ("ETFs"), portfolios managed

by separate account managers engaged by the client, and, in appropriate cases involving qualified clients, investments in private placements. Tactical asset allocation is a portfolio management strategy designed to take advantage of market anomalies where the portfolio manager believes that certain asset classes may have a higher probability of outperforming other asset classes. In this regard there may be an over-weighting of one or more asset classes versus another based on current market and economic factors that, in the portfolio manager's view, have a higher probability of creating additional value. For example, a portfolio manager's view may be that large cap value may have a better opportunity for increasing portfolio value than small cap growth. As a result there may be over-weighting of that asset class in the client portfolio.

In preparing the asset allocation, Pactolus will analyze each client's current investments, investment objectives, goals, age, time horizon, financial circumstances, investment experience, investment restrictions and limitations, and risk tolerance. Pactolus's objective is to review the client's tax and estate planning objectives and goals in connection with the client's investment objectives, goals, tolerance for risk and other personal and financial circumstances and make appropriate recommendations. Pactolus may engage third-party service providers to assist with the tax and estate planning portion of the services provided to clients. In addition, Pactolus may utilize third-party software to analyze individual security holdings and separate account managers utilized within the client's portfolio.

Pactolus may prepare an Investment Policy Statement based on the client's investment objectives, goals, and tolerance for risk and such other factors unique to the client and provide appropriate recommendations. On a quarterly basis, Pactolus, in connection with a third-party service provider, will provide such clients with reports regarding the performance of their portfolios. In addition, Pactolus will monitor those portfolios and make additional recommendations from time to time to rebalance and/or reallocate each client's investments in accordance with such client's investment policy statement and / or risk tolerance as necessary.

Pactolus's investment advisory services to clients are based on asset allocation models that, as noted above, take into account a client's personal financial circumstances, investment objectives and tolerance for risk (e.g., cash-flow, tax and estate). Pactolus's engagement with a client will include, as appropriate, the following:

- Providing assistance in reviewing the client's current investment portfolio against the client's personal and financial circumstances as disclosed to Pactolus in response to a questionnaire and/or in discussions with the client and reviewed in meetings with Pactolus.
- Analyzing the client's financial circumstances, investment holdings and strategy, and goals.
- Analyzing and managing concentrated and restricted securities holdings, including recommendations on how to hedge or monetize concentrated or restricted holdings.
- Providing assistance in identifying a targeted asset allocation and portfolio design.
- Recommending individual equity and fixed income securities, options, mutual funds, ETFs, portfolios managed by separate account managers and, in appropriate cases, private placements, each matched to the asset categories in the client's targeted asset allocation for consideration by the client.

- Reporting to the client, on a quarterly basis or at some other interval agreed to with the client, information on contributions and withdrawals in the client's investment portfolio and the performance of the client's portfolio measured against appropriate benchmarks (including benchmarks selected by the client).
- Proposing changes in the client's investment policy statement and/or targeted asset allocation in consideration of changes in the client's personal circumstances, investment objectives and tolerance for risk, the performance record of any of the client's investments, and/or the performance of any fund or manager retained by the client.
- If the client's portfolio and personal circumstances, investment objectives, and tolerance for risk make such advice appropriate, providing recommendations to hedge a client's portfolio through the use of derivative strategies, to generate additional income through the use of covered call option writing strategies involving exchange-listed or OTC options, and/or to monetize or hedge concentrated stock positions.

In addition to providing Pactolus with information regarding their personal financial circumstances, investment objectives and tolerance for risk, clients are required to provide Pactolus with any reasonable investment restrictions that should be imposed on the management of their portfolio and to promptly notify Pactolus of any changes in such restrictions or in the client's personal financial circumstances, investment objectives, goals and tolerance for risk. On a quarterly basis, Pactolus's reports to clients will remind clients of their obligation to inform Pactolus of any such changes or any restrictions that should be imposed on the management of the client's account. Pactolus will also contact clients at least annually to determine whether there have been any changes in a client's personal financial circumstances, investment objectives and tolerance for risk.

When appropriate to the needs of and suitability for a client, Pactolus will assist the client in developing a strategy for monetizing/hedging a portfolio or a concentrated stock position held by the client. Monetizing a concentrated stock position allows a client to receive funds to diversify its portfolio and limit its downside exposure while allowing for the continued potential to participate, to a lesser extent, in any increase in the price of the concentrated stock. Hedging a concentrated stock position allows a client to protect against losses below a certain stock price while allowing for the potential to participate in any increase in the price of the stock.

Pactolus does not take custody of funds. All client assets are held by a qualified custodian selected by the client.

B.3. Tax Planning Services

Pactolus will provide assistance and work with clients' tax specialists in helping structure investment strategies that are designed to maximize after-tax returns and to otherwise ensure optimal tax efficiency. These services may include the following:

- Annual tax planning (with tax advisor)
- Transactional planning and structuring
- Harvesting investment gains or losses for tax efficiency

- Estate and fiduciary tax planning
- Tax planning for client's charitable foundation

B.4. Concierge Services

Pactolus may provide one or more of the following concierge services as mutually agreed upon with the client. Pactolus provides assistance to the client and coordinates the activities enumerated below with the client and any third parties, specialists or contractors hired by the client. Pactolus may engage a third-party service provider to provide certain services requested by the client such as bill payment and related services. In no event does Pactolus act as the client's agent or take custody of any assets. See Item 5.B. of this Brochure. The following services will be provided by Pactolus:

- Multiple household management
 - Occupancy preparation
- Management of household inventories & appraisal of valuables
- Coordination of property & casualty insurance
- Project management
- General contractor oversight
- Assistance with personal property acquisition/disposition
- Other concierge services as mutually agreed upon with the client

C. Client-Tailored Services and Client-Imposed Restrictions

Each client's account will be managed on the basis of the client's financial situation and investment objectives, and in accordance with any reasonable restrictions imposed by the client on the management of the account.

D. Wrap Fee Programs

Pactolus does not participate in wrap fee programs. (Wrap fee programs offer services for one all-inclusive fee.)

E. Client Assets Under Management

As of December 31, 2011, Pactolus has \$227,000,000 of discretionary assets under management.

Item 5. Fees and Compensation

A. Methods of Compensation and Fee Schedule

A.1. Advisory Fees for Comprehensive Services

Pactolus will generally provide clients with a full range of services in exchange for an asset-based fee computed on the value of managed assets as mutually agreed upon with the client and Pactolus. Pactolus's fee schedule is itemized below and is computed on the basis of the value of managed assets, payable in advance, and computed on the last business day of the preceding quarter.

The quarterly fee is charged at one-fourth the specified annual rate. The initial quarterly fee is payable on the date the account is accepted and is computed on the value of managed assets on the date of such account acceptance. A pro rata refund will be made for clients who terminate services otherwise than at quarter end. The client may terminate an individually managed account by giving 30 days' written notice. As noted in the schedule below, the fee charged on assets in excess of \$25 million will be negotiated with the specific client. In addition, Pactolus may negotiate a modified fee schedule based upon certain criteria (e.g., level of service required, anticipated future assets, associated accounts, portfolio composition, etc.).

Asset-Based Fee Schedule

<u>Asset Level</u>	<u>Annual Fee</u>
Up to \$10 million	0.75%
\$10 million to \$25 million	0.50%
Above \$25 million	Negotiated
No Minimum Annual Fee	

A.2. Fixed Fee Alternative

In lieu of charging an asset-based fee, Pactolus may negotiate an annual fixed fee charged quarterly in advance. Fixed fees will be based on several factors including the complexity of the client's holdings, financial situation and objectives, and the nature and extent of services provided. Generally, such fees will be negotiated in advance of entering into an advisory relationship.

Pactolus does not offer fixed fee arrangements to all clients. Generally, fixed fees will be negotiated when an engagement involves a significant or complex financial planning or administration issue. In these cases, it is difficult to discern the exact number of hours required to provide services. As such, a fixed fee would be negotiated and then reevaluated at a later point to determine whether the fixed fee compensation requires adjustment. Fixed fees are computed based upon an estimate of hours required to perform services. Where the time spent can be accurately estimated, an hourly charge would apply. The applicant attempts to maintain

parity with hourly and fixed charges while allowing some flexibility in estimation, taking into account case complexity and client-specific circumstances.

Financial planning fees will range from \$350 to \$500 per hour. In the absence of an hourly fee arrangement, a fixed fee mutually agreed upon by the client and Pactolus will be negotiated prior to signing an advisory agreement. Invoices will be mailed out on a periodic basis reflecting completed work performed. Clients seeking to terminate this service must do so in writing.

B. Client Payment of Fees

Pactolus will not take custody or possession of client funds or securities at any time except to the extent that Pactolus may deduct fees directly from the client's account. Pactolus will deduct advisory and custodial fees in the amount of .055% (5.5 basis points) (which are separately disclosed) directly from the client's account provided that (i) the client provides written authorization, and (ii) the qualified custodian sends the client a statement, at least quarterly, indicating all amounts disbursed from the account. Such custodial fees will be paid to Pactolus who will in turn remit such custodial fee payment to a third party service provider who has procured a favorable custodial rate negotiated between the third party service provider and Fidelity that would otherwise not be available to Pactolus.

The client is responsible for verifying the accuracy of the fee calculation, as the client's custodian will not verify the calculation.

C. Additional Client Fees Charged

The fees charged by Pactolus do not include fees charged by any mutual fund or separate account manager selected by the client or in any privately pooled investment vehicle. Similarly, the fees charged by Pactolus do not include any fees charged by a broker-dealer or custodian retained by a client to implement the Firm's advice or to otherwise hold the client's portfolio securities.

The management fees for investment managers are generally disclosed in each investment manager's disclosure brochure and brochure supplement or, in the case of a mutual fund, the fund's prospectus, or in the case of the privately pooled investment vehicle, the confidential private placement memorandum and applicable subscription documents. Clients are advised to read these materials carefully before investing.

If a mutual fund also imposes sales charges, a client may pay an initial or deferred sales charge as further described in the mutual fund's prospectus. A client may be precluded from using certain mutual funds or separate account managers because they may not be offered by the client's custodian.

D. Prepayment of Client Fees

Pactolus requires the prepayment of its asset-based investment advisory fees on a quarterly basis. If the client terminates during the quarter Pactolus will promptly refund any prepaid, unearned fees. Pactolus's fees will either be paid directly by the client or disbursed to Pactolus

by the qualified custodian of the client's investment accounts, subject to prior written consent of the client. The qualified custodian will deliver directly to the client an account statement, at least quarterly, showing all investment and transaction activity for the period, including fee disbursements from the account.

Pactolus or the client may terminate the agreement for services within five days of the date of acceptance without penalty to the client. After the five-day period, either party, upon 30 days' written notice to the other, may terminate the agreement. In the event of termination, Pactolus's fees will be prorated for the quarter in which the cancellation notice was given, and any prepaid, unearned fees will be refunded to the client.

E. External Compensation for the Sale of Securities to Clients

Pactolus's financial advisors are compensated solely through a salary and bonus structure. Pactolus is not paid any sales, service or administrative fees for the sale of mutual funds or any other investment products.

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

Pactolus does not charge performance-based fees and therefore has no economic incentive to manage clients' portfolios in any way other than what is in their best interests.

Item 7. Types of Clients

Pactolus offers personalized family office advisory services to a select group of families and individuals, and related trusts, charitable entities, pension and profit sharing plans, corporations and other business entities. Although Pactolus provides investment services to various types of clients mentioned, the services are conditioned upon meeting the following certain minimum criteria established by Pactolus.

Pactolus requires a minimum account size of \$10,000,000, which equates to a minimum annual fee of \$75,000 at the highest fee tier in the current fee schedule. Clients with less than \$10,000,000 in liquid assets may be able to find similar services at prices more favorable than those charged by Pactolus. Pactolus may, in its sole discretion, waive the minimum fee.

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

A. Methods of Analysis and Investment Strategies

Pactolus is responsible for identifying and implementing the methods of analysis used in formulating investment recommendations to clients. The methods of analysis may include quantitative methods for optimizing client portfolios, computer-based risk/return analysis, and statistical and/or computer models utilizing long-term economic criteria. Pactolus may employ independent third parties to work in conjunction with its executive management team to provide input and guidance for the investment direction communicated by the firm. Such third party providers will function as a de facto investment committee. In addition, Pactolus may utilize third-party software to assist in formulating investment recommendations to clients.

A.1. Mutual Funds, Exchange-Traded Funds (“ETFs”), Independent Investment Managers, and Pooled Investment Vehicles

Pactolus may recommend (i) separate account managers to manage client assets; (ii) no-load and load-waived mutual funds and individual securities (including fixed income instruments); and (iii) pooled investment vehicles. Such management styles will include, among others, large-cap, mid-cap and small-cap value, growth and core; international and emerging markets; and alternative investments. Pactolus may also assist the client in selecting one or more appropriate manager(s) for all or a portion of the client’s portfolio. Such managers will typically manage assets for clients who commit to the manager a minimum amount of assets established by that manager—a factor that will be taken into account when recommending managers to clients.

A description of the criteria to be used in formulating an investment recommendation for mutual funds, ETFs, individual securities (including fixed-income securities), managers and pooled investment vehicles is set forth below.

Pactolus has formed relationships with third-party vendors that

- provide a technological platform for separate account management
- prepare performance reports
- perform due diligence monitoring of mutual funds, managers, and pooled investment vehicles
- perform billing and certain other administrative tasks

Pactolus may utilize additional independent third parties to assist in recommending and monitoring individual securities, mutual funds, managers and pooled investment vehicles to clients as appropriate under the circumstances.

Pactolus reviews certain quantitative and qualitative criteria related to mutual funds and managers to formulate investment recommendations to its clients. Quantitative criteria may include

- the performance history of a mutual fund or manager evaluated against that of its peers and other benchmarks
- an analysis of risk-adjusted returns

- an analysis of the manager's contribution to the investment return (e.g., manager's alpha), standard deviation of returns over specific time periods, sector and style analysis
- the fund, sub-advisor or manager's fee structure
- the relevant portfolio manager's tenure

Qualitative criteria used in recommending mutual funds or managers include the investment objectives and/or management style and philosophy of a mutual fund or manager; a mutual fund or manager's consistency of investment style; and employee turnover and efficiency and capacity. Pactolus will discuss relevant quantitative and qualitative factors pertaining to its recommendations with clients prior to a client's determination to retain a mutual fund or manager.

Quantitative and qualitative criteria related to mutual funds and managers are reviewed by Pactolus on a quarterly basis or such other interval as mutually agreed upon by the client and Pactolus. In addition, mutual funds or managers are reviewed to determine the extent to which their investments reflect efforts to time the market, or evidence style drift such that their portfolios no longer accurately reflect the particular asset category attributed to the mutual fund or manager identified by Pactolus (both of which are negative factors in implementing an asset allocation structure). Based on its review, Pactolus will make recommendations to clients regarding the retention or discharge of a mutual fund or manager.

Pactolus may negotiate reduced account minimum balances and reduced fees with managers under various circumstances (e.g., for clients with minimum level of assets committed to the manager for specific periods of time, etc.). There can be no assurance that clients will receive any reduced account minimum balances or fees, or that all clients, even if apparently similarly situated, will receive any reduced account minimum balances or fees available to some other clients. Also, account minimum balances and fees may significantly differ between clients. Each client's individual needs and circumstances will determine portfolio weighting, which can have an impact on fees given the funds or managers utilized. Pactolus will endeavor to obtain equal treatment for its clients with funds or managers, but cannot assure equal treatment.

Pactolus will regularly review the activities of mutual funds and managers selected by the client. Clients that engage managers or who invest in mutual funds should first review and understand the disclosure documents of those managers or mutual funds, which contain information relevant to such retention or investment, including information on the methodology used to analyze securities, investment strategies, fees and conflicts of interest. Similarly, clients qualified to invest in pooled investment vehicles should review the private placement memoranda or other disclosure materials relating to such vehicles before making a decision to invest.

A.2. Material Risks of Investment Instruments

The investment vehicles most commonly purchased for Pactolus clients are shares of registered open-end mutual funds and ETFs. Many of these investments can be purchased directly by clients without utilizing the services of an advisor. Registered investment companies charge their own management fees and expenses. These fees and expenses are detailed in each respective mutual fund's prospectus and are in addition to any fees charged by Pactolus.

Pactolus typically invests in open-end mutual funds and exchange-traded funds for the vast majority of its clients. However, for certain clients, Pactolus may effect transactions in the following types of securities:

- Equity securities
- Warrants and rights
- Mutual fund securities
- Exchange-traded funds
- Fixed income securities
- Corporate debt securities, commercial paper, and certificates of deposit
- Municipal securities
- U.S. government securities
- Private placements
- Pooled investment vehicles
- Structured products
- Option contracts on securities
- Option contracts on commodities
- Futures contracts

A.2.a. Equity Securities

Investing in individual companies involves inherent risk. The major risks relate to the company's capitalization, quality of the company's management, quality and cost of the company's services, the company's ability to manage costs, efficiencies in the manufacturing or service delivery process, management of litigation risk, and the company's ability to create shareholder value (i.e., increase the value of the company's stock price). Foreign securities, in addition to the general risks of equity securities, have geopolitical risk, financial transparency risk, currency risk, regulatory risk and liquidity risk.

A.2.b. Warrants and Rights

Warrants are securities, typically issued with preferred stock or bonds that give the holder the right to purchase a given number of shares of common stock at a specified price and time. The price of the warrant usually represents a premium over the applicable market value of the common stock at the time of the warrant's issuance. Warrants have no voting rights with respect to the common stock, receive no dividends and have no rights with respect to the assets of the issuer.

Investments in warrants and rights involve certain risks, including the possible lack of a liquid market for the resale of the warrants and rights, potential price fluctuations due to adverse market conditions or other factors and failure of the price of the common stock to rise. If the warrant is not exercised within the specified time period, it becomes worthless.

A.2.c. Mutual Fund Securities

Investing in mutual funds carries inherent risk. The major risks of investing in a mutual fund include the quality and experience of the portfolio management team and its ability to create fund value by investing in securities that have positive growth, the amount of individual company diversification, the type and amount of industry diversification, and the type and amount of sector diversification within specific industries. In addition, mutual funds tend to be tax inefficient and therefore investors may pay capital gains taxes on fund investments while not having yet sold the fund.

A.2.d. Exchange-Traded Funds ("ETFs")

ETFs are investment companies whose shares are bought and sold on a securities exchange. An ETF holds a portfolio of securities designed to track a particular market segment or index. Some examples of ETFs are SPDRs[®], streetTRACKS[®], DIAMONDSSM, NASDAQ 100 Index Tracking StockSM ("QQQsSM") iShares[®] and VIPERs[®]. The funds could purchase an ETF to gain exposure to a portion of the U.S. or foreign market.

The funds, as a shareholder of another investment company, will bear their pro-rata portion of the other investment company's advisory fee and other expenses, in addition to their own expenses.

Investing in ETFs involves risk. Specifically, ETFs, depending on the underlying portfolio and its size, can have wide price (bid and ask) spreads, thus diluting or negating any upward price movement of the ETF or enhancing any downward price movement. Also, ETFs require more frequent portfolio reporting by regulators and are thereby more susceptible to actions by hedge funds that could have a negative impact on the price of the ETF. Certain ETFs may employ leverage, which creates additional volatility and price risk depending on the amount of leverage utilized, the collateral and the liquidity of the supporting collateral.

Further, the use of leverage (i.e., employ the use of margin) generally results in additional interest costs to the ETF. Certain ETFs are highly leveraged and therefore have additional volatility and liquidity risk. Volatility and liquidity can severely and negatively impact the price of the ETF's underlying portfolio securities, thereby causing significant price fluctuations of the ETF.

A.2.e. Fixed Income Securities

Fixed income securities carry additional risks than those of equity securities described above. These risks include the company's ability to retire its debt at maturity, the current interest rate environment, the coupon interest rate promised to bondholders, legal constraints, jurisdictional risk (U.S or foreign) and currency risk. If bonds have maturities of 10 years or greater, they will likely have greater price swings when interest rates move up or down. The shorter the maturity the less volatile the price swings. Foreign bonds have liquidity and currency risk.

A.2.f. Corporate Debt, Commercial Paper and Certificates of Deposit

Fixed income securities carry additional risks than those of equity securities described above. These risks include the company's ability to retire its debt at maturity, the current interest rate environment, the coupon interest rate promised to bondholders, legal constraints, jurisdictional risk (U.S or foreign) and currency risk. If bonds have maturities of 10 years or greater, they will likely have greater price swings when interest rates move up or down. The shorter the maturity the less volatile the price swings. Foreign bonds also have liquidity and currency risk.

Commercial paper and certificates of deposit are generally considered safe instruments, although they are subject to the level of general interest rates, the credit quality of the issuing bank and the length of maturity. With respect to certificates of deposit, depending on the length of maturity there can be pre-payment penalties if the client needs to convert the certificate of deposit to cash prior to maturity.

A.2.g. Municipal Securities

Municipal securities carry additional risks than those of corporate and bank-sponsored debt securities described above. These risks include the municipality's ability to raise additional tax revenue or other revenue (in the event the bonds are revenue bonds) to pay interest on its debt and to retire its debt at maturity. Municipal bonds are generally tax free at the federal level, but may be taxable in individual states other than the state in which both the investor and municipal issuer is domiciled.

A.2.h. U.S. Government Securities

U.S. government securities include securities issued by the U.S. Treasury and by U.S. government agencies and instrumentalities. U.S. government securities may be supported by the full faith and credit of the United States.

A.2.i. Private Placements

Private placements carry significant risk in that companies using the private placement market conduct securities offerings that are exempt from registration under the federal securities laws, which means that investors do not have access to public information and such investors are not provided with the same amount of information that they would receive if the securities offering was a public offering. Moreover, many companies using private placements do so to raise equity capital in the start-up phase of their business, or require additional capital to complete another phase in their growth objective. In addition, the securities issued in connection with private placements are restricted securities, which means that they are not traded on a secondary market, such as a stock exchange, and they are thus illiquid and cannot be readily converted to cash.

A.2.j. Pooled Investment Vehicles

A pooled investment vehicle, such as a commodity pool or investment company, is generally offered only to investors who meet specified suitability, net worth and annual income criteria. Pooled investment vehicles sell securities through private placements and thus are illiquid and

subject to a variety of risks that are disclosed in each pooled investment vehicle's confidential private placement memorandum or disclosure document. Investors should read these documents carefully and consult with their professional advisors prior to committing investment dollars. Because many of the securities involved in pooled investment vehicles do not have transparent trading markets from which accurate and current pricing information can be derived, or in the case of private equity investments where portfolio security companies are privately held with no publicly traded market, PDIV will be unable to monitor or verify the accuracy of such performance information.

A.2.k. Structured Products

Structured products are designed to facilitate highly customized risk-return objectives. While structured products come in many different forms, they typically consist of a debt security that is structured to make interest and principal payments based upon various assets, rates or formulas. Many structured products include an embedded derivative component. Structured products may be structured in the form of a security, in which case these products may receive benefits provided under federal securities law, or they may be cast as derivatives, in which case they are offered in the over-the-counter market and are subject to no regulation.

Investment in structured products includes significant risks, including valuation, liquidity, price, credit and market risks. One common risk associated with structured products is a relative lack of liquidity due to the highly customized nature of the investment. Moreover, the full extent of returns from the complex performance features is often not realized until maturity. As such, structured products tend to be more of a buy-and-hold investment decision rather than a means of getting in and out of a position with speed and efficiency.

Another risk with structured products is the credit quality of the issuer. Although the cash flows are derived from other sources, the products themselves are legally considered to be the issuing financial institution's liabilities. The vast majority of structured products are from high investment grade issuers only. Also, there is a lack of pricing transparency. There is no uniform standard for pricing, making it harder to compare the net-of-pricing attractiveness of alternative structured product offerings than it is, for instance, to compare the net expense ratios of different mutual funds or commissions among broker-dealers.

A.2.l. Options Contracts on Securities

Options entail greater risk but allow an investor to have market exposure to a particular security or group of securities without the capital commitment required to purchase the underlying security or groups of securities. In addition, options allow investors to hedge security positions held in the portfolio. For detailed information on the use of options and option strategies, please contact the Options Clearing Corporation for the current Options Risk Disclosure Statement.

A.2.m. Options Contracts on Commodities

Commodities are hard assets such as crops, minerals or metals that are generally extracted from the ground. Investing in commodities carries significant risks that are predominantly out of anyone's control (e.g., acts of nature, geopolitical risk). Investing in commodities requires

the use of margin leverage. In addition, commodities are subject to extreme price volatility, which can result in the investor losing more than the amount invested.

A.2.n. Futures Contracts

Futures are investment contracts that investors use to speculate on the future value of an underlying commodity or monetary instrument. Futures are highly speculative, involve the use of margin leverage, and like commodities can be subject to extreme price volatility.

B. Investment Strategy and Method of Analysis Material Risks

B.1. Margin Leverage

Although Pactolus, as a general business practice, does not utilize leverage, there may be instances in which exchange-traded funds, other separate account managers and, in very limited circumstances, Pactolus will utilize leverage. In this regard please review the following:

The use of margin leverage enhances the overall risk of investment gain and loss to the client's investment portfolio. For example, investors are able to control \$2 of a security for \$1. So if the price of a security rises by \$1, the investor earns a 100% return on their investment. Conversely, if the security declines by \$.50, then the investor loses 50% of their investment.

The use of margin leverage entails borrowing, which results in additional interest costs to the investor.

Broker-dealers who carry customer accounts require a minimum equity requirement when clients utilize margin leverage. The minimum equity requirement is stated as a percentage of the value of the underlying collateral security with an absolute minimum dollar requirement. For example, if the price of a security declines in value to the point where the excess equity used to satisfy the minimum requirement dissipates, the broker-dealer will require the client to deposit additional collateral to the account in the form of cash or marketable securities. A deposit of securities to the account will require a larger deposit, as the security being deposited is included in the computation of the minimum equity requirement. In addition, when leverage is utilized and the client needs to withdraw cash, the client must sell a disproportionate amount of collateral securities to release enough cash to satisfy the withdrawal amount based upon similar reasoning as cited above.

Regulations concerning the use of margin leverage are established by the Federal Reserve Board and vary if the client's account is held at a broker-dealer versus a bank custodian. Broker-dealers and bank custodians may apply more stringent rules as they deem necessary.

B.2. Option Strategies

Various option strategies give the holder the right to acquire or sell underlying securities at the contract strike price up until expiration of the option. Each contract is worth 100 shares of the underlying security. Options entail greater risk but allow an investor to have market exposure to a particular security or group of securities without the capital commitment required to purchase the underlying security or groups of securities. In addition, options allow investors to hedge

security positions held in the portfolio. For detailed information on the use of options and option strategies, please contact the Options Clearing Corporation for the current Options Risk Disclosure Statement.

Pactolus as part of its investment strategy may employ the following option strategies:

- Covered call writing
- Long call options purchases
- Long put options purchases
- Option spreading
- Short call option strategy
- Short put option strategy
- Equity collars
- Long straddles

B.2.a. Covered Call Writing

Covered call writing is the sale of in-, at-, or out-of-the money call option against a long security position held in the client portfolio. This type of transaction is used to generate income. It also serves to create downside protection in the event the security position declines in value. Income is received from the proceeds of the option sale. Such income may be reduced to the extent it is necessary to buy back the option position prior to its expiration. This strategy may involve a degree of trading velocity, transaction costs and significant losses if the underlying security has volatile price movement. Covered call strategies are generally suited for companies with little price volatility.

B.2.b. Long Call Option Purchases

Long call option purchases allow the option holder to be exposed to the general market characteristics of a security without the outlay of capital necessary to own the security. Options are wasting assets and expire (usually within nine months of issuance), and as a result can expose the investor to significant loss.

B.2.c. Long Put Option Purchases

Long put option purchases allow the option holder to sell or “put” the underlying security at the contract strike price at a future date. If the price of the underlying security declines in value, the value of the long put option increases. In this way long puts are often used to hedge a long stock position. Options are wasting assets and expire (usually within nine months of issuance), and as a result can expose the investor to significant loss.

B.2.d. Option Spreading

Option spreading usually involves the purchase of a call option and the sale of a call option at a higher contract strike price, both having the same expiration month. The purpose of this type of transaction is to allow the holder to be exposed to the general market characteristics of a security without the outlay of capital to own the security, and to offset the cost by selling

the call option with a higher contract strike price. In this type of transaction, the spread holder “locks in” a maximum profit, defined as the difference in contract prices reduced by the net cost of implementing the spread. There are many variations of option spreading strategies; please contact the Options Clearing Corporation for a current Options Risk Disclosure Statement that discusses each of these strategies.

B.2.e. Short Call Option Strategy

Short call option strategy is highly speculative and has theoretical potential for unlimited loss. The seller (writer) of the call option receives proceeds (premium) from the sale of the option. The expectation is that the value of the underlying security will remain below the contract strike price and the option will expire worthless, allowing the option writer to keep the entire amount of the sale proceeds (premium). Should the value of the underlying security increase above the contract strike price, then the option writer can either purchase the call option at a loss, or through a process of exercise and assignment be forced to sell the stock at the contract strike price. If this happens, the option writer will have to go in the open market and buy an equivalent amount of stock to cover the sale at prices that can be materially higher than the amount received from the sale.

B.2.f. Short Put Option Strategy

Short put option strategy is highly speculative and has theoretical potential for significant loss. The seller (writer) of the put option receives proceeds (premium) from the sale of the option. The expectation is that the value of the underlying security will remain above the contract strike price and the option will expire worthless, allowing the option writer to keep the entire amount of the sale proceeds (premium). Should the value of the underlying security decrease below the contract strike price, the option writer can either purchase the put option at a loss, or through a process of exercise and assignment be forced to buy the stock at the contract strike price. If this happens, the option writer will be purchasing the underlying security at a price potentially well above its then-current market value, exposing the investor to potential loss.

B.2.g. Equity Collar

A collar combines both a cap and a floor. A cap gives the purchaser of the cap the right (for a premium payment), but not the obligation, to receive the difference in the cost on some amount when a specified index rises above the specified “cap rate.” A floor is the opposite of a cap—it gives the purchaser of the floor the right (for a premium payment), but not the obligation, to receive the difference in interest payable on an amount when a specified index falls below the specified “floor rate.” A collar involving stock is called an “equity collar.” In a collar transaction, the buyer of the collar purchases a cap while selling a floor indexed to the same rate or asset. A zero-cost collar results when the premium earned by selling a floor exactly offsets the cap premium.

B.2.h. Long Straddle

A long straddle is the purchase of a long call and a long put with the same underlying security, expiration date and strike price. This is a speculative trade that may be profitable when volatility is high and will result in a loss when prices of the underlying security are relatively stable.

C. Security-Specific Material Risks

There is an inherent risk for clients who have their investment portfolios heavily weighted in one security, one industry or industry sector, one geographic location, one investment manager, one type of investment instrument (equities versus fixed income). Clients who have diversified portfolios, as a general rule, incur less volatility and therefore less fluctuation in portfolio value than those who have concentrated holdings. Concentrated holdings may offer the potential for higher gain, but also offer the potential for significant loss.

Item 9. Disciplinary Information

A. Criminal or Civil Actions

There is nothing to report on this item.

B. Administrative Enforcement Proceedings

There is nothing to report on this item.

C. Self-Regulatory Organization Enforcement Proceedings

There is nothing to report on this item.

Item 10. Other Financial Industry Activities and Affiliations

A. Broker-Dealer or Representative Registration

Neither Pactolus nor its affiliates are registered broker-dealers and do not have an application to register pending.

B. Futures or Commodity Registration

Neither Pactolus nor its affiliates are registered as a commodity firm, futures commission merchant, commodity pool operator, or commodity trading advisor and do not have an application to register pending.

C. Material Relationships Maintained by this Advisory Business and Conflicts of Interest

C.1. Envestnet

Pactolus has formed a strategic relationship with Envestnet Asset Management ("EAM") whereby EAM will function as the Platform Manager in its Unified Managed Account Program. EAM will make available through this platform various third-party managers to manage Pactolus advisory clients' portfolio assets. Envestnet acts as adviser and various third-party managers act as sub-advisers to EAM. The third-party sub-advisers receive a portion of EAM's advisory fee.

D. Recommendation or Selection of Other Investment Advisors and Conflicts of Interest

Pactolus does not receive any remuneration from advisers, investment managers, or other service providers that it recommends to clients.

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

A. Code of Ethics Description

In accordance with the Advisers Act, Pactolus has adopted policies and procedures designed to detect and prevent insider trading. In addition, Pactolus has adopted a Code of Ethics (the "Code"). Among other things, the Code includes written procedures governing the conduct of Pactolus's advisory and access persons. The Code also imposes certain reporting obligations on persons subject to the Code. The Code and applicable securities transactions are monitored by the chief compliance officer of Pactolus. Pactolus, upon written request from the client, will send to the client a copy of its Code of Ethics.

Pactolus has policies and procedures in place to ensure that the interests of its clients are held in preference over those of Pactolus, its affiliates and its employees. For example, there are policies in place to prevent the misappropriation of material non-public information, and such other policies and procedures reasonably designed to comply with federal and state securities laws.

B. Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

Pactolus does not engage in principal trading (i.e., the practice of selling stock to advisory clients from a firm's inventory or buying stocks from advisory clients into a firm's inventory). In addition, Pactolus does not recommend any securities to advisory clients in which it has some proprietary or ownership interest.

C. Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

Pactolus, its affiliates, employees and their families, trusts, estates, charitable organizations and retirement plans established by it may purchase the same securities as are purchased for clients in accordance with its Code of Ethics policies and procedures. The personal securities transactions by advisory representatives and employees may raise potential conflicts of interest when they trade in a security that is:

- owned by the client, or
- considered for purchase or sale for the client.

Such conflict generally refers to the practice of front-running (trading ahead of the client), which Pactolus specifically prohibits. Pactolus has adopted policies and procedures that are intended to address these conflicts of interest. These policies and procedures:

- require our advisory representatives and employees to act in the client's best interest,
- prohibit front-running, and
- provide for the review of transactions to discover and correct any trades that result in an advisory representative or employee benefitting at the expense of a client.

Advisory representatives and employees must follow Pactolus's procedures when purchasing or selling the same securities purchased or sold for the client.

D. Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

Pactolus, its affiliates, employees and their families, trusts, estates, charitable organizations, and retirement plans established by it may effect securities transactions for their own accounts that differ from those recommended or effected for other Pactolus clients. Pactolus will make a reasonable attempt to trade securities in client accounts at or prior to trading the securities in its affiliate, corporate, employee or employee-related accounts. Trades executed the same day will likely be subject to an average pricing calculation. It is the policy of Pactolus to place the client's interests above those of Pactolus and its employees.

Item 12. Brokerage Practices

A. Factors Used to Select Broker-Dealers for Client Transactions

Pactolus may recommend/require that clients establish brokerage accounts with Fidelity Institutional Wealth Services, a FINRA-registered broker dealer, member SIPC, (hereinafter referred to as "custodian"), to maintain custody of clients' assets and to effect trades for their accounts. Although Pactolus may recommend/require that clients establish accounts at the custodian, it is the client's decision to custody assets with the custodian. Pactolus is independently owned and operated and not affiliated with the custodian.

For Pactolus client accounts maintained in its custody, the custodian generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through the custodian or that settle into custodian accounts.

A.1. Institutional Trading and Custody Services

Such custodians provide Pactolus with access to their institutional trading and custody services, which are typically not available to the custodian's retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a certain minimum amount of the advisor's clients' assets are maintained in accounts at a particular custodian. These services are not contingent upon Pactolus committing to a custodian any specific amount of business (assets in custody or trading commissions). The custodian's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

A.2. Other Products and Services

The custodian also makes available to Pactolus software and other technology that

- provide access to client account data (such as trade confirmations and account statements)
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- provide research, pricing and other market data
- facilitate payment of Pactolus's fees from its clients' accounts
- assist with back-office functions, recordkeeping and client reporting

The custodian also offers other services intended to help Pactolus manage and further develop its business enterprise. These services may include

- compliance, legal and business consulting
- publications and conferences on practice management and business succession
- access to employee benefits providers, human capital consultants and insurance providers

The custodian may make available, arrange and/or pay third-party vendors for the types of services rendered to Pactolus. The custodian may discount or waive fees it would otherwise charge for some of these services or all or a part of the fees of a third-party providing these services to Pactolus. The custodian may also provide other benefits such as educational events or occasional business entertainment of Pactolus personnel. In evaluating whether to recommend or require that clients custody their assets at the custodian, Pactolus may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely on the nature, cost or quality of custody and brokerage services provided by the custodian, which may create a potential conflict of interest.

A.3. Independent Third Parties

In addition, the custodian may make available, arrange and/or pay for these types of services rendered to Pactolus by independent third parties. These custodians may discount or waive fees they would otherwise charge for some of these services, or pay all or a part of the fees of a third party providing these services to Pactolus. As a fiduciary, Pactolus endeavors to act in its clients' best interests. Pactolus's recommendation that clients maintain their assets in accounts at one of these custodians may be based in part on the benefit to Pactolus of the availability of some of the foregoing products and services, and not solely on the nature, cost or quality of custody and brokerage services provided by these various custodians, which may create a potential conflict of interest.

In certain instances and subject to approval by Pactolus, Pactolus will recommend to clients certain other broker-dealers and/or custodians based on the needs of the individual client, and taking into consideration the nature of the services required, the experience of the broker-dealer or custodian, the cost and quality of the services, and the reputation of the broker-dealer or custodian. The final determination to engage a broker-dealer or custodian recommended by Pactolus will be made by and in the sole discretion of the client. The client recognizes that broker-dealers and/or custodians have different cost and fee structures and trade execution capabilities. As a result, there may be disparities with respect to the cost of services and/or the transaction prices for securities transactions executed on behalf of the client. Clients are responsible for assessing the commissions and other costs charged by broker-dealers and/or custodians.

A.4. Additional Compensation Received from Custodians

Pactolus participates in institutional customer programs sponsored by broker-dealers or custodians. Pactolus may recommend these broker-dealers or custodians to clients for custody and brokerage services. There is no direct link between Pactolus's participation in such programs and the investment advice it gives to its clients, although Pactolus receives economic benefits through its participation in the programs that are typically not available to retail investors. These benefits may include the following products and services (provided without cost or at a discount):

- Receipt of duplicate client statements and confirmations
- Research-related products and tools

- Consulting services
- Access to a trading desk serving Pactolus participants
- Access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts)
- The ability to have advisory fees deducted directly from client accounts
- Access to an electronic communications network for client order entry and account information
- Access to mutual funds with no transaction fees and to certain institutional money managers
- Discounts on compliance, marketing, research, technology, and practice management products or services provided to Pactolus by third-party vendors

The custodian may also pay for business consulting and professional services received by Pactolus's related persons, and may pay or reimburse expenses (including travel, lodging, meals and entertainment expenses for Pactolus's personnel to attend conferences). Some of the products and services made available by such custodian through its institutional customer programs may benefit Pactolus but may not benefit its client accounts. These products or services may assist Pactolus in managing and administering client accounts, including accounts not maintained at the custodian as applicable. Other services made available through the programs are intended to help Pactolus manage and further develop its business enterprise. The benefits received by Pactolus or its personnel through participation in these programs do not depend on the amount of brokerage transactions directed to the broker-dealer.

Pactolus also participates in similar institutional advisor programs offered by other independent broker-dealers or trust companies, and its continued participation may require Pactolus to maintain a predetermined level of assets at such firms. In connection with its participation in such programs, Pactolus will typically receive benefits similar to those listed above, including research, payments for business consulting and professional services received by Pactolus's related persons, and reimbursement of expenses (including travel, lodging, meals and entertainment expenses for Pactolus's personnel to attend conferences sponsored by the broker-dealer or trust company).

As part of its fiduciary duties to clients, Pactolus endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Pactolus or its related persons in and of itself creates a potential conflict of interest and may indirectly influence Pactolus's recommendation of broker-dealers such as Fidelity for custody and brokerage services.

B. Aggregating Securities Transactions for Client Accounts

B.1. Best Execution

Pactolus, pursuant to the terms of its investment advisory agreement with clients, has discretionary authority to determine which securities are to be bought and sold, the price of such securities, the executing broker, and the commission rates to be paid to effect such

transactions. Pactolus recognizes that the analysis of execution quality involves a number of factors, both qualitative and quantitative. To consider all of these factors, Pactolus will follow a process in an attempt to ensure that it is seeking to obtain the most favorable execution under the prevailing circumstances when placing client orders. These factors include but are not limited to

- The financial strength, reputation and stability of the broker
- The efficiency with which the transaction is effected
- The ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any)
- The availability of the broker to stand ready to effect transactions of varying degrees of difficulty in the future
- The efficiency of error resolution, clearance and settlement
- Block trading and positioning capabilities
- Performance measurement
- Online access to computerized data regarding customer accounts
- Availability, comprehensiveness, and frequency of brokerage and research services
- Commission rates
- The economic benefit to the client
- Related matters involved in the receipt of brokerage services

Consistent with its fiduciary responsibilities, Pactolus seeks to ensure that clients receive best execution with respect to the client's transactions in mutual fund shares by blocking client trades to reduce transactions costs. To the best of Pactolus's knowledge, these custodians provide high-quality mutual fund execution, and Pactolus's clients do not pay higher transaction costs in return for such execution.

Commission rates and securities transaction fees charged to effect such transactions are established by the client's independent custodian and/or broker-dealer. Based upon its own knowledge of the securities industry, Pactolus believes that such commission rates are competitive within the securities industry. Lower commissions or better execution may be able to be achieved elsewhere.

B.2. Directed Brokerage

B.2.a. Pactolus Recommendations

Pactolus typically recommends Fidelity as custodian for clients' funds and securities and to execute securities transactions on its clients' behalf.

B.2.b. Client-Directed Brokerage

Occasionally a client may direct Pactolus to use a particular broker-dealer to execute portfolio transactions for its account or request that certain types of securities not be purchased for its account. Clients who designate the use of a particular broker-dealer should be aware that they

will lose any possible advantage Pactolus derives from aggregating transactions. Such client trades are typically effected after the trades of clients who have not directed the use of a particular broker-dealer. Pactolus loses the ability to aggregate trades with other Pactolus advisory clients, potentially subjecting the client to inferior trade execution prices as well as higher commissions.

B.3. Security Allocation

Since Pactolus may be managing accounts with similar investment objectives, Pactolus may aggregate orders for securities for such accounts. In such event, allocation of the securities so purchased or sold, as well as expenses incurred in the transaction, is made by Pactolus in the manner it considers to be the most equitable and consistent with its fiduciary obligations to such accounts.

Pactolus's allocation procedures seek to allocate investment opportunities among clients in the fairest possible way, taking into account the clients' best interests. Pactolus will follow procedures to ensure that allocations do not involve a practice of favoring or discriminating against any client or group of clients. Account performance is never a factor in trade allocations.

Pactolus's advice to certain clients and entities and the action of Pactolus for those and other clients are frequently premised not only on the merits of a particular investment, but also on the suitability of that investment for the particular client in light of his or her applicable investment objective, guidelines and circumstances. Thus, any action of Pactolus with respect to a particular investment may, for a particular client, differ or be opposed to the recommendation, advice, or actions of Pactolus to or on behalf of other clients.

B.4. Order Aggregation

Orders for the same security entered on behalf of more than one client will generally be aggregated (i.e., blocked or bunched) subject to the aggregation being in the best interests of all participating clients. Subsequent orders for the same security entered during the same trading day may be aggregated with any previously unfilled orders. Subsequent orders may also be aggregated with filled orders if the market price for the security has not materially changed and the aggregation does not cause any unintended duration exposure. All clients participating in each aggregated order will receive the average price and, subject to minimum ticket charges and possible step outs, pay a pro rata portion of commissions.

To minimize performance dispersion, "strategy" trades should be aggregated and average priced. However, when a trade is to be executed for an individual account and the trade is not in the best interests of other accounts, then the trade will only be performed for that account. This is true even if Pactolus believes that a larger size block trade would lead to best overall price for the security being transacted.

B.5. Allocation of Trades

All allocations will be made prior to the close of business on the trade date. In the event an order is "partially filled", the allocation will be made in the best interests of all the clients in the order, taking into account all relevant factors including, but not limited to, the size of each

client's allocation, clients' liquidity needs and previous allocations. In most cases, accounts will get a pro forma allocation based on the initial allocation. This policy also applies if an order is "over-filled."

Pactolus acts in accordance with its duty to seek best price and execution and will not continue any arrangements if Pactolus determines that such arrangements are no longer in the best interest of its clients.

B.6. Soft Dollar Arrangements

Pactolus does not utilize soft dollar arrangements. Pactolus does not direct brokerage transactions to executing brokers for research and brokerage services.

B.7. Brokerage for Client Referrals

Pactolus does not engage in the practice of directing brokerage commissions in exchange for the referral of advisory clients.

Item 13. Review of Accounts

A. Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

The review of accounts of ultra high-net-worth and affluent clients, including corporations, partnerships, and trusts, are conducted in the first instance by the Pactolus investment advisor representative servicing the client relationship. Such professionals are subject to the general authority of Pactolus's Manager ("Manager"). The Manager or his designee(s) must review and approve the opening of each new advisory relationship and oversee reviews of client accounts. The Manager or his designee(s) is also responsible for ensuring that any significant change in a client's investment strategy or in the concentration of a client's assets is appropriate for and has been reviewed with the client.

B. Review of Client Accounts on Non-Periodic Basis

Pactolus may perform ad hoc reviews on an as-needed basis if there have been material changes in the client's investment objectives or risk tolerance, or a material change in how Pactolus formulates investment advice.

C. Content of Client-Provided Reports and Frequency

In addition to monthly statements (no less frequently than quarterly) provided by the client's Custodian, which detail transaction activity, holdings, and portfolio value, Pactolus engages a third party to produce quarterly client performance reports. Such performance reports detail account performance and risk metrics including standard deviation, investment-style drift metrics, comparison of account performance against appropriate benchmarks, and other such measures designed to identify the risk and performance of the client's investment portfolio.

The client's independent Custodian also provides regular account statements directly to the client. The Custodian's statement is the official record of the client's account and supersedes any statements or reports created on behalf of the client by Pactolus.

Item 14. Client Referrals and Other Compensation

A. Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest

There is nothing to report on this item.

B. Advisory Firm Payments for Client Referrals

Pactolus does not make payment for client referrals.

Item 15. Custody

Clients will receive at least quarterly account statements directly from their custodian containing a description of all activity, cash balances and portfolio holdings in the client's account. Pactolus urges that clients compare the account balance(s) shown on their Pactolus Quarterly Portfolio Review to the quarter-end balance(s) on their custodian's monthly statement. The custodian's statement is the official record of the account.

Item 16. Investment Discretion

Clients may grant a limited power of attorney to Pactolus with respect to trading activity in their accounts by signing the appropriate custodian limited power of attorney form. In those cases, Pactolus will exercise full discretion as to the nature and type of securities to be purchased and sold, the amount of securities for such transactions, the amount of commissions to be paid, and the executing broker to be used. Investment limitations may be designated by the client as outlined in the investment advisory agreement.

Item 17. Voting Client Securities

Pactolus will not take any action with respect to voting of proxies solicited by, or with respect to, the issuers of securities in which a client's assets may be invested. On occasion, Pactolus may provide advice to clients on the voting proxies; however, the ultimate responsibility for such voting rests with the client. All proxy-related materials received directly by Pactolus will be forwarded to the client for direct action.

From time to time, securities held in the accounts of clients will be the subject of class action lawsuits. Pactolus has no obligation to determine if securities held by the client are subject to a pending or resolved class action lawsuit. Pactolus also has no duty to evaluate a client's eligibility or to submit a claim to participate in the proceeds of a securities class action settlement or verdict. Furthermore, Pactolus has no obligation or responsibility to initiate litigation to recover damages on behalf of clients who may have been injured as a result of actions, misconduct or negligence by corporate management of issuers whose securities are held by clients.

Where Pactolus receives written or electronic notice of a class action lawsuit, settlement or verdict affecting securities owned by a client, it will forward all notices, proof of claim forms and other materials to the client. Electronic mail is acceptable where appropriate and where the client has authorized contact in this manner.

Item 18. Financial Disclosures

A. Balance Sheet

Pactolus does not require the prepayment of fees of \$1,200 or more, six months or more in advance.

B. Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

Pactolus does not have any financial issues that would impair its ability to provide services to clients.

C. Bankruptcy Petitions During the Past Ten Years

There is nothing to report on this item.