

SOUTHPORT LANE

Firm Brochure - Form ADV Part 2A (amended March 31, 2014)

This brochure provides information about the qualifications and business practices of Southport Lane Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at (212) 729-3297. 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 Southport Lane Advisors, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.
Southport Lane Advisors, LLC's CRD number is: 162496*

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Registration does not imply a certain level of skill or training.

Item 2: Material Changes

This Amended Form ADV Part 2A amends certain material disclosures contained in the ADV Part 2A Brochure dated February 15, 2013 of Southport Lane Advisers, LLC (“SPLA”). Due to the fact that SPLA no longer conducts an investment advisory business, as described below, SPLA has not revised the disclosures contained in this ADV Part 2A Brochure as originally prepared in February, 2013 except as described below.

In February and March, 2014, the insurance companies that were clients of SPLA terminated their investment management agreements with SPLA. Accordingly, SPLA currently has no clients or assets under management and intends to withdraw its investment adviser registration by filing Form ADV-W immediately following the filing of this amendment to this ADV brochure.

Effective as of February 15, 2014, Michael Morrow is no longer employed by SPLA. Due to the fact that SPLA no longer conducts an investment advisory business, and no longer has any clients, the position of Chief Investment Officer has not been filled.

SPLA has been informed that the boards of directors of certain former clients of SPLA that are regulated insurance companies are conducting an investigation of certain investments made by SPLA pursuant to investment management agreements with its clients. Due to the preliminary nature of these investigations, SPLA is not currently in a position to evaluate the probable outcome of the matter or whether this may impair SPLA’s ability to meet contractual commitments to clients and former clients.

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Item 4: Advisory Business

Description of the Advisory Firm

Southport Lane Advisors, LLC (hereinafter "SPLA") is a limited liability company organized in the state of Delaware with offices in New York, New York and Seattle, Washington. This company was formed on February 3, 2012. As of February 2, 2013 SPLA manages approximately \$ 390,000,000 on a discretionary basis.

Types of Advisory Services

Southport Lane Advisors, LLC offers the following services to advisory clients:

Investment Supervisory Services

SPLA offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. Investment Supervisory Services include, but are not limited to, the following:

- | | |
|-----------------------|--------------------------------|
| • Investment strategy | • Personal investment policy |
| • Asset allocation | • Asset selection |
| • Risk tolerance | • Regular portfolio monitoring |

SPLA evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. SPLA will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

Services Limited to Specific Types of Investments

SPLA generally limits its money management to mutual funds, equities, bonds, fixed income, debt securities, ETFs, real estate, hedge funds, REITs, insurance products including annuities, private placements, and government securities. SPLA may use other securities as well to help diversify a portfolio when applicable.

C. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and any other administrative fees. SPLA does not participate in any wrap fee programs.

Item 5: Fees and Compensation

Fee Schedule

How we are paid depends on the type of advisory service we are performing. Please review the fee and compensation information below.

Assets Under Management (AUM) Fees

SPLA assigns a range of fees between 0.25 - 1.5% of a client's assets under management. The precise fee amount is negotiable and varies on a case-by-case basis depending on the size of the client and the complexity of transactions required.

Performance Based Fees

Currently, SPLA does not assess performance based fees.

Clients Are Responsible For Third Party Fees

Clients are responsible for the payment of all third party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by SPLA. Please see Item 12 of this brochure regarding broker/custodian.

Prepayment of Fees

SPLA collects its fees in arrears monthly. It does not collect fees in advance.

Outside Compensation For the Sale of Securities to Clients

Neither SPLA nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or services fees from the sale of mutual funds.

Item 6: Types of Clients

SPLA generally provides management supervisory services to insurance companies. There is no minimum account size requirement.

Item 7: Methods of Analysis, Investment Strategies, and Risk of Investment Loss

Methods of Analysis and Investment Strategies

Methods of Analysis

SPLA's methods of analysis include charting analysis, fundamental analysis, technical analysis, and cyclical analysis.

Charting analysis involves the use of patterns in performance charts. SPLA uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Technical analysis involves the analysis of past market data; primarily price and volume.

Cyclical analysis involved the analysis of business cycles to find favorable conditions for buying and/or selling a security.

Investment Strategies

SPLA uses long term trading, short term trading, short sales, margin transactions, and options writing (including covered options, uncovered options, or spreading strategies).

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Material Risks Involved

Methods of Analysis

Charting analysis strategy involves using and comparing various charts to predict long and short term performance or market trends. The risk involved in solely using this method is that only past performance data is considered without using other methods to crosscheck data. Using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

Cyclical analysis assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are two-fold : 1) the markets do

not always repeat cyclical patterns and 2) if too many investors begin to implement this strategy, it changes the very cycles they are trying to take advantage of.

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Short term trading, short sales, margin transactions, and options writing generally hold greater risk and clients should be aware that there is a material risk of loss using any of those strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

SPLA generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets. However, it will utilize short sales, margin transactions, and options writing. Short sales, margin transactions, and options writing generally hold greater risk of capital loss and clients should be aware that there is a material risk of loss using any of those strategies.

Mutual Funds: Investing in mutual funds carries the risk of capital loss. Mutual funds are not guaranteed or insured by the FDIC or any other government agency. You can lose money investing in mutual funds. All mutual funds have costs that lower investment returns. They can be of bond “fixed income” nature (lower risk) or stock “equity” nature (mentioned above).

Equity investment generally refers to buying shares of stocks by an individual or firms in return for receiving a future payment of dividends and capital gains if the value of the stock increases. There is an innate risk involved when purchasing a stock that it may decrease in value and the investment may incur a loss.

Treasury Inflation Protected/Inflation Linked Bonds: The Risk of default on these bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal.

Fixed Income is an investment that guarantees fixed periodic payments in the future that may involve economic risks such as inflationary risk, interest rate risk, default risk, repayment of principal risk, etc.

Debt securities carry risks such as the possibility of default on the principal, fluctuation in interest rates, and counterparties being unable to meet obligations.

Stocks & Exchange Traded Funds (ETF): Investing in stocks & ETF's carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Investments in these securities are not guaranteed or insured by the FDIC or any other government agency.

Real Estate funds face several kinds of risk that are inherent in this sector of the market. Liquidity risk, market risk and interest rate risk are just some of the factors that can influence the

gain or loss that is passed on to the investor. Liquidity and market risk tend to have a greater effect on funds that are more growth-oriented, as the sale of appreciated properties depends upon market demand. Conversely, interest rate risk impacts the amount of dividend income that is paid by income-oriented funds.

Hedge Funds are not suitable for all investors and involve a high degree of risk due to several factors that may contribute to above average gains or significant losses. Such factors include leveraging or other speculative investment practices, commodity trading, complex tax structures, a lack of transparency in the underlying investments, and generally the absence of a secondary market.

REITs have specific risks including valuation due to cash flows, dividends paid in stock rather than cash, and the payment of debt resulting in dilution of shares.

Private placements carry a substantial risk as they are largely unregulated offerings not subject to securities laws.

Precious Metal ETFs (Gold, Silver, Palladium Bullion backed “electronic shares” not physical metal): Investing in precious metal ETFs carries the risk of capital loss.

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various other types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Short term trading risks include liquidity, economic stability and inflation.

Short sales risks include the upward trend of the market and the infinite possibility of loss. **Margin transactions** use leverage that is borrowed from a brokerage firm as collateral.

Options writing involve a contract to purchase a security at a given price, not necessarily at market value, depending on the market.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 8: Disciplinary Information

Criminal or Civil Actions

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of SPLA or to the integrity of our management. There are no criminal or civil actions to report.

Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 9: Other Financial Industry Activities and Affiliations

Registration as a Broker/Dealer or Broker/Dealer Representative

Neither SPLA nor its representatives are registered as or have pending applications to become a broker/dealer or as representatives of a broker/dealer.

Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither SPLA nor its representatives are registered as or have pending applications to become a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.

Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Neither SPLA nor its representatives have any material relationships to this advisory business that would present a possible conflict of interest.

Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

SPLA does not utilize nor select other advisers or third party managers. All assets are managed by SPLA.

Item 10: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

We have adopted a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Our Code of Ethics is available free upon request to any client or prospective client.

Recommendations Involving Material Financial Interests

SPLA does not recommend that clients buy or sell any security in which a related person to SPLA or SPLA has a material financial interest.

Investing Personal Money in the Same Securities as Clients

From time to time, representatives of SPLA may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of SPLA to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. SPLA will always document any transactions that could be construed as conflicts of interest and will always transact client business before their own when similar securities are being bought or sold.

Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of SPLA may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of SPLA to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. SPLA will always transact client's transactions before its own when similar securities are being bought or sold.

Item 11: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

Custodians are chosen based on their relatively low transaction fees and access to mutual funds and ETFs. SPLA will never charge a premium or commission on transactions, beyond the actual cost imposed by the custodian.

1. Research and Other Soft-Dollar Benefits

SPLA receives research, products, or other services from its broker/dealer or another third-party in connection with client securities transactions ("soft dollar benefits"). There is no minimum client number or dollar number that SPLA must meet in order to receive free research from the custodian or broker/dealer. There is no incentive for SPLA to direct clients to this particular broker-dealer over other broker-dealers who offer the same services. However, because this firm does not have to produce or pay for services or products it has an incentive to choose a custodian that provides those services based on its interests rather than the clients' interests. The first consideration when recommending broker/dealers to clients is best execution. SPLA always acts in the best interest of the client.

2. Brokerage for Client Referrals

SPLA receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

Instead of allowing SPLA to select brokers or dealers for the account, clients may direct SPLA in writing to use a particular broker or dealer to execute all transactions. In such cases client will negotiate terms and arrangements for the account with that broker or dealer, and

SPLA will not seek better execution services or prices from other brokers or dealers or be able to batch client transactions for execution through other brokers or dealer with orders for other accounts amended by SPLA. As a result, Client may pay higher commissions or other transaction costs or greater spreads, or receive far less favorable net prices on transactions for the account then would otherwise be the case.

B. Aggregating (Block) Trading for Multiple Client Accounts

SPLA maintains the ability to block trade purchases across accounts. Block trading may benefit a large group of clients by providing SPLA the ability to purchase larger blocks resulting in smaller transaction costs to the client. Declining to block trade can cause more expensive trades for clients.

Item 12: Reviews of Accounts

Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Client accounts are reviewed on a quarterly basis by Michael Morrow, President. Michael Morrow is the chief advisor and is instructed to review clients' accounts with regards to their investment policies and risk tolerance levels. All accounts at SPLA are assigned to this reviewer.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

Content and Frequency of Regular Reports Provided to Clients

Each client will receive at least monthly from the custodian, a written report that details the client's account including assets held and asset value which will come from the custodian.

Item 13: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

SPLA does not receive any economic benefit, directly or indirectly from any third party for advice rendered to SPLA clients.

B. Compensation to Non-Advisory Personnel for Client Referrals

SPLA does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 14: Custody

SPLA, with client written authority, has limited custody of client's assets through direct fee deduction of SPLA's Fees only. If the client chooses to be billed directly the custodian, SPLA would have constructive custody over that account and must have written authorization from the client to do so. Clients will receive all required account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

Item 15: Investment Discretion

For those client accounts where SPLA provides ongoing supervision, the client has given SPLA written discretionary authority over the client's accounts with respect to securities to be bought or sold and the amount of securities to be bought or sold. Details of this relationship are fully disclosed to the client before any advisory relationship has commenced. The client provides SPLA discretionary authority via a limited power of attorney in the Investment Advisory Contract and in the contract between the client and the custodian.

Item 16: Voting Client Securities (Proxy Voting)

SPLA will vote client proxies through its discretionary authority over the client accounts. Clients may request proxy voting policies and procedures from SPLA or direct all proxy voting inquiries to SPLA at any time.

Item 17: Financial Information

Balance Sheet

SPLA does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

SPLA has been informed that the boards of directors of certain former clients of SPLA that are regulated insurance companies are conducting an investigation of certain investments made by SPLA pursuant to investment management agreements with its clients. Due to the preliminary nature of these investigations, SPLA is not currently in a position to evaluate the probable outcome of the matter or whether this may impair SPLA's ability to meet contractual commitments to clients and former clients.

C. Bankruptcy Petitions in Previous Ten Years

SPLA has not been the subject of a bankruptcy petition in the last ten years.

