

Item 1 - Cover Page

Part 2A of Form ADV: *Firm Brochure*

Capstone Capital Group

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This brochure provides information about the qualifications and business practices of Capstone Capital Group. If you have any questions about the contents of this brochure, please contact us at 702-433-7588 or kim@capstonecap.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.

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

Additional information about Capstone Capital Group also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 123764.

Item 2 - Material Changes

This Firm Brochure, dated June 2016, provides you with a summary of Capstone Capital Group's advisory services and fees, professionals, certain business practices and policies, as well as actual or potential conflicts of interest, among other things. This Item is used to provide our clients with a summary of new and/or updated information; we will inform of the revision(s) based on the nature of the information as follows.

We have had the following material changes since our last Firm Brochure dated January 1, 2016:

- Hourly rate for financial planning has changed (see Item 5).
- The firm moved from state to SEC registration in June 2016.

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Item 4 - Advisory Business

Capstone Capital Group is an SEC registered investment adviser with its principal place of business located in Nevada. Capstone Capital Group began conducting business in 2002.

Listed below are the firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company):

- Ronald Kay Leavitt, President
- Jeffrey L. Burr, Secretary / Treasurer

Capstone Capital Group has discretionary assets under management as of May 31, 2016 of \$121,272,407.

Capstone Capital Group offers the following advisory services to our clients:

INVESTMENT SUPERVISORY SERVICES ("ISS")

INDIVIDUAL PORTFOLIO MANAGEMENT

Our firm provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. Through personal discussions and completion of the Investor Profile Questionnaire, in which goals and objectives based on a client's particular circumstances are established, we develop a client's personal Investment Policy Statement and create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

We manage these advisory accounts on a discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following securities:

- Exchange-listed securities
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit

- Municipal securities
- Mutual fund shares
- United States governmental securities
- Options contracts on securities

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

FINANCIAL PLANNING

Capstone Capital Group focuses on a team approach in all aspects of our client's finances. In the financial planning services offered, Capstone will coordinate with our client's other trusted advisors to provide a holistic view of the client's financial plan. Specific services may include, but are not limited to, one or more of the following: retirement planning, estate analysis and planning, cash flow and net worth analysis, risk management analysis, asset protection, and philanthropic planning.

Capstone Capital Group does not offer wrap fee programs.

Item 5 - Fees and Compensation

INVESTMENT SUPERVISORY SERVICES (ISS)

PORTFOLIO MANAGEMENT SERVICES FEES

Our annualized fees for the Investment Supervisory Services are based upon a percentage of assets under management and generally range from .50% to 1.40%.

The quarterly fee for Portfolio Management Services will be charged as a percentage of assets under management, according to the following schedule:

<u>Assets Under Management</u>	<u>Quarterly Fee</u>
0 - \$1,000,000	.35%
\$1,000,001 - \$3,000,000	.25%
\$3,000,001 - \$5,000,000	.20%
\$5,000,001 - and above	.15%

The above quarterly fee will begin upon the date the assets are transferred into the account and will be payable in arrears on a quarterly basis. In the event we are due our fee for a partial quarter, such as if a client commences or terminates our services in the middle of the quarter, the fee will be prorated. In the event a client makes a significant deposit or withdrawal (25% of the portfolio) in the middle of a quarter, Capstone Capital

Group reserves the right to prorate the fee for the amount deposited or withdrawn without further notice to the client.

Unless otherwise agreed upon in writing, the client gives Capstone Capital Group the authority to debit management fees from the client's brokerage accounts. Capstone Capital Group sends the client a billing statement for the amount due each quarter. The client authorizes Capstone to debit the fee from available cash or cash equivalents in the brokerage account. If there are not sufficient funds, the client authorizes Capstone to liquidate securities for this purpose. It is the client's responsibility to verify the fee calculations accuracy. The account custodian does not determine if a fee is properly calculated.

FINANCIAL PLANNING

Fees for financial planning are determined on a project or hourly basis to meet the needs of each client. Fees may vary depending on services provided, types of issues addressed, longevity of the planning process, and the complexity of end-goals. The hourly rate ranges from \$150-250. The typical range of fees is \$150-2,500 with a minimum fee of \$150. Accuracy of the estimate is based on all relevant information provided. Fees are due, and are to be paid, at conclusion of the engagement. The cost of each financial plan has the potential to be waived, on a case-by-case basis, with a signed agreement for asset management services by Capstone Capital Group.

Limited Negotiability of Advisory Fees: Although Capstone Capital Group has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs will be considered in determining the fee schedule. These considerations include the complexity of the client, assets to be placed under management, anticipated future additional assets; related accounts; portfolio style, account composition, reports, among other factors. The specific quarterly fee schedule will be identified in the contract between the adviser and each client.

GENERAL INFORMATION

Termination of the Advisory Relationship: The Investment Policy Statement may be canceled at any time, by either party, for any reason within five business days after the effective date of the agreement. To effect the termination, the client must notify Capstone Capital Group in writing. All fees owed to us and all credits owed to the client become due immediately upon termination of services by either party. We reserve the right to value a client's account, prorate the fee and automatically debit the fees owed to us anytime during this termination period. Fees for work completed up to the termination date will not be refunded. We agree to provide investment services and reasonable logistical support in transferring the client's account effectively ending our management of the account. If a client terminates our services and later decides to use our services again, the client will enter into a new agreement.

Mutual Fund Fees: All fees paid to Capstone Capital Group for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or EFTs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In this case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

Capstone Capital Group may charge up to \$250.00 per hour for work not related to investment advisory services. This fee applies to clients that are not receiving our investment advisory services. This could include asset registration or re-registration or consultation on investments not held at our firm.

Grandfathering of Minimum Account Requirements: Pre-existing advisory clients are subject to Capstone Capital Group's minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements will differ among clients. Capstone Capital Group reserves the right to waive the minimum dollar value imposed.

ERISA Accounts: Capstone Capital Group is deemed to be a fiduciary to advisory clients that are employees of benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"). As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Capstone Capital Group may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which our firm and/or our related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset Capstone Capital Group's advisory fees.

Advisory Fees in General: Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

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

Capstone Capital Group does not charge any performance-based fees.

Capstone Capital Group does not use side-by-side management.

Item 7 - Types of Clients

Capstone Capital Group provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- High net worth individuals
- Pension and profit sharing plans (other than plan participants)
- Trusts, estates, or charitable organizations
- Corporations or business entities other than those listed

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

Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance. We base asset allocation decisions on academic and long-term market research, not economic conditions or short-term market predictions. We strive to choose mutual funds or ETFs with broad market exposure, low turnover, and low management fees. We also pay close attention to how the holdings of various funds relate to each other, in order to improve diversification and minimize overlap.

Capstone Capital Group investment strategies have a long term focus and are closely coordinated with each client's specific investment objectives, risk tolerance, investment time horizon and liquidity needs which are clarified in the Investor Profile Questionnaire. Capstone Capital Group determines and builds the portfolio with the client while completing the Investor Profile Questionnaire and is completely client based on the answers given in the questionnaire. The firm adheres to passive asset allocation strategies. If a client already owns certain securities, the appropriateness, constraints and all the other factors are considered in deciding whether to sell them or retain them in the overall investment plan.

We may periodically rebalance client portfolios as markets fluctuate, in order to bring portfolios back to their original target allocation. Otherwise, portfolio allocations may gradually fall outside the client's risk tolerance.

We may purchase stocks for your portfolio with money borrowed from your brokerage account. This allows you to purchase more stock than you would be able to with your available cash, and allows us to purchase stock without selling other holdings.

Securities investments are not guaranteed and you may lose money on your investments. We ask that you work with us to help us understand your tolerance for risk. Clients should understand that investing in any securities, including mutual funds, involves a risk of loss of both income and principal.

Item 9 - Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 - Other Financial Industry Activities and Affiliations

Our firm and our related persons are not engaged in other financial industry activities and have no other industry affiliations.

Jeffrey L. Burr, a member of our firm's management, is an attorney licensed to practice law in the State of Nevada. However, he is not actively engaged in Capstone Capital Group and does not provide financial investment advice to clients.

The law firm, Jeffrey L Burr and the firm of Capstone Capital Group may have common clients. However, the law firm of Jeffrey L. Burr advises on law only. The firm does not give investment advice.

The firm of Jeffrey L. Burr may refer clients to Capstone Capital Group. This may be viewed as a conflict of interest. Clients are under no obligation to act on the referral to the law firm.

Adam Moroni Dawson, a partner of the firm, is engaged as a licensed insurance broker through various insurance companies. In such a capacity, he may offer insurance products and receive normal and customary commissions as a result of such purchases.

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

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct which we require of our employees, including compliance with applicable federal securities laws.

Capstone Capital Group and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Capstone Capital Group's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe we have any particular access to non-public information, all employees are reminded such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to kim@capstonecap.com, or by calling us at 702-433-7588.

Our Code of Ethics is designed to assure the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
2. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
3. It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
4. Our firm requires prior approval for any IPO or private placement investments by related persons of the firm.
5. We maintain a list of all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or her designee.
6. Clients may decline to implement any advice rendered, except in situations where our firm is granted discretionary authority.
7. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
8. We require delivery and acknowledgment of the Code of Ethics by each supervised person of our firm.
9. We have established policies requiring the reporting of Code of Ethics violations to our senior management.
10. Any individual who violates any of the above restrictions may be subject to termination.

Item 12 - Brokerage Practices

In the event that the client requests that we recommend a broker dealer/custodian for execution and/or custodial services, the firm generally recommends that investment management accounts be maintained at Charles Schwab & Co., Inc. ("Schwab"), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Schwab is independently owned and operated and not affiliated with the firm and does not supervise or otherwise monitor the firm's investment management services to its clients. Schwab provides us with access to its institutional trading and custody services, which typically are not available to Schwab retail investors. Schwab's services include brokerage, custody, research and access to

mutual funds and other investments that are otherwise generally available only to institution investors or would require a significantly higher minimum initial investment.

Factors that we considers in recommending Schwab (or any other broker-dealer/custodian to clients) include financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by our clients shall comply with our duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the firm, in good faith, that the commission/transaction fee is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of broker-dealer services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although we will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, the firm's investment management fee. The firm's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

Research and Additional Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, the firm may receive from Schwab (or another broker-dealer/custodian) without cost (and/or at a discount) support services and/or products, certain of which assist us to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by the firm may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by us in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that *may* be received may assist the firm in managing and administering client accounts. Others do not directly provide such assistance, but rather assist the firm to manage and further develop its business enterprise.

Our clients do not pay more for investment transactions effected and/or assets maintained at Schwab as a result of this arrangement. There is no corresponding commitment made by us to Schwab or any other any entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement.

The firm's Chief Compliance Officer, Kimberly Thomas, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest such arrangement may create.

The firm does not receive referrals from broker-dealers; nor engage in directed brokerage arrangements.

To the extent that the firm provides investment management services to its clients, the transactions for each client account generally will be effected independently, unless the firm decides to purchase or sell the same securities for several clients at approximately the same time. The firm may (but is not obligated to) combine or "bunch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the firm's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. We shall not receive any additional compensation or remuneration as a result of such aggregation.

Schwab provides the clients with consolidated statements. Our employees are not registered representatives of Schwab and do not receive any commissions or fees from recommending these services.

Item 13 - Review of Accounts

INVESTMENT SUPERVISORY SERVICES ("ISS")

INDIVIDUAL PORTFOLIO MANAGEMENT

REVIEWS: While the underlying securities within Individual Portfolio Management Services accounts are continually monitored, these accounts are reviewed at least annually. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

These accounts are reviewed by: Ronald K. Leavitt / Chief Investment Strategist, Adam M. Dawson / Partner, and/or Kimberly Thomas / Chief Compliance Officer. In addition to the monthly statements and confirmations of transactions clients receive from their broker-dealer, we provide quarterly statements summarizing account performance, balances and holdings.

Item 14 - Client Referrals and Other Compensation

CLIENT REFERRALS

Our firm may pay referral fees to independent persons or firms ("Solicitors") for introducing clients to us. Whenever we pay a referral fee, we require the Solicitor to provide the prospective client with a copy of this document (our *Firm Brochure*) and a separate disclosure statement that includes the following information:

- the Solicitor's name and relationship with our firm;
- the fact that the Solicitor is being paid a referral fee;
- the amount of the fee; and
- whether the fee paid to us by the client will be increased above our normal fees in order to compensate the Solicitor.

As a matter of firm practice, the advisory fees paid to us by clients referred by solicitors are not increased as a result of any referral.

It is Capstone Capital Group's policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

Item 15 - Custody

We previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that our firm directly debits advisory fees from client accounts.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from the client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe there may be an error in their statement.

In addition to the periodic statements the clients receive directly from their custodians, we also send account statements directly to our clients on a quarterly basis. We urge our clients to carefully compare the information provided on these statements to ensure all account transactions, holdings and values are correct and current.

Item 16 - Investment Discretion

Clients may hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting them prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- determine the security to buy or sell; and/or
- determine the amount of the security to buy or sell and process the order

Clients give us discretionary authority when they sign a discretionary agreement on the new account document and also the Investment Policy Statement with our firm, and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by once again providing us with written instructions.

Capstone Capital Group requires it be provided with written authority to determine which securities and the amounts of securities that are bought or sold in a client's account.

Item 17 - Voting Client Securities

We vote proxies for all client accounts; however, clients always have the right to vote proxies themselves. Clients can exercise this right by instructing us in writing to not vote proxies for your account on your behalf.

We will vote proxies in the best interests of our clients and in accordance with our established policies and procedures. Our firm will retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies. If our firm has a conflict of interest in voting a particular action, we will notify the client of the conflict and retain an independent third-party to cast a vote.

Clients may obtain a copy of our complete proxy voting policies and procedures by contacting Kim Thomas by telephone, email, or in writing. Clients may request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of our complete proxy policies and procedures or how we voted proxies for his/her account(s), we will promptly provide such information to the client.

We will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients

may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

With respect to ERISA accounts, we will vote proxies unless the plan documents specifically reserve the plan sponsor's right to vote proxies. To direct us to vote a proxy in a particular manner, clients should contact Kim Thomas by telephone, email, or in writing.

You can instruct us to vote proxies according to particular criteria (for example, to always vote with management, or to vote for or against a proposal to allow a so called "poison pill" defense against a possible takeover). These requests must be made in writing. You can also instruct us on how to cast your vote in a particular proxy contest by contacting us in writing at:

Capstone Capital Group
2600 Paseo Verde Pkwy #150
Henderson, NV 89074

Item 18 - Financial Information

Under no circumstances does Capstone Capital Group require or solicit payment of fees in excess of \$500 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

As an advisory firm that maintains discretionary authority for client accounts or is deemed to have custody, we are also required to disclose any financial condition reasonably likely to impair our ability to meet our contractual obligations. Capstone Capital Group has no additional financial circumstances to report.

Capstone Capital Group has not been the subject of a bankruptcy petition within the past ten years.