

Disclosure Brochure

March 22, 2012

Tembion Capital Management, LLC

a Registered Investment Adviser

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This brochure provides information about the qualifications and business practices of Tembion Capital Management, LLC (hereinafter "Tembion Capital Management, LLC"). If you have any questions about the contents of this brochure, please contact Alyssa Kolber at (201) 705-1200. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about Tembion Capital Management, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Tembion Capital Management, LLC is an SEC registered investment adviser. Registration does not imply any level of skill or training.

Item 2. Material Changes

This Item discusses only the material changes that have occurred since Tembion Capital Management, LLC's last annual update. Since this is Tembion Capital Management, LLC's initial Disclosure Brochure, there are no material changes to report.

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Firm Disclosure Brochure

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Item 4. Advisory Business

Tembion Capital Management, LLC provides financial planning, consulting, and investment management services. Prior to engaging Tembion Capital Management, LLC to provide any of the foregoing investment advisory services, the client is required to enter into one or more written agreements with Tembion Capital Management, LLC setting forth the terms and conditions under which Tembion Capital Management, LLC renders its services (collectively the “*Agreement*”).

Tembion Capital Management, LLC has been in business since January 2012 and is principally owned by Interim Holdings, LLC. As of the date of this filing, Tembion Capital Management, LLC has not begun to conduct advisory business and therefore does not have any assets under management.

This Disclosure Brochure describes the business of Tembion Capital Management, LLC. Certain sections will also describe the activities of *Supervised Persons*. *Supervised Persons* are any of Tembion Capital Management, LLC’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on Tembion Capital Management, LLC’s behalf and is subject to Tembion Capital Management, LLC’s supervision or control.

Financial Planning and Consulting Services

Tembion Capital Management, LLC may provide its clients with a broad range of comprehensive financial planning and consulting services. These services are tailored based on the individual needs of the client, but may include retirement, education, estate, business, insurance, and tax planning, as well as cash flow and portfolio analysis. As part of its portfolio analysis, the firm reviews current holdings to assess strength and weaknesses.

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

any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising Tembion Capital Management, LLC's previous recommendations and/or services.

Investment Management Services

Clients may engage Tembion Capital Management, LLC to manage all or a portion of their assets on a discretionary or non-discretionary basis. Tembion Capital Management, LLC primarily allocates clients' investment management assets among open-end mutual funds, closed-end mutual funds, exchange-traded funds ("ETFs"), individual debt and equity securities and/or options in accordance with the investment objectives of the client. Tembion Capital Management, LLC also provides advice about any type of investment held in clients' portfolios.

Tembion Capital Management, LLC tailors its advisory services to the individual needs of clients. Tembion Capital Management, LLC consults with clients initially and on an ongoing basis to determine risk tolerance, time horizon and other factors that may impact the clients' investment needs. Tembion Capital Management, LLC ensures that clients' investments are suitable for their investment needs, goals, objectives and risk tolerance.

Clients are advised to promptly notify Tembion Capital Management, LLC if there are changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon Tembion Capital Management, LLC's management services. Clients may impose reasonable restrictions or mandates on the management of their account if, in Tembion Capital Management, LLC's sole discretion, the conditions will not materially impact the performance of a portfolio strategy or prove overly burdensome to its management efforts.

Sponsor / Manager of Wrap Program

Tembion Capital Management, LLC is the sponsor and manager of the Tembion Capital Management Wrap Program (the "*Program*"), a wrap fee program. In the event the client participates in the *Program*, Tembion Capital Management, LLC provides its investment management services and arranges for brokerage transactions under a single annualized fee. Participants in the *Program* may pay a higher aggregate fee than if investment management and brokerage services are purchased separately. A complete description of the *Program's* terms and conditions (including fees) are contained in the *Program's* wrap fee brochure. There is no difference between how wrap accounts are managed versus accounts outside Tembion Capital Management, LLC's wrap program.

Item 5. Fees and Compensation

Tembion Capital Management, LLC offers its services on a fee basis, which may include hourly and/or fixed fees, as well as fees based upon assets under management.

Financial Planning and Consulting Fees

Tembion Capital Management, LLC may charge a fixed fee or hourly fee for financial planning and/or consulting services. These fees are negotiable, but generally range from \$1,000 to \$3,000 on a fixed fee basis, or \$400 on an hourly rate basis, depending upon the level and scope of the services and the professional rendering the financial planning and/or consulting services. If the client engages Tembion Capital Management, LLC for additional investment advisory services, Tembion Capital Management, LLC may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services.

Prior to engaging Tembion Capital Management, LLC to provide financial planning and/or consulting services, the client is required to enter into a written agreement with Tembion Capital Management, LLC setting forth the terms and conditions of the engagement. Payment in full for financial planning and/or consulting services is due upon completion of the agreed upon services.

Investment Management Fee

Tembion Capital Management, LLC provides investment management services for an annual fee based upon a percentage of the market value of the assets being managed by the firm. Tembion Capital Management, LLC's annual fee is prorated and charged monthly, in arrears, based upon the average daily market value of the assets being managed by Tembion Capital Management, LLC during the prior month. The annual fee varies depending upon the market value of the assets under management, as follows:

<u>PORTFOLIO VALUE</u>	<u>BASE FEE</u>
up to \$100,000	1.50%
\$100,000 - \$500,000	1.25%
Above \$500,000	1.00%

In addition to the firm's management fee, clients are responsible for paying gross receipts tax at the applicable rate for the city of Santa Fe, NM.

If the client engages Tembion Capital Management, LLC for a disproportionate amount of services, Tembion Capital Management, LLC may adjust its management fee accordingly. The firm will notify the client of the revised fee prior to entering into an *Agreement*.

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Tembion Capital Management, LLC's annual fee is exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. Tembion Capital Management, LLC does not, however, receive any portion of these commissions, fees, and costs.

Tembion Capital Management, LLC may, in its sole discretion, negotiate to charge a lower base fee depending on a client's unique circumstances (e.g. frequency of trading, value of related accounts, or *pro bono* activities).

Fees Charged by Financial Institutions

As further discussed in response to Item 12 (below), Tembion Capital Management, LLC generally recommends that clients utilize the brokerage and clearing services of an independent broker-dealer for investment management accounts.

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

Clients may incur certain charges and fees imposed by the *Financial Institutions* and other third parties such as custodial fees, charges imposed directly by a mutual fund or ETF in the account which are disclosed in the fund's prospectus (e.g. fund management fees and expenses, front-end loads, and deferred sales charges), wire transfer fees, security transaction fees, account closure fees, and taxes. Such charges and fees are exclusive of and in addition to Tembion Capital Management, LLC's fee."

Tembion Capital Management, LLC's *Agreement* and the separate agreement with any *Financial Institutions* authorize Tembion Capital Management, LLC to debit the client's account for the amount of Tembion Capital Management, LLC's fee and to directly remit that management fee to Tembion Capital Management, LLC. Any *Financial Institutions* recommended by Tembion Capital Management, LLC have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Tembion Capital Management, LLC. Financial planning clients may elect to have Tembion Capital Management, LLC send an invoice for payment.

Fees for Management During Partial Months of Service

For the initial period of investment management services, the fees are calculated on a *pro rata* basis.

The *Agreement* between Tembion Capital Management, LLC and the client will continue in effect until terminated by either party pursuant to the terms of the *Agreement*. Tembion Capital Management, LLC's fees are prorated through the date of termination and any remaining balance is charged or refunded to the client, as appropriate.

Clients may make additions to and withdrawals from their account at any time, subject to Tembion Capital Management, LLC's right to terminate an account. Additions may be in cash or securities provided that Tembion Capital Management, LLC reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets on notice to Tembion Capital Management, LLC, subject to the usual and customary securities settlement procedures. However, Tembion Capital Management, LLC designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. Tembion Capital Management, LLC may consult with its clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

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

Tembion Capital Management, LLC does not provide any services for performance-based fees. Performance-based fees are those based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7. Types of Clients

Tembion Capital Management, LLC provides its services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

Tembion Capital Management, LLC does not impose a minimum portfolio size.

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

Methods of Analysis

Tembion Capital Management, LLC's primary methods of analysis are fundamental, technical and cyclical analysis.

Fundamental analysis involves attempting to measure the intrinsic value of an investment based on financial condition, capabilities of management, earnings, new products and services, as well

as the company's markets and position among its competition. Opportunities and risk are uncovered by comparing intrinsic value against current market price. While such analysis offers the potential for increased returns and protection of principal, there is also the risk of loss or underperformance should overall market or investment specific conditions deteriorate, or should expected competitive advantages ultimately prove unfounded or unjustified.

Technical analysis involves attempting to predict future performance by comparing current trends to historical data, with the understanding that historical patterns often repeat themselves. While such analysis offers the potential for increased returns and protection of principal, there is also the risk of loss or underperformance should actual behaviors fail to follow expected historical patterns.

Cyclical analysis involves attempting to estimate future performance based the present status of the economy relative to a typical business cycle and how specific investments tend to perform relative to each other as a business cycle advances. While such analysis offers the potential for increased returns and protection of principal, there is also the risk of loss or underperformance should actual behaviors fail to follow expected historical patterns.

Investment Strategies

Tembion Capital Management, LLC manages accounts for superior long-term return while striving to limit losses during periods of severe stock market decline. The firm maintains and adapts a number of portfolio models that provide differing levels of stock market upside participation and downside protection. Two basic strategies are used: (1) asset allocation and (2) options/bonds. Asset allocation strategies combine investments with distinctly different characteristics (asset classes) that in aggregate are expected to optimize expected long-term return for a given risk tolerance. Options/bonds strategies combine a bond-focused core portfolio with a modest investment in equity index call options contracts or equity ETF call options contracts. This combination can produce a portfolio that is able to closely track stock markets during periods of appreciation while significantly limiting losses during periods of decline.

With asset allocation, there is the risk of loss or underperformance should asset classes that have historically been negatively correlated or uncorrelated drop in value simultaneously or if future correlations fail to follow historical trends. With options/bonds strategies, there is the risk of loss or underperformance if call option prices are prohibitively high or if total return on the bond portfolio is less than anticipated.

Risks of Loss

Open-End Mutual Funds, Closed-End Mutual Funds, and Exchange-Traded Funds (ETFs)

An investment in an open-end mutual fund, closed-end mutual fund, or ETF involves risk, including the loss of principal. These instruments are necessarily subject to the risks stemming from the individual issuers of the fund's underlying securities. Shareholders are liable for taxes on any fund-level capital gains. At least once per year the funds are required by law to pass through net capital gains.

Shares of closed-end funds and ETFs are listed on securities exchanges. ETFs can also be traded at negotiated prices in the secondary market. Generally, closed end funds and ETFs trade at or near NAV, which is generally calculated at least once daily. However, certain inefficiencies may cause the shares to trade at a premium or discount to their NAV. There is no guarantee that an active secondary market for ETF shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Options

Options allow investors to buy or sell a security at a contracted "strike" price (not necessarily the current market price) at or within a specific period of time. Clients may pay or collect a premium for buying or selling an option. Investors transact in options to either hedge (limit) losses in an attempt to reduce risk or to speculate on the performance of the underlying securities. Options transactions contain a number of inherent risks, including the partial or total loss of principal in the event that the value of the underlying security or index does not increase/decrease to the level of the respective strike price. Holders of options contracts are also subject to default by the option writer which may be unwilling or unable to perform its contractual obligations.

Management Through Similarly Managed Accounts

Tembion Capital Management, LLC manages portfolios by allocating portfolio assets among various mutual funds and other securities on a discretionary basis using one or more of its proprietary investment strategies (collectively referred to as "*investment strategy*"). In so doing, Tembion Capital Management, LLC buys, sells, exchanges and/or transfers shares of mutual funds and other securities based upon the *investment strategy*.

Tembion Capital Management, LLC's management using the *investment strategy* complies with the requirements of Rule 3a-4 of the Investment Company Act of 1940, as amended. Rule 3a-4 provides similarly managed accounts, such as the *investment strategy*, with a safe harbor from the definition of an investment company.

Securities in the *investment strategy* are usually exchanged and/or transferred without regard to a client's individual tax ramifications. Certain investment opportunities that become available to Tembion Capital Management, LLC's clients may be limited. For example, various mutual funds

or insurance companies may limit the ability of Tembion Capital Management, LLC to buy, sell, exchange or transfer securities consistent with its *investment strategy*. As further discussed in response to Item 12B (below), Tembion Capital Management, LLC allocates investment opportunities among its clients on a fair and equitable basis.

Use of Margin

To the extent that a client authorizes the use of margin, and margin is thereafter employed by Tembion Capital Management, LLC in the management of the client's investment portfolio, the market value of the client's account and corresponding fee payable by the client to Tembion Capital Management, LLC will not be increased.

While the use of margin borrowing can substantially improve returns, such use may also increase the adverse impact to which a client's portfolio may be subject. Borrowings will usually be from securities brokers and dealers and will typically be secured by the client's securities and/or other assets. Under certain circumstances, such a broker-dealer may demand an increase in the collateral that secures the client's obligations and if the client were unable to provide additional collateral, the broker-dealer could liquidate assets held in the account to satisfy the client's obligations to the broker-dealer. Liquidation in that manner could have extremely adverse consequences. In addition, the amount of the client's borrowings and the interest rates on those borrowings, which will fluctuate, will have a significant effect on the client's profitability.

General Risk of Loss

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

Item 9. Disciplinary Information

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

Item 10. Other Financial Industry Activities and Affiliations

Tembion Capital Management, LLC is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons. Tembion Capital Management, LLC does not have any required disclosures to this Item.

Item 11. Code of Ethics

Tembion Capital Management, LLC and persons associated with Tembion Capital Management, LLC (“Associated Persons”) are permitted to buy or sell securities that it also recommends to clients consistent with Tembion Capital Management, LLC’s policies and procedures.

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

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

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

Clients and prospective clients may contact Tembion Capital Management, LLC to request a copy of its *Code of Ethics*.

Item 12. Brokerage Practices

Tembion Capital Management, LLC generally recommends that clients utilize the brokerage and clearing services of Charles Schwab & Co., Inc. ("*Schwab*") for investment management accounts.

Factors which Tembion Capital Management, LLC considers in recommending *Schwab* or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. *Schwab* enables Tembion Capital Management, LLC to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. In addition, *Schwab* has agreed to compensate clients for any transfer fees that may be assessed for moving their account(s) to *Schwab*. The commissions and/or transaction fees charged by *Schwab* may be higher or lower than those charged by other *Financial Institutions*.

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

Tembion Capital Management, LLC periodically and systematically reviews its policies and procedures regarding its recommendation of *Financial Institutions* in light of its duty to obtain best execution.

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

Management, LLC's sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

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

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which assist Tembion Capital Management, LLC in its investment decision-making process. Such research generally will be used to service all of Tembion Capital Management, LLC's clients, but brokerage

commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because Tembion Capital Management, LLC does not have to produce or pay for the products or services.

Software and Support Provided by Financial Institutions

Tembion Capital Management, LLC may receive from *Schwab*, without cost to Tembion Capital Management, LLC, computer software and related systems support, which allow Tembion Capital Management, LLC to better monitor client accounts maintained at *Schwab*. Tembion Capital Management, LLC may receive the software and related support without cost because Tembion Capital Management, LLC renders investment management services to clients that maintain assets at *Schwab*. The software and support is not provided in connection with securities transactions of clients (i.e. not "soft dollars"). The software and related systems support may benefit Tembion Capital Management, LLC, but not its clients directly. In fulfilling its duties to its clients, Tembion Capital Management, LLC endeavors at all times to put the interests of its clients first. Clients should be aware, however, that Tembion Capital Management, LLC's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence Tembion Capital Management, LLC's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Additionally, Tembion Capital Management, LLC may receive the following benefits from *Schwab* through its Schwab Institutional division: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services the Schwab Institutional participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information. *Schwab* has also agreed to provide to Tembion Capital Management, LLC financial assistance for software purchase, website design, and technology consulting.

Item 13. Review of Accounts

For those clients to whom Tembion Capital Management, LLC provides investment management services, Tembion Capital Management, LLC monitors those portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. For those clients to whom Tembion Capital Management, LLC provides financial planning and/or consulting services, reviews are conducted on an "as needed" basis. Such reviews are conducted by one of Tembion Capital Management, LLC's investment adviser representatives.

All investment advisory clients are encouraged to discuss their needs, goals, and objectives with Tembion Capital Management, LLC and to keep Tembion Capital Management, LLC informed of any changes thereto. Tembion Capital Management, LLC contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

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

Those clients to whom Tembion Capital Management, LLC provides financial planning and/or consulting services will receive reports from Tembion Capital Management, LLC summarizing its analysis and conclusions as requested by the client or otherwise agreed to in writing by Tembion Capital Management, LLC.

Item 14. Client Referrals and Other Compensation

Tembion Capital Management, LLC is required to disclose any relationship or arrangement where it receives an economic benefit from a third party (non-client) for providing advisory services. In addition, Tembion Capital Management, LLC is required to disclose any direct or indirect compensation that it provides for client referrals.

Tembion Capital Management, LLC does not provide any direct or indirect compensation for client referrals. The firm may receive economic benefits from non-clients for providing advice or other advisory services to clients. This type of relationship poses a conflict of interest and any such relationship is disclosed in response to Item 12, above.

Item 15. Custody

Tembion Capital Management, LLC's *Agreement* and/or the separate agreement with any *Financial Institution* may authorize Tembion Capital Management, LLC through such *Financial Institution* to debit the client's account for the amount of Tembion Capital Management, LLC's fee and to directly remit that management fee to Tembion Capital Management, LLC in accordance with applicable custody rules.

The *Financial Institutions* recommended by Tembion Capital Management, LLC have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Tembion Capital Management, LLC. In addition, as discussed in Item 13, Tembion Capital Management, LLC also sends periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the *Financial Institutions* and compare them to those received from Tembion Capital Management, LLC.

Item 16. Investment Discretion

Tembion Capital Management, LLC may be given the authority to exercise discretion on behalf of clients. Tembion Capital Management, LLC is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. Tembion Capital Management, LLC is given this authority through a power-of-attorney included in the agreement between Tembion Capital Management, LLC and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). Tembion Capital Management, LLC takes discretion over the following activities:

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

Item 17. Voting Client Securities

Tembion Capital Management, LLC is required to disclose if it accepts authority to vote client securities. Tembion Capital Management, LLC does not vote client securities on behalf of its clients. Clients receive proxies directly from the *Financial Institutions*.

Item 18. Financial Information

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

Tembion Capital Management, LLC

a Registered Investment Adviser

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Prepared by:



MARKETCOUNSEL®
The Adviser's Advisor®