

Form ADV Part 2A

Firm Brochure

Revised: March 24, 2014

Item 1:

Cover Page:

**A. Bourgeon Capital Management, LLC
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Website address: www.bourgeoncapital.com

- B. This brochure provides information about the qualifications and business practices of Bourgeon Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at 203-280-1170. Likewise, you may email John Zaro III, Managing Member, at jzaro@bourgeoncapital.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.

Additional information about Bourgeon Capital Management is available on the SEC's website at www.adviserinfo.sec.gov.

- C. Bourgeon Capital Management LLC may, on occasion, refer to itself as being a "Registered Investment Advisor" because the firm is registered with the Securities and Exchange Commission. Registration does not imply any certain level of skill or training. In order to understand the experience of the professionals working at Bourgeon Capital Management, please reference the Part 2B, the Brochure Supplement, item two.

Item 2:

Material Changes

There have been no material changes to the ADV Part 2A content since the previous filing. The last annual update of the ADV Part 2 was completed February 13, 2013.

Item 3:*Table of contents*

- Item 4: Advisory Business
- Item 5: Fees and Compensation
- Item 6: Performance-Based Fees and Side-By-Side Management
- Item 7: Types of Clients
- Item 8: Methods of Analysis, Investment Strategies and Risk of Loss
- Item 9: Disciplinary Information
- Item 10: Other Financial Industry Activities and Affiliations
- Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading
- Item 12: Brokerage Practices
- Item 13: Review of Accounts
- Item 14: Client Referrals and Other Compensation
- Item 15: Custody
- Item 16: Investment Discretion
- Item 17: Voting Client Securities
- Item 18: Financial Information

Item 4:*Advisory Business*

A. Bourgeon Capital Management, LLC (“Bourgeon”) was founded in 1999 by Mr. John A. Zaro III, Managing Member. Mr. Zaro is the principal owner of the business.

B. Bourgeon is primarily engaged in the business of furnishing investment advisory services to separately-managed accounts (each, a “Managed Account”) for individuals, trusts and corporations. Separate from its Managed Account investment management services, Bourgeon may also provide advice to certain clients with respect to such clients’ participation in 401(k) plans. Bourgeon also serves as an investment advisor to Bourgeon Partners, L.P., a Delaware limited partnership (the “Partnership”) of which Bourgeon’s affiliate, BCM Investments, LLC (“BCMI”) serves as general partner. The Partnership is a fundamental long/short fund that primarily invests with a small to mid-cap focus. The Partnership invests and trades primarily in equity securities of U.S. publicly traded companies. From time to time the Partnership will invest in IPOs.

C. With respect to Managed Accounts, Bourgeon may purchase, sell, redeem, invest, reinvest or otherwise trade any security (including, unless otherwise specified in the Client Investment Policy Statement, options, financial futures contracts, forwards, swaps and other derivative products) for each Managed Account at risk, in the name and on behalf of the client who owns such Managed Account. Bourgeon generally does not participate in IPOs for any Managed Account unless otherwise requested by the Managed Account client in writing. The asset allocation depends on the specific needs of the client. Under its standard investment advisory agreement, Bourgeon holds a limited power of attorney to act on a discretionary basis as to a Managed Account. Each client's securities and funds are held either by a brokerage firm or a bank custodian. In addition to investment supervisory services, Bourgeon may occasionally, at the request of clients, provide

financial advice to clients that is unrelated to securities. Such advice might include long-range income and expense projections for clients, analysis of real estate investments, advice on clients' private business ventures, etc. Any such advice given to clients is based on Bourgeon's financial knowledge and business judgment. Provision of financial advice unrelated to securities does not constitute a significant proportion of Bourgeon's business and is undertaken only as an adjunct to Bourgeon's central role as investment advisor. Bourgeon's 401(k) advisory service is limited to providing certain clients with advice and recommendations concerning such clients' 401(k) allocations. Bourgeon does not have any investment discretion with respect to such clients' 401(k) plan assets.

D. Bourgeon works closely with each client to understand their specific needs and the client's overall financial profile. Client portfolios are then structured to client priorities through the asset allocation. In some circumstances, clients may hold positions that are classified as "special holdings." Bourgeon does not charge a fee for positions held in equity or fixed income mutual funds or positions held as a "special holding" and retains the position at the specific request of the client.

E. Bourgeon does not participate in wrap fee programs.

F. As of December 31, 2013, Bourgeon Capital Management had client assets under management of:

Discretionary: \$244,468,425

Non-discretionary: \$0

Item 5:

Fees and Compensation

A. Bourgeon believes that its fees are competitive with fees charged by other investment advisors for comparable services; however, comparable services may be available from other sources for lower fees than those charged by Bourgeon. Bourgeon may reduce or waive fees subject to its discretion, including related persons. The fee arrangements for Bourgeon's services are set forth below.

MANAGED ACCOUNT FEE SCHEDULE.

The following schedule sets forth Bourgeon's typical management fee schedule for investment supervisory services to its Managed Accounts. These currently offered rates reflect the annual charges which would generally apply for Managed Account clients entering into an investment advisory agreement with Bourgeon. The rates are negotiable, however, particularly for accounts with assets above \$25 million. Because Bourgeon's services generally depend on a Managed Account client's individual and particular needs, the fees for such services vary depending upon the identity and nature of the Managed Account client, relationships with other clients, the nature of the account and the circumstances involved.

(Annual rate, based on market value of assets under management)

Cash Equivalents (Cash & Money Market Mutual Funds)
and Fixed Income: 0.50% (i.e. 50 basis points)

Equities:

1st \$5 million:	1.00% (i.e. 100 basis points)
Next \$10 million:	0.70% (i.e. 70 basis points)
Amount above \$15 million:	0.50% (i.e. 50 basis points)

The management fee described above is generally payable quarterly in advance and is pro-rated for partial periods. Bourgeon typically will arrange with a Managed Account client to deduct its management fee from the Managed Account upon being authorized by such client to do so. A billing notice is delivered by Bourgeon to each Managed Account client after deducting each management fee payment to inform such client of the fee deducted. Bourgeon's standard investment advisory agreement provides that a Managed Account may be terminated by either party upon at least ten (10) days written notice. The investment manager will refund any unearned management fees paid in advance as of the termination date through the end of applicable quarter.

401(k) FEE SCHEDULE

For its 401(k) advisory service, Bourgeon charges an advisory fee of 0.30% (30 basis points) on the assets a client holds in his or her 401(k) plan, up to \$5 million, at which point the fee is negotiable between the client and Bourgeon. Notwithstanding this typical fee schedule for the 401(k) advisory service, Bourgeon and the client may negotiate a different fee schedule or adjust the fee schedule from time to time. Bourgeon will invoice a client quarterly in advance for such advisory fee, and the client and Bourgeon will agree as to how the client will pay such advisory fee. For example, Bourgeon and the client may agree that the client will pay the fee via check or, if the client owns a Managed Account, the client may authorize Bourgeon to deduct the advisory fee from such Managed Account.

PARTNERSHIP FEES

With respect to the Partnership, Bourgeon charges a management fee at an annual rate of 1.50% (i.e. 150 basis points), based on the net asset value of the Partnership. In addition, BCMI receives a performance allocation equal to 20% of the Partnership's net profits.

B. In addition to the fees charged by Bourgeon described above, Managed Account clients and the Partnership pay commissions to brokerage firms for transactions in securities. Custodians may charge such clients a fee for custodial services. When Bourgeon determines it is appropriate to purchase an equity or fixed income mutual fund for any such client, Bourgeon charges no additional fee on top of the fee charged by the mutual fund. Please see section 12, Brokerage Services, for additional information.

C. No employee of Bourgeon receives compensation for the sale of securities or other investment products.

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

Bourgeon provides investment advice to the Partnership. Bourgeon charges the Partnership a management fee of 1.50% (annual rate) of the Partnership's net asset value. BCMI receives a performance-based allocation equal to 20% of the Partnership's net profits.

The Partnership may reduce or waive fees subject to its discretion.

Bourgeon does not use its discretionary authority to cause any of Bourgeon's clients to invest in the Partnership. However, such clients can themselves choose to purchase limited partnership interests in the Partnership ("LP Interests"). As discussed above, Bourgeon and BCMI receive compensation and performance allocations from the Partnership, and the assets of the Partnership are considered to be assets under management by Bourgeon. The LP Interests themselves are not considered assets under management by Bourgeon and, accordingly, Bourgeon does not charge a second management fee on the LP Interests (e.g., a Managed Account client will not be charged a management fee at the Managed Account level with respect to its holding LP Interests). To the extent that clients of Bourgeon are considering making or changing an investment in the Partnership, Bourgeon may provide or be deemed to provide investment advice to its clients as to their investment in the Partnership.

Mr. John Zaro III, Managing Member, serves as the portfolio manager of the Partnership. He also oversees the investments of clients on behalf of Bourgeon along with Laura Drynan (Partner). Because the Partnership makes a performance based allocation to BCMI, while Bourgeon does not charge its Managed Account clients or clients receiving 401(k) investment advice a performance based fee, Bourgeon has an incentive to favor the Partnership with profitable trades. Bourgeon attempts to mitigate this risk by having Laura Drynan share daily responsibility with Mr. Zaro in overseeing Bourgeon Capital Management's investment decisions.

Item 7:*Types of Clients*

Bourgeon provides investment advisory services to individuals, pension and profit sharing plans, trusts, estates, and charitable organizations, participants in 401(k) plans, and to the Partnership.

Bourgeon generally requires a minimum initial portfolio value of \$1 million for starting a Managed Account. The requirement may vary depending on the particular client, relationships with other clients, the nature of the account and the circumstances involved. The minimum may be waived by Bourgeon at its discretion.

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

A. Bourgeon primarily utilizes fundamental analysis when evaluating the merits of a potential investment. In addition, Bourgeon may also consider the technical indicators surrounding a potential investment as well as its charting record. Bourgeon also considers where a business may fall in its business cycle when performing analysis. Investing in securities does involve the risk that some or all of the money invested in a security could be lost, a risk that clients must be willing to bear.

B. Clients invested in equities risk loss related to changes in the underlying business and economic conditions. Bourgeon seeks to mitigate this risk by regularly reviewing equity investments. This may include speaking with the managements of companies in which Bourgeon invests, listening to investor conference calls, attending investor meetings, and reviewing regulatory filings with the SEC such as 10Q and 10K filings.

C. Clients invested in bonds bear investment risks associated with changes in inflation expectations that may occur over the period until maturity. In addition, changes in the underlying business conditions could impair the issuer's ability to repay a bond in a timely manner. Bourgeon seeks to manage these risks by laddering the bond maturities. Credit risk is managed by monitoring the underlying fundamentals of the issuers.

D. In connection with providing its 401(k) advisory service, Bourgeon will use publicly available fund analysis and rating services (such as Morningstar) to review and assess individual fund performance and applicability for individual client 401(k) fund portfolios. A client who engages Bourgeon to provide 401(k) advice should keep in mind that Bourgeon will have no investment discretion with respect to the client's 401(k) assets. The client alone bears the responsibility for making investment decisions for such 401(k) assets.

Item 9:*Disciplinary Information*

There are no legal or disciplinary events relating to Bourgeon that are material to a client's or prospective client's evaluation of Bourgeon's advisory business or the integrity of Bourgeon's management.

Item 10:*Other Financial Industry Activities and Affiliations*

Bourgeon Capital Management provides investment advice to the Partnership. The Partnership invests primarily, but not exclusively, in equity securities of US publically traded companies. BCMI, a related party to Bourgeon Capital Management, is the Partnership's general partner. Mr. John Zaro III, Managing Member, serves as the portfolio manager of the Partnership. He also oversees the investments on behalf of Bourgeon Capital Management along with Laura Drynan (Partner). Because the Partnership makes a performance based allocation to BCMI, while Bourgeon does not charge its Managed Account clients or clients who receive 401(k) advice a performance based fee,

Bourgeon has an incentive to favor the Partnership with profitable trades. Bourgeon attempts to mitigate this risk by having Laura Drynan share daily responsibility with Mr. Zaro in overseeing Bourgeon Capital Management's investment decisions. Bourgeon may sometimes recommend to clients that they buy or sell interests in co-mingled investment entities in which Bourgeon has some financial interest. These entities may include partnerships in which affiliates of Bourgeon are general and/or limited partners, e.g. the Partnership. Bourgeon's role in the Partnership is extensively described in the Partnership's offering document which investors receive prior to investing in the Partnership.

Item 11:

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

Following is a summary of Bourgeon's Code of Ethics. A complete copy of Bourgeon's Code of Ethics is available upon request.

2014 CODE OF ETHICS

A. INTRODUCTION

High ethical standards are an essential ingredient not only for the success of Bourgeon, but also to maintain the confidence of investors. There is a long-standing recognition of the conflicts of interest that potentially arise in connection with the personal trading activities of investment personnel. Federal and State securities laws govern the conduct of individuals associated with investment advisers and registered investment companies. Such entities are required to adopt a Code of Ethics containing provisions designed to prevent improper personal trading by their personnel.

Further, Bourgeon has a fiduciary duty to its clients and the limited partners of investment partnerships which it advises (which are hereinafter referred to as "clients" collectively) which requires employees to act solely for the benefit of clients. Our own long-term business interests are best served by adherence to the principle that clients' interests come first. It is in the best interests of Bourgeon as a professional advisory organization to avoid potential conflicts of interests, or even the appearance of such conflicts.

Because of the nature of our business, employees may be exposed to information which constitutes "inside information" or material, non-public information. Federal securities law proscribes the use of such information for financial benefit.

Our goal is to impose as few restrictions as possible consistent with protecting Bourgeon, our clients and employees from the damage that could result from a violation of the securities laws or from real or apparent conflicts of interests. While it is impossible to define all situations which might pose such a risk, this Code of Ethics is designed to address those circumstances where such risks are likely to arise.

Adherence to the Code of Ethics and the related restrictions on personal investing is considered a basic condition of employment by Bourgeon. If employees have any doubt as to the propriety of any activity, employees should consult the Compliance Officer.

B. APPLICABILITY OF CODE OF ETHICS

This Code of Ethics shall apply to employees, officers, members, managers, and managing directors of Bourgeon who meet the definition of “access persons”. “Access person” is defined as any person who, in connection with his or her regular duties or function, makes, participates in or obtains information regarding the purchase or sale of a security by Bourgeon of any client of Bourgeon or for any account under the management of Bourgeon, or whose function relates to the making of any recommendations with respect to such purchases or sales.

This definition includes those managing directors, officers, portfolio managers, analysts, traders, portfolio accountants and others who, because of the nature of their duties, possess information regarding the securities that client accounts will purchase or sell. A list of all “access persons” will be maintained by the Compliance Officer, and the Compliance Officer will advise such persons of their special responsibilities by providing them with a copy of this Code of Ethics.

C. RESTRICTIONS ON PERSONAL INVESTING ACTIVITIES

Personal investment activities of all “access persons” employed by Bourgeon must remain within the parameters set forth below. “Personal investment activities” are those involving any securities in which the access person has a “beneficial interest”, as defined in the Code of Ethics.

(i) **Prohibition on Acquiring Securities in an Initial Public Offering (“IPO”) within five (5) days of the Initial Offering.** In some cases, the opportunity to invest in an IPO is highly sought after and these opportunities are often available only to a limited number of investors. Purchase of IPO’s by investment personnel pose two potential conflicts of interest. First, an opportunity for investment personnel to participate in a “hot issue” or other attractive IPO is not likely to be viewed as a random event. It may also create the impression that future investment decisions for clients were pursued for reasons other than because they were in the best interest of the clients. Second, the realization of any short-term profits may create at least the appearance that an investment opportunity that should have been available to clients was diverted to the personal benefit of an individual employee. Bourgeon believes that restricting the purchase of a security in an IPO to after five (5) days of the offering will reduce these potential conflicts.

(ii) **Prior Approval for Participation in any Private Placement.** Press accounts have alleged that emerging companies court portfolio managers through private placements in order to encourage managers to have their clients invest in the company when it later undertakes an IPO. This produces a direct conflict since the client’s investment may result in an increase in value of the company’s securities and thus an increase in value of the employee’s personal holdings. Bourgeon recognizes that most private placements will not raise such conflicts and a complete ban on such investments would restrict many legitimate investment opportunities. Therefore, acquisitions of securities in a private placement will be subject to a process of prior review. Further, any “access person” who takes a position in a private placement is under an affirmative obligation to disclose that position if the employee plays a material role in a client’s investment decision regarding the same issuer. Once this disclosure is made, a review of the client’s investment decision will be undertaken by investment personnel with no personal interest in that particular issuer. This process will accommodate personal investments but provide scrutiny where there is a potential conflict.

(iii) **Blackout Periods for Trading in the Same Security as a Client.** All “access persons” are prohibited from buying or selling a security within one (1) business day before and after any client trades in that security, unless the “access person” either (i) trades simultaneously with the client and the “access person” receives the same price as the client, or (ii) trades before or after the client trades and the “access person” receives a less favorable price than the client receives. The blackout period before a client trades is aimed at preventing “front running”. The blackout period after a client trades is designed to allow dissipation of the market effect of the client’s trade before the “access person” trades. There may be some circumstances where exceptions to this restriction will be allowed. Any such requests will be reviewed on an individual basis by the Chief Compliance Officer.

(iv) **Pre-Clearance of Personal Securities Transactions.** “Access persons” will be required to pre-clear personal securities transactions, including purchases, sales and gifts, through the Compliance Officer. This procedure is intended to prevent an unwitting violation of the Blackout Period. To obtain pre-clearance, an “access person” should direct a request in person or by e-mail to Thomas B. Lewis or, in his absence, Lisa S. Naumann, indicating the details of the proposed trade, including security, quantity, buying or selling, and the broker to be used. Unless the security is currently subject to a Blackout Period, or the proposed transaction potentially conflicts with another provision of the Code of Ethics, the request will be promptly approved in person or by return e-mail. All other access people in the firm will be notified of the intended trade. Approvals are valid for three (3) days. Access people of the firm are requested to send an email confirmation once the trade is completed. If the proposed transaction has not been acted upon within the 3-day time frame, a new request for approval must be submitted. A hard copy documenting the request and approval will be placed in the “access person’s” compliance file.

(v) **Duplicate Copies of Account Activity to Bourgeon; Monthly Account Statements (or Quarterly Account Statements if no Activity).** All “access persons” are required to direct their brokers to supply duplicate copies of confirmations of all personal securities transactions to Bourgeon, unless Bourgeon already receives such confirmations in the ordinary course from such brokers. The transactions reported on the broker’s confirmations will be reviewed and compared against approved pre-clearance reports, and will allow Bourgeon to ensure the effectiveness of its compliance efforts. As a further check, all “access persons” are required to provide to Bourgeon copies of monthly brokerage account statements reflecting their personal securities transactions. In the event a brokerage firm sends statements less frequently than monthly, the access person must supply copies of the statements as frequently as they are typically generated by the brokerage firm but at least quarterly.

(vi) **Disclosure of Personal Holdings.** Upon commencement of employment, all “access persons” are required to submit information on their personal securities holdings, substantially in the form of the Disclosure of Personal Holdings Form (attached). This Disclosure is to be updated as of January 1st of each year that any “access person” is employed by Bourgeon. This Disclosure will ensure that confirmations for all transactions are being sent to Bourgeon. It will also capture certain investments (i.e. private placements) that would not be reflected in traditional broker-dealer accounts.

(vii) **Exempted Transactions.** The following transactions are specifically exempted from coverage by this Code of Ethics:

- (a) Transactions in securities issued by the Government of the United States.
- (b) Transactions in shares of open-ended investment companies.
- (c) Transactions involving bank certificates of deposit.
- (d) Transactions effected in any account over which the “access person” has no direct or indirect influence or control (i.e., blind trust or blind discretionary account).
- (e) Transactions which are part of an automatic dividend reinvestment plan.

D. OTHER RESTRICTIONS

(i) **Duty of Confidentiality.** All “access persons” must keep confidential information concerning a decision to purchase or sell a security on behalf of clients during the entire period from the time a security is determined to be the probable subject of an investment decision until the later of (i) the completion of the buying or selling program for client accounts or (ii) a determination that the security is no longer the probable subject of an investment decision. Advance information concerning investment decisions (or probable investment decisions) must not be disclosed except in the necessary and proper discharge of one’s responsibilities to Bourgeon and its clients.

(ii) **Service as a Director.** All “access persons” are prohibited from serving on the boards of directors of any publicly traded company absent prior authorization. Authorization will be based upon a determination that the board service would be consistent with the interests of Bourgeon and its clients. This restriction does not apply to service on the board of any not-for-profit corporation or organization.

(iii) **Gifts.** All “access persons” are prohibited from accepting or giving any gift of more than de minimis value from any individual doing business with or on behalf of a client to which Bourgeon acts as adviser. For the purposes of this Code of Ethics “de minimis value” is defined as \$150.00. Business meals and entertainment are excluded from the definition of “gift”.

E. OVERSIGHT OF CODE OF ETHICS

The Chief Compliance Officer, who is currently Thomas B. Lewis, will oversee compliance with the Code. The Compliance Analyst, who is currently Lisa S. Naumann, is his designee. She will be responsible for collecting reports and maintaining the records.

The Compliance Analyst shall review all reports made to her and upon determining that a violation of the Code has occurred, will consult with the CCO. He may impose such sanctions or remedial action, as he deems appropriate. These sanctions may include, among other things, suspension or termination of employment with the Firm.

From time to time Bourgeon may recommend to clients that they buy or sell securities or investment products in which Bourgeon has some financial interest. Specifically, Bourgeon may at times recommend to clients that they buy or sell interests in Bourgeon Partners. Bourgeon provides investment advice to the Partnership. BCMI, a related party to Bourgeon, is the Partnership’s general partner. Because an investment in the Partnership is subject to a performance allocation, there is a potential conflict of interest to direct clients to invest in the Partnership. The recommendation to clients to buy or sell an interest in the Partnership is based upon discussions between Bourgeon and the client. Laura Drynan (Partner), and John Zaro III review client accounts to ascertain client investment strategies are in line with client objectives.

Staff of Bourgeon may purchase and sell for themselves securities that are also recommended to clients. Bourgeon's Code of Ethics outlines the process staff must follow in order to perform personal trades. Specifically, section IV of Bourgeon's Code of Ethics outlines "Restrictions on Personal Investing Activities."

Bourgeon does allow staff to trade personal accounts in a "block trade" with clients as long as the staff member receives the same price or does no better than the client in the transaction.

Item 12:

Brokerage Practice

A. Bourgeon generally directs the buying and selling of securities on a discretionary basis in its Managed Accounts as well as for the Partnership. This discretion typically includes the security, the quantity of the security, the broker/dealer through which the trade will be performed, and the commission rate that will be paid. Bourgeon pays commissions to brokers based on the quality and amount of service provided. While brokerage relationships are maintained with several firms, it is possible for one firm to receive the majority of the commissions generated. Brokers are selected based upon their overall assistance in terms of execution capabilities and research services, provided that their commission schedules are competitive with other firms providing similar services. A potential conflict of interest exists in that Bourgeon may have an incentive to select a broker/dealer in order to receive research or some other service, rather than choosing the broker/dealer that will produce the most favorable execution for the client.

Execution capabilities involve a number of factors including net price, the reputation and financial strength and stability of the broker/dealer, block trading capabilities, and willingness to execute difficult transactions at different times. In addition, other factors such as on-line access to computerized data regarding client accounts, and the availability of stock to borrow for short sales are considered, among other items.

Research services include investment reports, compilation of corporate earnings estimates, and other research publications. These research products typically address a variety of matters including (i) analyses of industries, companies, economic factors, and business and market trends, (ii) services such as BCA Research, CreditSights, Daily Corporate Bond Market Reports, Bloomberg, (iii) assistance in pricing securities, (iv) providing information on the availability of securities, and conference call transcripts.

Bourgeon may pay a brokerage commission greater than what another broker/dealer may charge for the same transaction because of the value Bourgeon perceives in the brokerage services. In these instances, Bourgeon determines in good faith that the commission is reasonable in relation to the value of brokerage services provided by the broker/dealer. It should be noted that one account may pay a higher brokerage commission than is otherwise available, while the benefits resulting from the brokerage relationship actually benefit all accounts managed by Bourgeon, or Bourgeon's operations as a whole.

B. Bourgeon has entered into "soft dollar" arrangements with brokers (SD Brokers) through which Bourgeon receives soft dollar credit for each dollar in trading commissions generated

(including selling concessions in initial public offerings). Bourgeon monitors its use of soft dollars as a part of its compliance review program and strives to ascertain that all uses of soft dollars are for items that fall within Section 28(e) safe harbor provisions. Services received via soft dollar payments include, but aren't limited to: Bloomberg (soft dollar the terminal and exchange fees as they fall under safe harbor rules), Zelman Research (provides research on housing), CreditSights (a leading independent credit research firm), MRB Partners (provides economic and fixed income research), and Renmac (a macro research firm).

Soft dollar items, whether provided directly or indirectly, may be used for the benefit of Bourgeon and/or its affiliate's other accounts. It is possible that the soft dollars may not benefit all accounts equally. John Zaro III, Managing Member, is responsible for selecting broker/dealers through which trades are performed. He is also responsible for the selection of services that are paid in soft dollars. As part of the annual compliance review program, the soft dollar budget is reviewed by the Chief Compliance Officer.

C. Bourgeon may compensate brokers who refer clients to the firm by directing commission business to the broker. This is done only to the extent that the activity is consistent with Bourgeon's obligation to obtain best execution. Bourgeon may face a conflict of interest created by an incentive to direct brokerage business to broker/dealers based upon Bourgeon's interest in receiving client referrals, rather than on the client's interest in receiving best execution. During the last year Bourgeon did not receive any client referrals from broker/dealers.

D. Bourgeon has entered into prime brokerage relationships with Charles Schwab & Company, Pershing Advisor Solutions, and BTIG LLC. All Managed Accounts and the Partnership's investment accounts, unless specifically directed otherwise, are cleared and carried by one or more of these prime brokers. Unless directed otherwise by the client, each of these prime brokers provides custodial services to clients, and securities position reporting to Bourgeon.

E. Managed Account clients may direct Bourgeon in writing to use a designated broker(s) for executing transactions in their accounts. Managed Account clients choosing to direct brokerage activity may pay commissions that are less favorable than those paid by other Managed Account clients for whom Bourgeon is free to select the broker. Generally, orders for Managed Account clients that direct their brokerage activity cannot be aggregated with other client orders and, therefore, the price received on the trade may differ, limiting Bourgeon's ability to obtain best execution on particular trades. Although Bourgeon understands its duty to seek to obtain competitive commission rates, designated broker(s) may limit Bourgeon's ability to negotiate competitive commission rates. If the designated broker played a role in introducing or referring a Managed Account client to Bourgeon then Bourgeon may face a conflict of interest with respect to such client which could be seen as reducing its incentive to obtain the lowest possible commission.

F. In order to obtain more favorable order execution in Managed Accounts and the Partnership, Bourgeon will trade such client accounts in aggregated "block" trades, when possible. Each account participates in the aggregated order at the average price. Bourgeon currently utilizes two prime brokers for such clients. These prime brokers charge additional "per ticket" transaction fees for trades performed away from their operations. Therefore, it is uneconomical to comingle block trades for the two separate custodians. Bourgeon monitors the average price paid to minimize the discrepancy between average price paid by each group.

Item 13:*Review of Accounts*

A. John Zaro III (Managing Member) and Laura Drynan (Partner) are responsible for reviewing all client accounts. All accounts are reviewed at least weekly, although industry concentration and future prospects of individual issues are considered on a daily basis. Performance of client accounts is reviewed monthly and accounts with performance outside of the typical observed range for the month are analyzed in greater depth. Bourgeon arranges to meet with each client receiving 401(k) advice at least once a year to discuss asset allocation strategies.

B. Managed Account clients receive monthly statements from their respective custodian. Managed Account clients may request to receive statements generated by Bourgeon's internal reporting systems in addition to statements provided by the custodian. Managed Account clients are urged to compare the account statement with one provided by the qualified custodian in order to verify accuracy. Quarterly performance is presented in letter form. Bourgeon also provides quarterly letters and/or presentations to Managed Account clients to discuss performance and investment outlook.

Item 14:*Client Referrals and Other Compensation*

From time to time, Bourgeon will pay fees to third parties for client referrals as permitted by Rule 206(4)-3 of the Investment Advisers Act of 1940. Such fees are paid by Bourgeon or an affiliate rather than the client/investor. These fees typically involve the payment of a portion of the asset-based management fee and/or the performance based fee or allocation.

Item 15:*Custody*

Bourgeon is considered to have custody of Managed Account client assets because the firm typically has the authority to debit management fees from Managed Accounts under its investment advisory contract. Further, Bourgeon also would be deemed to have custody over a Managed Account to the extent the client owning the Managed Account also receives 401(k) advice from Bourgeon and authorizes Bourgeon to deduct its advisory fee for such advice from such Managed Account. In addition, Bourgeon provides investment advice to the Partnership. BCMI, a related party to Bourgeon, serves as the Partnership's general partner, thereby being deemed to have custody of the limited partner assets.

Bourgeon does not maintain physical possession of client securities. Instead, client securities are held by either a brokerage firm or a bank custodian. Managed Account clients receive monthly statements directly from the custodian. Bourgeon does not typically provide client statements generated by its internal reporting system. In the event a client were to receive a statement from Bourgeon generated by its internal reporting system, then the client is urged to compare the account statement with one provided by the qualified custodian in order to verify accuracy.

Item 16:*Investment Discretion*

Under its investment advisory agreement and pursuant to the brokerage account opening documentation with respect to Managed Account clients, Bourgeon holds a limited power of attorney to act on a discretionary basis in the management of such Managed Accounts. However, Bourgeon will not have any investment discretion with respect to any client's 401(k) plan assets that it advises.

Item 17:*Voting Client Securities/Class Actions*

Bourgeon undertakes the responsibility of voting client securities for Managed Accounts and the Partnership. Proxy voting guidelines are required by Rule 206(4)-6 of the Investment Advisers Act of 1940. Bourgeon seeks to vote proxies in the best interest of such clients. Bourgeon has retained Broadridge Financial Solution's ProxyEdge service to act on its behalf voting proxies. Each of such client's proxies is voted in accordance with Broadridge Financials standard policies unless Bourgeon feels it is not consistent with such client's best interest. A copy of Broadridge Financials proxy voting policy is available to clients who deliver a written request to Thomas B. Lewis, Bourgeon's Chief Compliance Officer. Voting records are also available to clients by submitting a written request to Bourgeon's Chief Compliance Officer. Bourgeon shall not have any responsibility to initiate, consider or participate in any bankruptcy, class action or other litigation against or involving any issuer of securities held in or formerly held in any client account or to advise or take any action on behalf of any client with respect to any litigation. Bourgeon shall not incur any liability to any client by reason of any action, or failure to act, with respect to the foregoing, except as otherwise provided by applicable law.

Item 18:*Financial Information*

Bourgeon does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

There is no financial information that is reasonably likely to impair Bourgeon's ability to meet contractual commitments to its clients.