



## **FIRM BROCHURE AND BROCHURE SUPPLEMENT**

### **SPEARS ABACUS ADVISORS LLC**

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This brochure provides information about the qualifications and business practices of Spears Abacus Advisors LLC. If you have any questions about the contents of this brochure, please contact Robert Morgenthau by telephone at 212.230.9853 or by electronic mail at [bob@spearsabacus.com](mailto:bob@spearsabacus.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 Spears Abacus Advisors LLC is available on the website maintained by the Securities and Exchange Commission at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**March 2014**

## Material Changes

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### Annual Update

This update constitutes the 2014 annual update to Part 2 of Form ADV, our firm brochure and brochure supplement. The firm brochure and brochure supplement was last revised in March 2013.

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### Material Changes Since Last Update

There are no material changes in this annual update.

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### Full Brochure Available

If at any time you would like to receive a copy of the current firm brochure, please contact Robert Morgenthau by telephone at 212.230.9853 or by electronic mail at [bob@spearsabacus.com](mailto:bob@spearsabacus.com).

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## **Advisory Business**

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### **Firm Description**

Spears Abacus Advisors LLC (SA) was organized as a limited liability company under the laws of the State of Delaware in 2006 and has offices in New York, New York. SA is registered as an investment advisor with the United States Securities and Exchange Commission.

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### **Principal Owners**

Spears & Co. LLC, a Delaware limited liability company, and Abacus and Associates Holdings, LLC, a New York limited liability company, are the principal owners of SA. James Breece, Robert Morgenthau, Paul Pfeiffer, John Raggio, and Robert Raich also own SA.

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### **Types of Advisory Services**

SA furnishes investment management services to individuals, charitable organizations (such as endowments and foundations), tax-exempt funds (such as pension and profit-sharing plans), corporations, partnerships, an investment company, and other business entities. SA also manages The BeeHive Fund, which is a separate series of Forum Funds, an open-ended investment company registered under the Investment Company Act of 1940. SA services include the management of equity, fixed-income, and total-return portfolios, as well as other specialty investment portfolios. SA generally manages the assets of its clients on a fully discretionary basis. SA sometimes reviews asset allocation for clients for whom it does not provide portfolio management. SA does not call any of the services that it provides financial planning or some similar term.

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### **Tailored Relationships**

SA tailors its investment advice to the particular needs, investment objectives, and investment guidelines of each of its clients. Clients may impose restrictions on investing in particular securities or types of securities.

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### **Assets Under Management**

As of December 31, 2013, SA managed approximately \$1,125,539,000 of client assets on a discretionary basis and approximately \$65,009,000 of client assets on a non-discretionary basis. Its total assets under management as of that date were approximately \$1,190,558,000.

## **Fees and Compensation**

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### **Managed Accounts**

SA is generally paid an annual fee equal to 1.00 percent of the assets under management in a client account. With respect to relationships in which SA manages \$10 million or more, SA is generally paid an annual fee equal to 0.75 percent of the assets under management that exceed \$10 million. Typically SA charges fees quarterly in advance, and in general SA deducts its fees directly from client accounts. A client may choose to be billed for fees rather than to have fees directly deducted. When it reviews asset allocation for clients for whom it does not provide portfolio management, SA is typically paid a fixed fee.

Fees may be negotiated based on the size and type of investments involved. A variance in fees may be appropriate in cases in which a client requests special account structures or has atypical objectives. SA has the flexibility to change, reduce, or waive its fees in its sole discretion and to increase or decrease the minimum account size.

SA computes its fees based on the market value of the assets in the account or, in the absence of a readily ascertainable market value, based on its good-faith determination of the fair value of the account assets. SA may hold cash in accounts for strategic and other purposes.

Client agreements for managed accounts generally permit either the client or SA to terminate the investment advisory relationship at any time. Termination becomes effective five days later, although no new securities transactions will be initiated after a termination. If a relationship terminates, SA refunds any unearned fees previously paid ratably based on the number of calendar days remaining after the termination date in the period as to which fees have been prepaid.

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### **The BeeHive Fund**

The advisory fee paid to SA by The BeeHive Fund is calculated as 0.75 percent per annum of the average daily net assets of the fund. If not reduced in whole or in part, the fee is accrued daily by the fund and is assessed based on average net assets on the last date of the previous month. The fee is paid monthly in arrears based on average net assets for the prior month.

SA is also entitled to charge a distribution and service fee of 0.25 percent per annum, but SA has currently determined to waive this fee. In addition, SA has contractually agreed to waive its management fee or to reimburse fund expenses, or both, at least through April 30, 2015 in order to limit the total annual operating expenses of the fund (excluding taxes, interest, portfolio transaction expenses, and extraordinary expenses) to 0.99 percent of the average daily net assets of the fund. This arrangement may be changed or eliminated with the consent of the board of trustees of Forum Funds.

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## **Brokerage and Other Fees**

Brokerage firms typically charge transaction fees on purchases or sales of securities, and account custodians may charge custodial fees. These charges are usually small in relation to the value of the account. The selection of the security is more important than the fees that a brokerage firm charges to buy or sell the security. Clients have the option to select a brokerage firm of their own choosing to execute transactions in the securities that SA recommends. For additional information about transaction expenses, please see the section of this firm brochure and brochure supplement entitled "Brokerage Practices."

## **Types of Clients**

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### **Description**

SA furnishes investment management services to individuals, charitable organizations (such as endowments and foundations), tax-exempt funds (such as pension and profit-sharing plans), corporations, partnerships, an investment company, and other business entities. Several SA clients are persons and entities controlled or influenced by SA personnel or members of their families.

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### **Minimum Account Size**

SA generally requires a minimum of \$5 million for new managed accounts. The minimum initial investment for The BeeHive Fund is \$2,500. SA reserves the right to increase or decrease the minimum account size that it accepts.

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### **Know Your Customer**

It is SA policy to know and understand the identities of clients and prospective clients and the business reasons for any transactions in which SA engages on behalf of its clients. SA does not directly or indirectly conduct business with any person or entity whose identity and source of funds have not been verified to the satisfaction of the account custodian.

## **Methods of Analysis, Investment Strategies, and Risk of Loss**

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### **Investment Strategies**

With respect to those client accounts over which SA exercises discretionary authority, SA seeks to generate superior long-term capital appreciation through a focused portfolio of companies that SA believes to have dynamic businesses with leading and defensible market positions. The management philosophy of SA emphasizes specific security selection. SA looks for investments that it believes to offer favorable asymmetric expected-return profiles over a three-year period and that possess catalysts to unlock value.

SA portfolio construction includes the objective of issuer and industry diversification. Generally, clients authorize SA to invest their accounts primarily in publicly traded securities, shares of mutual funds, and securities options contracts. The securities held in client accounts may include, among other things, common stock, preferred stock, partnership interests, limited liability company interests, exchange-traded funds, debt securities, and municipal securities.

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### **Fundamental Method of Analysis**

SA conducts proprietary fundamental research to develop an understanding of a business and its position within its industry. In this process, SA analyzes company filings and communicates with company management and industry analysts. SA creates financial models that consider multiple scenarios, including a reasonable worst case. Once an investment is made, the holding is continuously monitored to endure that the initial rationale for investment remains. If it is determined that the initial reason for investment is no longer valid, SA may sell the holding. A portfolio holding may also be sold if the valuation exceeds a target, if valuation appears inconsistent with those of the securities of other comparable issuers, or if other investments with higher expected returns become available.

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### **Sources of Information**

The main sources of information used by SA include financial publications, inspections of corporate activities, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

SA uses information, reports, and data from various sources, but the investment decisions that SA makes on behalf of its clients are based primarily on its own internal research and analysis, as well as the experience of its key personnel. SA may obtain advice from financial analysts, attorneys, accountants, and other experts to assist in its investment analysis. In addition, SA may obtain research information from third parties, including published reports of companies and other issuers, general economic data, and governmental publications and data compilations.

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### **Risk of Loss**

All investment programs have certain risks that are borne by the investor. The investment approach employed by SA constantly keeps the risk of loss in mind. Like other investors, SA clients face the following investment risks:

**Dependence on SA:** The performance of an investment account at SA is critically dependent on the efforts of SA portfolio managers. Biographical information about SA portfolio managers is included in the supplement at the end of this brochure. The portfolio managers devote the time and effort that they deem necessary to supervision of SA investment accounts, but they may have other business responsibilities. The past performance of SA and its portfolio managers may not be indicative of future results.

**Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. External factors cause this type of risk regardless of the particular circumstances that affect a security. For example, political, economic, and social conditions may influence market conditions.

**Interest-Rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, fixed-rate bond coupons tend to become less attractive, which in turn causes bond market values to decline.

**Options Risk:** An option is a contract in which the holder (the buyer) pays a specified amount (the premium) to the writer (the seller) to obtain the right, but not the obligation, to buy from the writer (in a call) or to sell to the writer (in a put) a specific asset at an agreed-upon price (the strike price or exercise price) at or before a specified time (the expiration date). The holder pays the premium at inception and has no further financial obligation. The holder of an option will benefit from favorable movements in the price of the underlying asset but is not exposed to corresponding losses due to adverse movements in the value of the underlying asset. The writer of an option will receive fees or premiums but is exposed to losses due to changes in the value of the underlying asset.

**Inflation Risk:** When inflation is present, a dollar today will not buy as much as a dollar next year, because the purchasing power of the dollar is eroding at the rate of inflation.

**Volatility Risk:** Volatility refers to the amount of uncertainty or risk about the size of changes in the value of a security. High volatility means that the value of a security may potentially be spread over a larger range of values. High volatility means that the price of the security may change dramatically over a short time period in either direction. Low volatility means that the value of a security does not fluctuate dramatically but instead changes at a relatively steady pace over a period of time. Many securities have experienced high volatility in recent years.

**Currency Risk:** A security that is not denominated in United States dollars is subject to fluctuations in the value of the United States dollar as against the currency in which the security is denominated. For example, the value of a security denominated in euros will decrease if the dollar strengthens against the euro. This type of risk is also called exchange-rate risk.

**Reinvestment Risk:** Future proceeds from investments may be reinvested at a lower rate of return because yields generally have decreased. This risk primarily relates to fixed-income securities.

**Business Risk:** This risk is associated with a particular industry or a particular issuer. For example, an oil production company depends upon a lengthy process of finding, transporting, and then selling oil before the company can generate a profit. As a result, an oil production company carries a higher risk of profitability variance than an electric

company, which generates income from a relatively stable customer base that must purchase electricity regardless of the economic environment.

**Liquidity Risk:** Liquidity is the ready ability to convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not. Only investors who are financially able to maintain their investment without a need for immediate liquidity should consider an investment with SA.

**Financial Risk:** Excessive borrowing to finance the operations of a business increases the risk of profitability, because the company is required to repay principal and interest in both good and bad economic times. During periods of financial stress, the inability of a company to meet its loan obligations may decrease the value of its securities and, in some cases, force the company to seek bankruptcy protection.

## **Disciplinary Information**

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### **Legal and Disciplinary History**

Neither SA nor any of its employees has been involved in any legal or disciplinary events that relate to past or present investment advisory clients.

## **Other Financial Industry Activities and Affiliations**

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### **Affiliations**

SA manages The BeeHive Fund, which is a separate series of Forum Funds, a Delaware statutory trust registered as an investment company under the Investment Company Act of 1940.

The chief compliance officer of SA is an attorney who practices through a professional services corporation. She serves as chief compliance officer for several other investment advisors and one broker-dealer. She is also licensed as a real estate broker in the State of New York. SA believes that these arrangements create no material conflicts of interest.

### **Financial Industry Activities**

To facilitate the offering of shares in The BeeHive Fund, Mr. Raich, Stacey James, Dante Pearson, and Josephine Segota are registered representatives of Foreside Fund Services, LLC, a broker-dealer registered with the Securities and Exchange Commission that serves as the primary distributor of The BeeHive Fund. Foreside Fund Services, LLC is not affiliated with SA.

SA was founded in 2007 as a joint venture between an entity controlled by William G. Spears and an entity under common control with Abacus & Associates Inc., a multigenerational single-

family office led by Frank Weil and Mr. Raich. Some personnel of SA are employed by or perform services for Abacus & Associates Inc.

The chief compliance officer of SA is a registered representative of a broker-dealer in her capacity as chief compliance officer of the broker-dealer. She does not purchase or sell securities in connection with her duties. The broker-dealer is not affiliated with SA.

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

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### **Code of Ethics**

The supervised persons of SA have committed to a written code of ethics. This code of ethics requires SA and its supervised persons to comply fully with all applicable laws, including federal securities laws, in conducting investment advisory services and related activities. The chief compliance officer of SA is responsible for overseeing adherence to the code of ethics. SA will provide a copy of the code of ethics to any client or prospective client upon request.

The SA code of ethics is based on the principle that SA has a fiduciary obligation to its clients. In this fiduciary capacity, SA and its personnel are required to place the interests of clients before their own interests and the interests of persons and entities that may be related to them. SA seeks to avoid conflicts of interest with its clients and will take appropriate steps consistent with its code of ethics to resolve any conflicts of interest that may arise.

The SA code of ethics and other compliance procedures establish policies and procedures in a number of areas, including the treatment of confidential proprietary information, recordkeeping, conflicts of interest, and personal securities transactions.

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### **Violations of Law**

The SA chief compliance officer conducts compliance reviews at least annually and monitors for indications of potential violations of law or the code of ethics on a monthly basis. In addition, SA has a written policy that requires personnel who become aware of a compliance risk to report the possible violation promptly to the chief compliance officer or senior management. SA would investigate any such report and would not retaliate against someone who makes a report.

The code of ethics requires SA to administer discipline to maintain the quality of services that it provides to clients by encouraging legal and appropriate behavior and by deterring illegal and inappropriate behavior. Disciplinary actions may include a written warning, fines, suspension of employment, and termination of employment.

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## **Participation or Interest in Client Transactions**

SA or one or more of our officers, directors, members, managers, employees, and agents may from time to time have a direct or indirect interest in a security that is purchased, sold, or otherwise traded in client accounts and may effect transactions in the security for client accounts that may be the same as or different from the actions that SA or such a related person may take with respect to its or his account.

As an agent for a client, SA may effect transactions in securities while also acting as agent for another client who is the counterparty to the transaction.

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## **Personal Trading**

SA permits its supervised persons to purchase and sell securities for their personal accounts and for the accounts of persons and entities related to them, so long as the supervised persons are in compliance with the code of ethics. These securities may be among those recommended to SA clients.

The SA code of ethics requires supervised persons to obtain clearance in advance from the chief compliance officer with respect to all proposed securities trading for their personal accounts and for the accounts of related persons, including securities offered in an initial public offering or a limited offering. The code of ethics also requires supervised persons to disclose to the chief compliance officer all of their reportable personal securities holdings and to provide the chief compliance officer with quarterly holdings and transaction reports. In addition, SA has a written insider trading policy that is designed to prevent the improper use of material nonpublic information.

# **Brokerage Practices**

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## **Selecting Brokerage Firms**

SA generally has full discretion and authority over its client accounts, including the authority to select a broker-dealer to execute a particular transaction and to negotiate the rate of commission payable for these services. A majority of SA securities transactions on behalf of clients are executed by Merrill Lynch & Co., Inc. or Charles Schwab & Co., Inc., which are the custodians for most SA client accounts. Unless otherwise directed by a client, SA limits the broker-dealers that it uses to those that it believes to provide best execution for client transactions. In some cases, federal and state laws (such as the Employee Retirement Income Security Act of 1974) may limit or restrict the selection of broker-dealers.

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## **Best Execution**

SA places orders for the purchase and sale of securities with broker-dealers selected in its discretion. No client has an obligation to deal with a specific broker-dealer in the execution of

portfolio transactions. SA determines the allocation of transactions to brokers-dealers and the frequency of transactions in its best judgment and in a manner deemed to be in the best interest of clients, rather than by any formula.

SA seeks best execution for all portfolio transactions. This means that SA seeks the most favorable price and execution available. A client may not always pay the lowest commission or spread available. Rather, in determining the amount of commissions (including dealer spreads) paid in connection with securities transactions, SA takes into account factors such as size of the order, the difficulty of execution, the efficiency of the facilities of the executing broker-dealer (including the research services described below), and any risk assumed by an executing broker-dealer. A client may also pay a higher commission if, for example, the broker-dealer has specific expertise in a particular type of transaction (due to factors like size or difficulty) or is highly efficient in trade execution.

SA may also give consideration to research services furnished to SA by broker-dealers and may cause a client to pay these broker-dealers a higher commission or spread than may be charged by other broker-dealers. Research services may include reports that are common in the industry, such as research reports and periodicals, quotation systems, software for portfolio management, and formal databases. Also included may be meetings with analysts and company executives. Typically, SA uses research to manage all client accounts. Therefore, commission dollars spent for research generally benefit all clients and fund investors, although a particular client may not benefit from research received on a particular occasion. SA does not reduce its management fee because it receives research.

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### **Directed Brokerage**

Sometimes a client may limit the discretion of SA with respect to investment activities and broker-dealer placement. In these cases, SA may be unable to negotiate commissions or to obtain best execution, and the execution of securities purchases and sales through these broker-dealers may be delayed. As a result, directing brokerage may result in increased costs to a client. Not all investment advisors require or permit their clients to direct brokerage.

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### **Conflicts of Interest**

Actual or apparent conflicts of interest may arise when an SA portfolio manager has day-to-day management responsibilities with respect to more than one client account. Specifically, a portfolio manager who manages multiple accounts may be presented with the following conflicts:

- The management of multiple accounts may cause a portfolio manager to devote unequal time and attention to the management of each account.
- If a portfolio manager identifies a limited investment opportunity that may be suitable for more than one account, each account may be unable to take full advantage of the opportunity due to an allocation of filled purchase or sale

orders across all eligible accounts. To deal with these situations, SA has adopted procedures for allocating portfolio transactions across multiple accounts.

- SA typically determines which broker-dealer to use to execute each order, consistent with its duty to seek best execution of the transaction. However, as discussed in “Directed Brokerage” above, a client may limit the choice of SA with respect to the selection of broker-dealers or may instruct SA to direct trades to a particular broker-dealer. In these cases, SA may place separate, non-simultaneous transactions for different accounts that may temporarily affect the market price of the security or the execution of the transaction, or both, to the detriment of a particular client.

SA has compliance procedures that are designed to address these types of conflicts. However, there is no guarantee that these procedures will detect every situation in which a conflict may arise.

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### **Trade Error Policy**

On occasion, SA may experience errors with respect to trades made on behalf of client accounts. SA endeavors to detect trade errors prior to settlement and to correct them in an expeditious manner. SA will reimburse client accounts for net losses directly due to uncorrected trade errors attributable to SA personnel.

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### **Soft Dollars**

SA participates in no soft-dollar arrangements.

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### **Order Aggregation**

SA generally aggregates for block execution multiple orders for the purchase and sale of the same security on behalf of several clients for accounts held by a particular custodian. Securities purchased in an aggregated order receive the average price obtained on the order. When aggregating transactions for block execution, SA makes a good-faith determination that the participating accounts will benefit from the aggregation, that aggregation is consistent with the duty of SA to seek best execution for its clients, and that aggregation is permitted by the investment management agreement between SA and each client whose accounts participate in the aggregation.

## **Review of Accounts**

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### **Periodic Reviews**

The portfolio management team reviews securities transactions on a daily basis if there is activity in a client account. In accounts with no activity, reviews typically occur on a weekly

basis. Each client account is assigned to one of our six primary portfolio managers for oversight.

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### **Review Triggers**

Client inquiries, changes in the general market outlook, changes in the tax laws, new investment information, changes in the financial situation of a client, and changes in the opinions of SA portfolio managers on specific issues may prompt more frequent reviews of some or all client accounts.

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### **Regular Reports**

SA sends a quarterly letter to each client that discusses market conditions and the investment outlook, along with a report concerning the performance of his account or accounts. In addition, SA holds a review meeting with each client at least annually to discuss portfolio performance and to identify any changes in the investment objectives, risk tolerance, or liquidity needs of the client.

## **Client Referrals and Other Compensation**

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### **Incoming Referrals**

SA does not pay referral fees or other remuneration in order to receive client referrals.

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### **Referrals Out**

SA does not accept referral fees or other remuneration when it refers a prospect or client to other professionals.

## **Custody**

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### **Account Statements**

All client funds and securities are held at qualified custodians. These custodians provide account statements at least quarterly. The account statements are sent directly to each client at his address of record. Clients are urged to compare the account statements received directly from their custodians to the reports provided by SA.

## **Investment Discretion**

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### **Discretionary Authority for Trading**

SA generally accepts discretionary authority to manage securities accounts on behalf of clients. SA generally has the authority to determine, without obtaining specific client consent, the securities to be bought or sold and the amount of the securities to be bought or sold. However, SA consults with the client prior to each trade to obtain concurrence if discretionary authority has not been granted. Discretionary trading authority facilitates placing trades in client accounts on behalf of clients so that SA may promptly implement its investment strategies.

The client approves the custodian to be used. SA does not receive any portion of the transaction fees or commissions paid by the client to the custodian or an executing broker-dealer.

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### **Limited Power of Attorney**

Most clients grant SA a limited power of attorney, which is a trading authorization that gives SA discretionary authority over the client account.

## **Voting Client Securities**

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### **Proxy Voting**

SA has adopted written proxy-voting policies and procedures. Clients, including The BeeHive Fund, generally grant SA the exclusive right to vote proxies on their behalf. SA has delegated the responsibility to vote these proxies to an unaffiliated proxy-voting service provider. To the extent that a client retains proxy-voting authority or has specific instructions regarding proxy voting, SA documents this consideration in the investment management agreement between SA and the client. SA proxy-voting procedures are available upon request by any client. Also available upon request by any client is a record of how SA has voted client proxies.

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### **Conflicts of Interest**

Because a proxy-voting service provider votes most client proxies based on the recommendations of a neutral third party, it is unlikely that a conflict of interest will arise. If a matter to be voted upon involves a potential conflict of interest, Mr. Raich consults with the chief compliance officer prior to contacting the client to describe the conflict presented. Once the client has been consulted, SA requests the proxy-voting service to vote the proxy in accordance with the instructions of the client.

## Financial Information

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### Financial Condition

This item is not applicable.

## Brochure Supplement

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### Education and Business Standards

SA considers relevant business experience to be one of the most important criteria in selecting persons to provide investment advice to and research for its clients. SA does not have specific hiring guidelines but generally requires at least a college degree. SA seeks to hire personnel whose educational and professional backgrounds are compatible with the functions that they perform. Absent suitable business experience, SA seeks to entrust investment advisory and research responsibilities to personnel with academic backgrounds, including advanced training, that reflect the skills and intelligence necessary to perform the assigned functions.

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### William G. Spears

Born 1938  
Harvard Business School, MBA  
Princeton University, BA with Honors in Politics  
Member, New York Society of Security Analysts  
CFA Charterholder

Mr. Spears is the Chief Executive Officer and a Manager of SA. From 1999 to 2006, Mr. Spears was a founder, principal, and portfolio manager for Spears Grisanti & Brown LLC. He has been involved in the securities industry throughout his business career.

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### Frank A. Weil

Born 1931  
Harvard Law School, JD  
Harvard College, BA with Honors

Mr. Weil is a Manager of SA. In addition, he is Chairman and Chief Executive Officer of Abacus & Associates Inc. and has been involved in investment banking and wealth management throughout his career. Mr. Weil is a former partner of Loeb, Rhoades & Co. and a former chief financial officer of PaineWebber Inc. From 1956 to 1961, he practiced law in New York City. From 1977 to 1979, he headed the International Trade Administration of the United States Department of Commerce.

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### Robert M. Raich

Born 1969  
Columbia Business School, MBA  
Arizona State University, BS with Honors in Accounting  
Certified Public Accountant

Mr. Raich is President and a Manager of SA. Since 2001, he has also served as President and Chief Investment Officer of Abacus & Associates Inc. Mr. Raich began his career at Price Waterhouse LLP and has held several senior positions in public accounting, wealth management, and private industry. He holds the Series 7 (General Securities Representative), Series 24 (General Securities Principal), and Series 63 (Uniform Securities Agent State Law Examination) licenses administered by the Financial Industry Regulatory Authority, Inc. through Foreside Fund Services, LLC, a distributor of The BeeHive Fund.

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**Robert P. Morgenthau**

Born 1957  
Amherst College, BA

Mr. Morgenthau is a Principal of SA. From 2002 to 2011, he was chief executive officer and a founder of NorthRoad Capital Management LLC, an investment advisory firm registered with the SEC. From 2001 to 2002, Mr. Morgenthau was president of private advisory services for Bank of America. From 1990 to 2000, he was a managing director of Lazard LLC and a member of the supervisory board of its parent company. From 1982 to 1990, Mr. Morgenthau worked for Shearson Lehman Hutton, rising to the position of senior vice president.

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**James E. Breece**

Born 1982  
Kenyon College, BA  
CFA Charterholder

Mr. Breece is a Principal of SA. Since 2005, he has served in a similar capacity with Abacus & Associates Inc. After graduating from college, Mr. Breece served as a research consultant for Mr. Spears in his capacity as a private investor.

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**Paul F. Pfeiffer**

Born 1949  
New York University Stern School of Business, MBA  
University of Washington, BA

Mr. Pfeiffer is a Principal of SA. Prior to joining SA in 2009, Mr. Pfeiffer was a partner and lead manager at MB Investment Partners, Inc. since 2002. From 1998 to 2002, he was a partner, equity analyst, and portfolio manager at Eagle Growth Investors LLC. From 1977 to 1997, Mr. Pfeiffer was a partner, equity analyst, and portfolio manager at McCowan Associates Inc., an affiliate of Goldman Sachs & Co. He began his career in 1972 as an equity analyst at Goldman Sachs.

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**John V. Raggio**

Born 1984

University of Richmond, BA

Certificate in Investment Banking from New York University

CFA Charterholder

Mr. Raggio is a Principal of SA. Prior to joining SA in 2008, he was employed as a portfolio associate by Bank of New York Mellon.

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**Supervision of SA Personnel**

Messrs. Spears and Raich supervise all SA personnel. They closely monitor the advice that supervised persons provide to SA clients to ensure that the information correctly expresses the views of SA portfolio managers regarding the securities to be purchased and sold for client accounts. Because the vast majority of clients grant discretionary authority to SA, SA personnel render investment advice primarily by effecting transactions in client accounts rather than by recommending transactions to clients for their approval. Questions relating to the supervision of SA personnel may be addressed to Mr. Raich, the President of SA, at 212.230.9813.