

Regent Investment Management LLC

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Form ADV Part 2A—Firm Brochure

This brochure provides information about the qualifications and business practices of Regent Investment Management LLC. If you have questions about the contents of the brochure, please contact us at the above address or steve@regentinvest.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about Regent Investment Management LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 Material Changes

Material Changes Since the Last Update

This Firm Brochure has been updated to reflect Regent Investment Management LLC's ("Regent") spinoff from Mainstream Investment Advisers, LLC as of July 1, 2012. This Firm Brochure has been materially changed to include disclosures regarding Regent's investment supervisory services to and management of investment advisory accounts for individuals, institutions and various other types of entities using a variety of strategies, including:

- separately-managed accounts for individual client investment objectives,
- Regent's momentum strategy, and
- Regent's tax-managed strategy.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at 502-719-1000 or by email at steve@regentinvest.com.

Item 3 Table of Contents

Form ADV Part 2A—Firm Brochure	1
Item 2 Material Changes.....	2
Material Changes Since the Last Update.....	2
Full Brochure Available	2
Item 3 Table of Contents.....	3
Item 4 Advisory Business	4
Item 5 Fees and Compensation	5
Separately Managed Accounts for Individual Client Investment Objectives.....	5
Momentum Strategy – Individually Managed Accounts.....	5
Termination of Individually Managed Accounts.....	6
Limited Partnerships.....	6
High Watermark Example (not based on actual performance).....	7
High Watermark and Loss Carryforward Examples (not based on actual performance).....	8
Additional Capital Contributions into the Limited Partnerships	10
Withdrawals from Limited Partnerships.....	10
Item 6 Performance-Based Fees and Side-By-Side Management	10
Item 7 Types of Clients.....	10
Item 8 Methods of Analysis, Investment Strategies and Risk of Loss.....	11
Methods of Analysis	11
Separately-Managed Accounts for Individual Client Investment Objectives.....	11
Momentum Strategy	12
Tax-Managed Strategy	12
Retirement Plan Consulting.....	13
Trade Errors	13
Risks	13
Item 9 Disciplinary Information	13
Item 10 Other Financial Industry Activities and Affiliations	14
Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	14
Item 12 Brokerage Practices	14
Separately Managed Accounts for Individual Client Investment Objectives, Tax-Managed and Momentum Strategies.....	15
Item 13 Review of Accounts.....	15
Momentum Strategy	15
Tax-Managed Strategy	16
Separately Managed Accounts for Individual Client Investment Objectives.....	16
Item 14 Client Referrals and Other Compensation.....	16
Item 15 Custody.....	17
Item 16 Investment Discretion.....	17
Item 17 Voting Client Securities.....	17
Item 18 Financial Information	18
Item 19 Requirements for State-Registered Advisers.....	18

Item 4 Advisory Business

Regent Investment Management LLC (“Regent”) began operations in mid-2012 as a spinoff from Mainstream Investment Advisers, LLC. Regent’s principals have provided the services described herein since 1990. Regent’s principal beneficial owners are Martin N. McClelland and Steven T. Naiser through The Regent Group, Inc.

We provide investment supervisory services to and manage investment advisory accounts for individuals, institutions and various other types of entities using a variety of strategies, including:

- separately-managed accounts for individual client investment objectives,
- momentum strategy, and
- tax-managed strategy.

In providing portfolio management services, Regent uses various types of instruments including:

- equity and equity-like securities,
- warrants,
- corporate debt securities,
- commercial paper,
- certificates of deposit,
- municipal securities,
- mutual fund shares,
- U.S. government securities, and
- option and future contracts and other derivative securities.

For our commingled funds, we will also short sell stocks, selling a stock we do not own, and purchasing, or buying it back, later.

Each client completes an investment questionnaire as part of opening an account. Regent manages money for clients with individually managed accounts according to their investment goals and risk tolerance. Clients may impose restrictions on investing in certain securities or types of securities. Monies invested in one of our commingled funds are managed according to the strategy for the particular fund.

Regent managed \$164.8 million in client assets as of July 1, 2012. All assets are managed on a discretionary basis.

Item 5 Fees and Compensation

Separately Managed Accounts for Individual Client Investment Objectives

Regent offers a percentage of assets under management fee structure for its accounts separately managed for your investment objectives. We generally receive an annual management fee equal to 1% of the closing value of the assets under our investment discretion, payable as set forth below. The fee is reduced at certain breakpoints for large accounts and in other specific circumstances. For certain asset classes and sub-advisory relationships, the annual fee is reduced to between 0.5% and 0.85%. The fee is payable quarterly in arrears (relating to the **past** time period) within the first five days after the end of each quarter and is equal to one-fourth of the applicable annual fee percentage multiplied by the closing value of your assets for the last full monthly period immediately preceding the end of the quarterly period, as reported on the statement sent to you by your custodian bank, trust company or brokerage firm. Certain clients, by agreement, pay management fees quarterly in advance (relating to the **future** time period). You may select whether you prefer fees to be deducted directly from your account or to be billed for fees incurred. From time to time, we may waive our management fees for principals and officers of our firm as well as their immediate family members.

If your assets are invested in mutual funds, you will pay both a direct management fee to Regent and indirect management fees through the mutual funds.

Fees for the quarter in which the account is opened or terminated will be prorated. If the account is not open as of the last full monthly period immediately preceding the end of the quarterly period, the prorated fee will be calculated based on the most recent closing value of your assets as reported by your custodian bank, trust company or brokerage firm. For certain accounts, the closing value will be as of the date used by your custodian bank, trust company or brokerage firm to determine the closing value of your assets as shown on the statement sent to you by the custodian for the end of such quarterly period.

You will also incur any custodial fees and brokerage and other transaction costs related to trading in your account (for further explanation, please see **Item 12 Brokerage Practices**).

Momentum Strategy – Individually Managed Accounts

Regent offers a percentage of assets under management fee structure for its individually managed accounts invested using the momentum strategy. We generally receive an annual management fee equal to 1% of the closing value of the assets under our investment discretion, payable as set forth below. For certain accounts, the fee is reduced to 0.9%. The fee is payable quarterly in arrears within the first five days after the end of each quarter and is equal to one-fourth of the applicable annual fee percentage multiplied by the closing value of your assets for the last full monthly period immediately preceding the end of the quarterly period, as reported on the statement sent to you by your custodian bank, trust company or brokerage firm. Certain clients, by agreement, pay management fees quarterly in advance. You may select whether you prefer fees to be deducted

directly from your account or to be billed for fees incurred. We may, from time to time, waive our management fees for our principals, officers and their immediate family members.

If your assets are invested in mutual funds, you will pay both a direct management fee to Regent and indirect management fees through the mutual funds.

Fees for the quarter in which the account is opened or terminated will be prorated. If the account is not open as of the last full monthly period immediately preceding the end of the quarterly period, the prorated fee will be calculated based on the most recent closing value of your assets as reported by your custodian bank, trust company or brokerage firm.

You will also incur brokerage and other transaction costs related to trading in your account (for further explanation, please see **Item 12 Brokerage Practices**).

Termination of Individually Managed Accounts. Under Regent's current form of investment advisory agreement, either party can terminate the agreement upon 30 days' prior written notice to the other party. If you have paid any management fees in advance, upon termination of the investment advisory agreement, we will refund to you a pro rata portion of the management fee as of the termination date. For example, if you pre pay your fee for a three month billing period but terminate at the end of two months, one-third of your fees will be refunded.

Limited Partnerships

Regent serves as the general partner of two limited partnerships. Participation in the limited partnerships is intended only for qualified persons or entities willing and financially able to assume the risks of a speculative investment with limited liquidity.

The limited partnerships provide a percentage of assets under management and performance-based fee structure. Performance-based fees are charged in compliance with Rule 205-3 of the Investment Advisers Act of 1940, as amended.

Regarding the limited partnership using the momentum strategy, Regent receives an investment performance allocation generally equal to an amount no greater than 20% of the increase in the account's allocated net assets in excess of a presumed investment return of 8% ("excess return"). However, the performance fee reallocation will be subject to a "high watermark" provision (see example below at the end of this Item 5). If your account value at the beginning of the calendar year is below your "high watermark," or highest previous year-end value, the amount reallocated from your capital account to Regent for the year will be 20% of the amount by which the "excess return" exceeds the amount which your account began the year below your "high water mark." If the "excess return" is not greater than the amount which your account began the year below your "high water mark," the amount reallocated from your capital account to Regent for the year will be \$0. In addition, a withdrawal from your capital account results in a proportional decrease in the "high watermark" provision.

High Watermark Example (not based on actual performance)

A client makes an initial contribution of \$1000 on 01/01/2007. Following are the account values for each year ending in 2009 (figures rounded to the dollar).

	(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)
Invest Year	Limited Partner Capital Account	Net Capital Appreciation/ (Depreciation)	Presumed Return 8%	Excess Return	Investment Performance Allocation Paid	Capital Account Net Performance Allocation	High Water Mark	Amount Ending Value Is Below High Water Mark
					(D-PRIOR YEAR H) x 20%	(PRIOR YEAR F+B- E)		(G-F)
01/01/07	\$1000					\$1000	\$1000	\$0
12/31/07	\$1330	\$330	\$80	\$250	\$50	\$1280	\$1280	\$0
12/31/08	\$1250	(\$30)	\$102	\$0	\$0	\$1250	\$1280	\$30
12/31/09	\$1600	\$350	\$100	\$250	\$44	\$1556	\$1556	\$0

The initial contribution is \$1000. In 2007, the client's account value increases by \$330 to \$1330. The presumed return of 8% on the \$1000 beginning value is \$80, so the client's excess return is \$250 (\$330 minus \$80). The client pays a 20% performance allocation (\$50) on the \$330 of allocated profits. The client's 2007 ending value is \$1280 (\$1330 minus \$50 performance fee).

In 2008, the client's account value decreases to \$1250 due to allocated losses of \$30. Because there is no "excess return," no performance allocation is taken. The client's ending value is \$30 less than the "high watermark" or previous year-end high value of \$1280. In 2009, the client's account value increases \$350 to \$1600, above the previous "high watermark." The presumed return of 8% on the \$1250 beginning value is \$100, so the client's excess return is \$250 (\$350 minus \$100). The client pays a performance allocation on only \$220 of the \$350 of allocated profits (excess return of \$250 minus \$30 that client's account began the year below the previous "high watermark.") The \$220 of profits is charged the 20% performance allocation of \$44 (\$220 times .20). The client's 2009 ending value is \$1556 (\$1600 minus \$44 performance fee). As this is a new year-end high, the client's "high watermark" is reset to \$1556.

Regarding the limited partnership using the tax-managed strategy, we receive an investment performance allocation generally equal to the **lesser** of: a) 20% of the account's increase in allocated net assets, if any (your "net capital increase" represented by column B in the example below), and b) 25% of the amount by which the "net capital increase" exceeds the S&P 500 Index on a percentage basis (your "excess return," represented by column D in the example below). However, the performance fee reallocation will be subject to "high watermark" and "loss carryforward" provisions (represented by columns G and H, respectively, in the example below). In a year in which your account has net losses and the S&P 500 Index has a gain, you will accumulate a "loss carryforward"

equal to your net loss. In a year in which your account has net losses in excess of a loss in the S&P 500 Index on a percentage basis, you will accumulate a “loss carryforward” equal to the amount of your excess net loss. These “loss carryforwards” accumulate and are offset in future years by any net profit that your account earns in excess of any gain in the S&P 500 Index on a percentage basis. These “loss carryforwards” are accounted for so that you always recover any excess losses before we receive any performance allocation. If your account value at the end of the calendar year is not above your “high watermark,” or highest previous year-end value, the amount reallocated from your capital account to Regent for the year will be \$0. If your account value at the end of the calendar year is above your “high watermark,” we will calculate the performance allocation two ways (see below), and we will receive the **lesser** of these two calculations:

Performance Allocation Calculation #1: If your “excess return” is less than your “loss carryforward,” if any, the performance allocation under this calculation is \$0. If your “excess return” is greater than your “loss carryforward,” your “loss carryforward” is subtracted from your “excess return” and the performance allocation equals 25% of the remaining “excess return.”

Performance Allocation Calculation #2: If your account’s “net capital increase” is less than your “loss carryforward,” if any, the performance allocation under this calculation is \$0. Otherwise, your “loss carryforward” is subtracted from the “net capital increase” and the performance allocation equals 20% of the remaining increase in your account’s allocated net assets.

In addition, a withdrawal from your capital account results in a proportional decrease in the “high water mark” and “loss carryforward” provisions (see example below at the end of this Item 5).

High Watermark and Loss Carryforward Examples (not based on actual performance)

A client makes an initial contribution of \$1000 on 01/01/2007. Following are the account values for each year ending in 2011 (figures rounded to the dollar).

	(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)
Invest Year	Limited Partner Capital Account	Net Capital Increase/ (Decrease)	Presumed Return At S&P 500 Return %	Excess Gain / (Loss)	Investment Performance Allocation Paid Lesser of (B- PRIOR YEAR H) x 20% , and (D-PRIOR YEAR H) x 25%	Capital Account Net Performance Allocation (PRIOR YEAR F+B- E)	High Water Mark	Loss Carry Forward Cumulative
01/01/07	\$1000					\$1000	\$1000	\$0
12/31/07	\$1330	\$330	\$130	\$200	\$50	\$1280	\$1280	\$0
12/31/08	\$1270	(\$10)	\$64	(\$10)	\$0	\$1270	\$1280	\$10
12/31/09	\$1230	(\$40)	(\$20)	(\$20)	\$0	\$1230	\$1280	\$30
12/31/10	\$1275	\$45	\$20	\$25	\$0	\$1275	\$1280	\$5
12/31/11	\$1395	\$120	\$19	\$101	\$23	\$1372	\$1372	\$0

The initial contribution is \$1000. In 2007, the client's account value increases to \$330 to \$1330. The S&P 500 return for 2007 is 13%, giving a presumed return of \$130 on the \$1000 beginning value, so the client's excess return is \$200 (\$330 minus \$130). The client pays a performance allocation equal to the lesser of 25% of the \$200 excess return (i.e., \$50) or 20% of the \$330 of allocated profits (i.e., \$66). Thus, the client pays \$50 on the \$330 of allocated profits. The client's 2007 ending value is \$1280 (\$1330 minus \$50 performance fee), setting a new "high watermark" of \$1280.

In 2008, the client's account value decreases to \$1270 due to allocated losses of \$10. No performance allocation is taken. The S&P 500 return for 2008 is 5%, giving a presumed return of \$64 on the \$1280 beginning balance. The client's loss in a year when the S&P 500 return was positive creates a "loss carryforward" in the amount of the loss (\$10). The client's "high watermark" remains at the previous year-end high value of \$1280.

In 2009, the client's account value decreases \$40 to \$1230. No performance allocation is taken. The S&P 500 return for 2009 is -1.57%, giving a presumed loss of \$20 on the \$1270 beginning balance. The client's loss exceeds the presumed loss at the S&P 500 return by \$20 (\$40 - \$20), creating a cumulative "loss carryforward" in the amount of \$30 (previous loss carryforward of \$10 plus additional excess loss of \$20). The client's "high watermark" remains at the previous year-end high value of \$1280.

In 2010, the client's account value increases \$45 to \$1275. The value is not above the client's "high watermark" of \$1280, so no performance allocation is taken. The S&P 500 return for 2010 is 1.62%, giving a presumed return of \$20 on the \$1230 beginning balance, so the client's excess return is \$25 (\$45 minus \$20). The client's excess return of \$25 reduces the cumulative "loss carryforward" to \$5 (previous loss carryforward of \$30 minus excess return of \$25). The client's "high watermark" remains at the previous year-end high value of \$1280.

In 2011, the client's account value increases \$120 to \$1395. The S&P 500 return for 2011 is 1.5%, giving a presumed return of \$19 on the \$1275 beginning value, so the client's excess return is \$101. The value is above the client's "high watermark" of \$1280. The first \$5 of the client's excess return reduces the client's cumulative "loss carryforward" to \$0, and the client pays a performance allocation only on remaining return. The client pays a performance allocation equal to the lesser of 25% of the \$96 excess return after deducting the "loss carryforward" ($\$101 - \$5 = \$96 \times 25\% = \24.00) or 20% of the net capital increase after deducting the "loss carryforward" ($\$120 - \$5 = \$115 \times 20\% = \23). Thus, the client pays \$23 on the \$120 of allocated profits. The client's 2011 ending value is \$1572 (\$1395 minus \$23 performance fee). As this is a new year-end high, the client's "high water mark" is reset to \$1372.

Additional Capital Contributions into the Limited Partnerships

If you make an additional contribution into one of the limited partnerships, we will create a “sub-account” for that additional contribution, such that the presumed return, the “high watermark,” and the “loss carryforward” (if applicable) are calculated separately for the additional contribution. The presumed return is calculated only for the portion of the calendar year that the additional contribution was invested. All of your sub-accounts that finish a calendar year at new year-end high values and with \$0 loss carryforward will be combined into a single account for the following calendar year.

Regent, in our sole discretion, may waive the monthly management fee and the investment performance reallocation in whole or in part from time to time with respect to any partner. We may from time to time waive our fees for our principals, officers, and their immediate family members who are limited partners.

As a limited partner, you will also incur brokerage and other transaction costs as well as expenses (such as accounting, auditing and legal) related to trading in the limited partnerships (for further explanation, please see **Item 12 Brokerage Practices**).

Withdrawals from Limited Partnerships. If you invest in one of the limited partnerships for which Regent serves as the general partner, you may redeem your interest in the limited partnership as of the last day of any calendar month upon 30 days’ prior written notice. We can cause the limited partnership to redeem your interest in whole or in part at any time upon 5 days’ prior notice to you.

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

Regent receives performance-based fees from the limited partners in the commingled funds it manages. Currently, we do not charge performance-based fees from any of the separately managed accounts. This presents a potential conflict of interest because the compensation Regent receives for some accounts may exceed the compensation it receives for others, thereby providing an incentive for us to prefer certain accounts when making trading decisions and allocating trades amongst accounts. To address this conflict, Regent has an allocation policy and procedure and, when appropriate, trades are allocated across accounts according to this policy that is designed to ensure that each allocation is equitable and consistent with our fiduciary duty to our clients.

Item 7 Types of Clients

Regent’s clients include:

- high net worth individuals,
- pension and profit sharing plans,
- charitable organizations,
- trusts,

- estates,
- corporations and
- other pooled investment vehicles.

Subject to waiver under certain circumstances, Regent requires a minimum investment in its limited partnerships and in separate accounts managed under the same strategy of \$200,000.

Regent, under most circumstances, requires that an individual client invest at least \$500,000 to establish a separately managed account to achieve the client's investment objectives. We will make exceptions to this policy for certain relationships, for employee benefit and other accounts where cash flow will increase the size of the account to \$500,000 over time or in cases where the firm has an existing relationship with the client or a related party.

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

Methods of Analysis

Regent uses charting, cyclical, fundamental and technical analysis for making trading decisions in each of our strategies.

You can lose money, potentially your entire investment, by investing in securities. There is no guarantee of positive results, and you should be prepared to bear any losses that result.

Separately-Managed Accounts for Individual Client Investment Objectives

Regent manages separate accounts for taxable and tax-exempt clients on a discretionary basis. We will invest according to your investment objectives using a limited power of attorney executed by you. Regent cannot guarantee that it will achieve your investment objectives.

The funds and securities of your account are held by a bank, trust company, or brokerage firm chosen by you.

Regent invests primarily in publicly-traded equity securities, principally common stocks, but to a lesser degree convertible preferred stocks, mutual funds, exchange traded funds and other securities with equity characteristics. We may also invest in corporate bonds as well as government, agency, and municipal bonds. We may also hold a portion of your assets in cash and money market instruments.

Regent seeks to invest with a long-term focus, identifying securities primarily in quality issuers and purchasing them at attractive prices. We will generally sell securities only if they become overvalued, the issuer's business outlook deteriorates or for asset allocation or tax planning purposes.

Clients of this strategy include individuals and institutions. While a review of your personal and financial circumstances is completed at the onset (and periodically thereafter), all decisions relating to investment transactions with regard to your managed account are made at the discretion of Regent.

Momentum Strategy

Regent manages portfolios of publicly traded equity and equity-like securities for taxable and tax-exempt clients using a strategy based on sector and asset class momentum designed to outperform the market over long periods of time.

The investment objective under this strategy is to generate a positive absolute rate of return over time combined with risk control through investments in industry sectors and asset classes. Regent uses a proprietary, momentum-based sector and asset class rotation model for this strategy. We cannot guarantee we will achieve the investment objective.

Regent invests this portfolio principally via sector and asset class-focused mutual funds and exchange-traded funds. In the future, we may invest in individual issuers of publicly-traded equity and debt securities. If there are an insufficient number of industry sectors and asset classes exhibiting sustained momentum, we may hold a portion of assets in cash and money market instruments. Regent does not currently engage in short sales of securities in this portfolio, but we may do so in the future.

Regent buys and sells securities such that the portfolio is turned over on average three times each year.

Clients of this strategy include institutions and individuals. Also using this strategy, Regent serves as general partner of a limited partnership. We do not advise persons as to investments in the limited partnership, but we advise this entity as to its investments in securities.

Tax-Managed Strategy

Regent serves as general partner of a limited partnership, managing a portfolio of publicly traded equity and equity-like securities using a tax-managed strategy designed to outperform the market over long periods of time. The investment objective under this strategy is to generate a relatively high after tax rate of return. There can be no assurances that we will achieve the investment objective.

Regent uses fundamental analysis and technical analysis to select primarily growth stocks with a value component. We invest primarily in publicly-traded equity securities, principally common stocks, and publicly traded stock option contracts. We invest primarily in equity securities of domestic issuers, but may also invest in the equity securities of issuers located in a broad range of developed and emerging countries listed on foreign and domestic exchanges. We also buy and sell

put and call options. If there are an insufficient number of available securities meeting our purchase criteria, we may also hold a portion of assets in cash and money market instruments.

Regent buys and sells securities such that the portfolio is turned over on average on an annual basis.

Clients of this strategy include institutions and individuals. We do not advise persons regarding investments in the limited partnership, but we advise this entity as to its investments in securities.

Retirement Plan Consulting

Regent has one client, a profit sharing and pension plan with participant-directed investments, for which we assist the trustees in selection of mutual funds that comprise the investment choices. We monitor the performance of the mutual funds against relevant benchmarks and the client's investment policy. We are paid a fixed quarterly fee for this service.

Trade Errors

Regent has a written policy for dealing with the gains and losses associated with trading errors in its client accounts. In particular, Regent is required to make clients whole, communicate adverse errors to clients with separately managed accounts, and document the errors in client files. Regent makes clients whole by crediting gains to their accounts and reimbursing any losses.

Risks

Investors in the limited partnerships have restricted liquidity. Withdrawals can only be made the first business day of any month with thirty days' prior written notice. Risks associated with investment in each of the limited partnerships can be found in each limited partnership's respective private offering memorandum.

The tax-managed and momentum strategies short sell securities. Short selling involves selling securities which are not owned and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the investor to profit from declines in market prices to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. However, since the borrowed securities must be replaced by purchases at market prices to close out the short position, any appreciation in the price of the borrowed securities at the time of replacement would result in a loss. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. A short sale involves the unlimited risk of an increase in the market price of the securities sold short.

Item 9 Disciplinary Information

There have been no disciplinary or legal actions taken against Regent or any member of Regent.

Item 10 Other Financial Industry Activities and Affiliations

Regent manages and is the general partner of two limited partnerships.

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

Regent requires its officers, employees, and principals to annually submit a report of their securities holdings and to certify that they have complied with our Code of Ethics (“Code”), adopted pursuant to Rule 204A-1 of the Investment Advisers Act of 1940, as amended. The Code sets forth our expectations with respect to certain aspects of each person’s relationship with Regent.

The Code addresses, among other things, conflicts of interest, personal trading of securities, insider trading, compliance procedures and potential sanctions for violations of the Code. The Code is designed to prevent fraudulent, deceptive and manipulative practices as well as institute procedures to prevent violations of the Code. You may obtain a copy of Regent’s Code by contacting our Chief Compliance Officer.

Regent does not plan to purchase or sell securities for its own account. Our principals and officers, and their immediate family members, may be limited partners in one or more of the partnerships for which we serve as general partner. They may from time to time maintain a separate account for which we serve as investment adviser along with our management of other client accounts.

Regent's officers and employees may not trade publicly-traded securities unless each such trade is approved in advance by our Chief Compliance Officer or its designee. Regent’s personal trading policy provides that generally no officer or employee may trade a security at any time within one trading day before or after the date an account for which the firm is responsible executes a trade with respect to such security, unless none of the trades is material in size for the security as set forth in the policy’s criteria.

Trades at the direction of Regent in accounts or partnerships managed by us are not subject to the personal trading restrictions described above. All officers, employees, and principals are required to submit reports to the Chief Compliance Officer of all trades in equity securities not later than 30 days after the end of each calendar quarter.

Item 12 Brokerage Practices

Regent will be responsible for placing all orders for the purchase and sale of portfolio securities for our clients.

Brokers or dealers selected by Regent to execute transactions may from time to time refer clients to us. We have not made commitments to any broker or dealer to compensate that broker or dealer through brokerage or dealer transactions for client referrals. However, Regent may consider such arrangements in accordance with all applicable federal and state laws. In this situation, a potential conflict of interest may arise between your interest in obtaining best execution and our interest in receiving future referrals.

Separately Managed Accounts for Individual Client Investment Objectives, Tax-Managed and Momentum Strategies

Clients with accounts invested in accordance with their individual investment objectives are asked to designate the brokers through which their transactions are executed. Regent reserves the right to limit the extent to which these clients may designate brokers or dealers for the execution of their transactions. Client direction of brokerage may limit or eliminate our ability to negotiate commissions or obtain the best price and execution. It may also result in a disparity in commission charges among clients. For example, such direction may limit our ability to negotiate volume commission discounts on aggregated orders, costing you more money. Not all advisers require their clients to direct brokerage.

Regent does not normally undertake trade aggregation (or “block trading”) for clients with accounts invested in accordance with their individual investment objectives. In some cases, we may aggregate trades for multiple clients through the same client-directed broker for the purpose of order entry efficiency. Executed block trades are allocated to client accounts on an average-cost basis. If a block trade does not execute in full, we will make a reasonable allocation of the partially-executed block, based on these factors:

- available cash in your account; and/or
- current holdings in your account (*i.e.*, most pressing need or lack thereof for your exposure to the stock and/or the industry sector); and/or
- pro-rata allocation.

With respect to the tax-managed and momentum strategies, all transactions are executed through the custodians for the limited partnerships using these strategies.

Item 13 Review of Accounts

Momentum Strategy

Portfolio managers review client portfolios invested with the momentum strategy each morning. Portfolio holdings are evaluated against the buy, hold, and sell indications of Regent’s proprietary sector and asset class rotation model. Desired portfolio changes are identified by the portfolio managers before the trading day begins. For individually managed accounts invested according to

this strategy, the client receives regular monthly statements from the client's custodian bank, trust company, or brokerage firm selected by the client and approved by us. In addition, the client receives trade confirmations for each security transaction from the executing broker. For the limited partnership invested according to this strategy, Regent sends each limited partner a newsletter each month which includes monthly valuation and performance figures for the partnership. Each limited partner also receives a monthly statement which includes valuation figures for the limited partner's account.

Tax-Managed Strategy

Portfolio managers review client portfolios invested with the tax-managed strategy each morning. Portfolio holdings are evaluated on a technical and fundamental basis. Desired portfolio changes are identified throughout each trading day by the portfolio managers based upon market information, including pricing and company-specific news such as earnings reports. Regent sends each limited partner a newsletter each month which includes monthly valuation and performance figures for the partnership. Each limited partner also receives a monthly statement which includes valuation figures for the limited partner's account.

Separately Managed Accounts for Individual Client Investment Objectives

The review of client portfolios separately managed in accordance with the client's individual investment objectives varies because of differences in client guidelines, client circumstances and the timing of investments.

The firm periodically scrutinizes the various securities held in these portfolios. If a reason to reevaluate any investment is found, the security is then reviewed. Investments in this strategy are longer term in nature. Typically, the various securities held in client portfolios are reviewed at least once each business day by a portfolio manager. However, every client portfolio is reviewed at least once each week.

At your request, a Regent officer will meet personally with you and review account performance and general market outlook. Individual clients receive written monthly statements from the custodian bank, trust company or the brokerage firm selected by you and approved by us. Clients also receive trade confirmations for each security transaction from the executing broker.

Item 14 Client Referrals and Other Compensation

Regent has entered into an agreement with one or more third parties who may refer clients to us. We compensate these persons with a percentage of our management fee and/or the investment performance allocation paid to us by the referred client. The fees and investment performance allocation payable by you to Regent will be no higher than those that you would have paid if you had approached us directly and had not been introduced by a third party. Regent may execute

transactions, from time to time, through brokers affiliated with such third parties. There is no affiliation or relationship other than that referred to herein between Regent and these third parties.

Regent is aware of the special considerations described in Section 206(4)-3 of the Investment Advisers Act of 1940. As such, we will make appropriate disclosures, maintain all written instruments and observe all applicable federal and state laws.

Item 15 Custody

As the general partner of two limited partnerships, Regent is deemed to have custody of client assets. We maintain clients' funds and securities solely with qualified custodians. In addition, we will have the limited partnerships with outside investors audited annually and provide the audited financial statements, prepared in accordance with generally accepted accounting principles, to the limited partners or other beneficial owners within 120 days of the fiscal year end of the partnerships.

For separately managed accounts, Regent has the authority to receive fees directly from the clients' accounts and, as such, is deemed to have custody of client assets. The clients' qualified third party custodians send account statements directly to the clients at least quarterly. Clients should carefully review those statements. We also send quarterly account statements to clients with a footnote urging them to compare the account statements received from their custodians to the information received from Regent.

Item 16 Investment Discretion

Regent has full discretionary authority to manage securities on your behalf. Each individual client executes an investment management agreement that includes a limited power of attorney. Each limited partner executes a subscription agreement that includes a limited power of attorney.

Item 17 Voting Client Securities

Regent has adopted written proxy voting guidelines in accordance with Rule 206(4)-6 of the Investment Advisers Act of 1940, as amended. You may obtain a copy of our proxy policy and voting procedures as well as our voting record by contacting our Chief Compliance Officer.

Regent has retained a third-party proxy voting service to vote proxies for securities held in its limited partnerships, commingled investment vehicles, and individually managed accounts for which the client has delegated proxy voting authority to us. We have instructed the proxy service to follow standard voting policies established by Glass, Lewis & Co. to ensure that proxies are voted in the best interests of the clients.

Under Regent's guidelines, the third-party proxy voting service generally will vote in accordance with corporate management's recommendations on matters such as:

- uncontested director nominees and
- ratification of the selection of auditors and similar matters.

The voting service will vote generally against management's recommendations on matters such as:

- proposals which would reduce the rights or options of shareholders,
- proposals which would reduce the value of shareholders' investments,
- "poison pills" (anti-takeover proposals),
- provisions requiring supermajority (more than 50%) approval of transactions, and
- any other matters designed to limit the ability of shareholders to approve transactions.

When a proxy vote is required on a subject that is outside Regent's prescribed guidelines, the portfolio managers will decide how to vote the proxy in the best interests of the clients. If conflicts of interests are discovered, we may refrain from voting the proxies.

Item 18 Financial Information

Not applicable.

Item 19 Requirements for State-Registered Advisers

Not applicable.