

Brochure Form ADV Part 2A

Item 1 - Cover Page

Southport Capital
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This brochure provides information about the qualifications and business practices of Livingston Group Asset Management Company d.b.a. Southport Capital. If you have any questions about the contents of this brochure, please contact us at (423) 265-2700 or jennifergreene@southportcapital.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Southport Capital is an investment advisory firm registered with the appropriate regulatory authority. Registration does not imply a certain level of skill or training. Additional information about Southport Capital also is available on the SEC's website at www.AdviserInfo.sec.gov/

Item 2 - Material Changes

This section only discusses any material changes to this Form ADV Part 2A disclosure document which we will refer to as our brochure. Since the date of our last annual update to this brochure which was made in March, 2017, the following material changes have been made to the brochure:

Horizon Private Equity Fund is no longer the principal owner of Southport Capital. See Item 4 -Advisory Business section for principal owners of Southport Capital. Also, we have updated Item 10 – Other Financial Industry Activities and Affiliations removing Horizon Private Equity as principal owner.

We have updated Item 4 – Advisory Business and Item 8 Methods of Analysis, Investment Strategies and Risk of Loss sections to more accurately reflect the services and strategies we provide.

We have updated Item 15 – Custody to disclose that Southport Capital is deemed to have custody over some of our client accounts due to level of authority the client has provided to some of our custodians. Please refer to this section for additional information.

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Item 4-Advisory Business

General Information

Livingston Group Asset Management Company d.b.a. Southport Capital was formed in 2001, and provides financial planning, portfolio management, and general consulting services to its clients.

The principal owners of the company are John J. Woods, James W. Woods, Jr., James C. Parker and Michael J. Mooney

Please see **Brochure Supplements**, Exhibit A, for more information on Mr. Parker, Mr. Woods, Mr. Mooney and other individuals who formulate investment advice and have direct contact with clients, or have discretionary authority over client accounts.

As of December 31, 2017, Southport Capital managed \$431,262,251 on a discretionary basis, and no assets on a non-discretionary basis.

SERVICES OFFERED

At the outset of each client relationship, Southport Capital spends time with the client, asking questions, discussing the client's investment experience and financial circumstances, and broadly identifying major goals of the client.

Clients may elect to retain Southport Capital to prepare a full financial plan or "Financial Blueprint" as described below. This written report is presented to the client for consideration. In most cases, clients subsequently retain Southport Capital to manage the investment portfolio on an ongoing basis.

For those Financial Blueprinting clients making this election, and for other clients who do not need Financial Blueprinting Services but retain Southport Capital for portfolio management services, based on all the information initially gathered, Southport Capital generally develops with each client:

- a financial outline for the client based on the client's financial circumstances and goals, and the client's risk tolerance level (the "Financial Profile"); and
- the client's investment objectives and guidelines (the "Investment Plan").

The Financial Profile is a reflection of the client's current financial picture and a look to the future goals of the client. The Investment Plan outlines the types of investments Southport Capital will make on behalf of the client to meet those goals. The Profile and the Plan are discussed regularly with each client, but are not necessarily written documents.

Finally, where Southport Capital provides only limited financial planning or general consulting services, Southport Capital will work with the client to prepare an appropriate summary of the specific project(s) to the extent necessary or advisable under the circumstances.

Financial Blueprinting Services

One of the services offered by Southport Capital is Financial Blueprinting Services, described below. This service may be provided as a stand-alone service or may be coupled with ongoing portfolio management.

Financial Blueprinting Services generally include advice that addresses one or more areas of a client's financial situation, such as estate planning, risk management, budgeting and cash flow controls, retirement planning, education funding, and investment portfolio design. Depending on a client's particular situation, Financial Blueprinting may include some or all of the following:

- Gathering factual information concerning the client's personal and financial situation;
- Assisting the client in establishing financial goals and objectives;
- Analyzing the client's present situation and anticipated future activities in light of the client's financial goals and objectives;
- Identifying problems foreseen in the accomplishment of these financial goals and objectives and offering alternative solutions to the problems;
- Making recommendations to help achieve retirement plan goals and objectives;
- Designing an investment portfolio to help meet the goals and objectives of the client;
- Providing estate planning advice;
- Assessing risk and reviewing basic health, life and disability insurance needs; or
- Reviewing goals and objectives and measuring progress toward these goals.

Once Financial Blueprinting advice is given, the client may choose to have Southport Capital implement the client's Financial Blueprint and manage the investment portfolio on an ongoing basis. However, the client is under no obligation to act upon any of the recommendations made by Southport Capital under a Financial Blueprinting engagement and/or to engage the services of any recommended professional.

Portfolio Management

As described above, at the beginning of a client relationship, Southport Capital meets with the client, gathers information, and performs research and analysis as necessary to develop the client's Investment Plan. The Investment Plan will be updated from time to time when requested by the client, or when determined to be necessary or advisable by Southport Capital based on updates to the client's financial or other circumstances.

To implement the client's Investment Plan, Southport Capital will manage the client's investment portfolio on a discretionary basis. As a discretionary investment adviser, Southport Capital will have the authority to supervise and direct the portfolio without prior consultation with the client.

Notwithstanding the foregoing, clients may impose certain written restrictions on Southport Capital in the management of their investment portfolios, such as prohibiting the inclusion of certain types of investments in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. Each client should note, however, that restrictions imposed by a client may adversely affect the composition and performance of the client's investment portfolio. Each client should also note that his or her investment portfolio is treated individually by giving consideration to each purchase or sale for the client's account. For these and other reasons, performance of client investment portfolios within the same investment objectives, goals and/or risk tolerance may differ and clients should not expect that the composition or performance of their investment portfolios would necessarily be consistent with similar clients of Southport Capital.

Southport's Beacon Plan

Southport Capital utilizes its Beacon Plan ("Beacon") to assist with analyzing and aggregating client investment and account data. Basic Beacon account access is made available to all active advisory clients. Clients may set up an account with Beacon online which offers increased visibility of their accounts and overall financial situation. Clients will be able to view their aggregate account data, have secure document storage, and may view presentations that provide analyses of their investments.

Retirement Plan Services

Southport Capital offers retirement plan services to retirement plan sponsors and to individual participants in retirement plans. For a corporate sponsor of a retirement plan, our retirement plan services can include, but are not limited to, the following services:

Fiduciary Consulting Services

Southport Capital provides the following Fiduciary Retirement Plan Consulting Services:

- Investment Policy Statement Preparation. Southport Capital will help you develop an investment policy statement. The investment policy statement establishes the investment policies and objectives for the Plan. You will have the ultimate responsibility and authority to establish such policies and objectives and to adopt and amend the investment policy statement.
- Non-Discretionary Investment Advice. Southport Capital will provide you with general, non-discretionary investment advice regarding assets classes and investment options, consistent with your Plan's investment policy statement.
- Investment Selection Services. Southport Capital will provide you with recommendations of investment options consistent with ERISA section 404(c).
- Investment due Diligence Review. Southport Capital will provide you with periodic due diligence reviews of the Plan's reports, investment options and recommendations.
- Investment Monitoring. Southport Capital will assist in monitoring investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformation to the guidelines set forth in the investment policy statement and Southport Capital will make recommendations to maintain or remove and replace investment options.
- Default Investment Alternative Advice. Southport Capital will provide you with non-discretionary investment advice to assist you with the development of qualified default investment alternative(s) ("QDIA"), as defined in DOL Reg. Section 2550.404c-5(e)(4)(I), for participants who are automatically enrolled in the Plan or who otherwise fail to make an investment election. You will retain the sole responsibility to provide all notices to participants required under ERISA section 404(c) (5).

- Individualized Participant Advice. Upon request, Southport Capital will provide one-on-one advice to Plan participants regarding their individual situations. We can also meet with individual participants to discuss their specific investment risk tolerance, investment time frame and investment selections.

For Fiduciary Consulting Services, all recommendations of investment options and portfolios will be submitted to you for your ultimate approval or rejection. The retirement plan sponsor client or the plan participant who elects to implement any recommendations made by us is solely responsible for implementing all transactions.

Fiduciary Consulting Services are not management services, and Southport Capital does not serve as administrator or trustee of the plan. Southport Capital does not act as custodian for any client account or have access to client funds or securities (with the exception of, some accounts, having written authorization from the client to deduct our fees).

Southport Capital acknowledges that in performing the Fiduciary Consulting Services listed above that it is acting as a "fiduciary" as such term is defined under Section 3(21)(A)(ii) of Employee Retirement Income Security Act of 1974 ("ERISA") for purposes of providing non-discretionary investment advice only.

Fiduciary Management Services

Southport Capital provides clients with the following Fiduciary Retirement Plan Management Services:

- Discretionary Investment Selection Services. Southport Capital will monitor the investment options of the Plan and add or remove investment options for the Plan. Southport Capital will have discretionary authority to make all decisions regarding the investment options that will be made available to Plan participants.
- Default Investment Alternative Management. Southport Capital will develop and actively manage qualified default investment alternative(s) ("QDIA"), as defined in DOL Reg. Section 2550.404c-5(e)(4)(I), for participants who are automatically enrolled in the Plan or who otherwise fail to make an investment election.
- Investment Management via Model Portfolios. Southport Capital will provide discretionary management via model portfolios. Southport Capital manages Model Portfolios which are investment options available to Plan participants. If a Plan has elected to include Southport Capital Model Portfolios as available options for the qualified retirement plan, then each Plan participant will have the option to elect or not elect the Model Portfolios managed by Southport Capital and will be allowed to impose reasonable restrictions upon the management of each account by written instructions to Southport Capital.

If you elect to utilize any of Southport Capital's Fiduciary Management Services, then Southport Capital will be acting as an Investment Manager to the Plan, as defined by ERISA section 3(38), with respect to our Fiduciary Management Services, and Southport Capital hereby acknowledges that it is a fiduciary with respect to its Fiduciary Management Services.

Non-Fiduciary Services

Although an investment adviser is considered a fiduciary under the Investment Advisers Act of 1940 and required to meet the fiduciary duties as defined by the Advisers Act, the services listed here as non-fiduciary should not be considered fiduciary services for the purposes of ERISA since Southport Capital is not acting as a fiduciary to the Plan as the term "fiduciary" is defined in Section 3(21)(A)(ii) of ERISA. The exact suite of services provided to a client will be listed and detailed in the Qualified Retirement Plan Agreement.

Southport Capital provides clients with the following Non-Fiduciary Retirement Plan Consulting Services:

- **Participant Education.** Southport Capital will provide education services to Plan participants about general investment principles and the investment alternatives available under the Plan. Southport Capital's assistance in participant investment education will be consistent with and within the scope of DOL Interpretive Bulletin 96-1. Education presentations will not take into account the individual circumstances of each participant and individual recommendations will not be provided unless otherwise agreed upon. Plan participants are responsible for implementing transactions in their own accounts.
- **Participant Enrollment.** Southport Capital will assist you with group enrollment meetings designed to increase retirement plan participation among employees and investment and financial understanding by the employees.
- **Qualified Plan Development.** Southport Capital will assist you with the establishment of a qualified plan by working with you and a selected Third-Party Administrator. If you have not already selected a Third-Party Administrator, we shall assist you with the review and selection of a Third-Party Administrator for the Plan.

When a client has not already selected a Third-Party Administrator, Southport Capital can assist the client with the review and selection of a Third-Party Administrator for the Plan.

- **Due Diligence Review.** Southport Capital will provide you with periodic due diligence reviews of your Plan's fees and expenses and your Plan's service providers.
- **Fiduciary File Set-up.** Southport Capital will help you establish a "fiduciary file" for the Plan which contains trust documents, custodial/brokerage statements, investment performance reports, services agreements with investment management vendors, the investment policy statement, investment committee minutes, asset allocation/asset liability studies, due diligence fields on funds/money managers and monitoring procedures for funds and/or money managers.
- **Benchmarking.** Southport Capital will provide you benchmarking services and will provide analysis concerning the operations of the Plan.

Retirement Plan Services - General Information and Disclosures

Securities and other types of investments all bear different types and levels of risk. Those risks are typically discussed with clients in defining the investment policies and objectives.

That will guide investment decisions for their qualified plan accounts. Upon request, as part of our retirement plan services, we can discuss those investments and investment strategies that we believe may tend to reduce these risks for a particular client's circumstances and plan participants.

General Consulting

In addition to the foregoing services, Southport Capital may provide general consulting services to clients. These services are generally provided on a project basis, and may include, without limitation, minimal cash flow planning for certain events such as education expenses or retirement, estate planning analysis, income tax planning analysis and review of a client's insurance portfolio, as well as other matters specific to the client as and when requested by the client and agreed to by Southport Capital. The scope and fees for consulting services will be negotiated with each client at the time of engagement for the applicable project.

Item 5 - Fees and Compensation

General Fee Information

Clients enter into one of two fee arrangements. Generally, clients elect to pay management fees to Southport Capital separately from the brokerage expenses of the account. Accordingly, client accounts pay a management fee, plus the cost of transactions in the account. The brokerage expenses may take the form of asset-based pricing, meaning that the broker/dealer charges the account a flat-rate percentage to cover all brokerage expenses, or these expenses may be assessed on a per-trade basis (choose one or both). Please see *Item 12 - Brokerage Practices* for additional information.

In either of these arrangements, the fees noted above are separate and distinct from the internal fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). The client should review all fees charged by funds, brokers, Southport Capital and others to fully understand the total amount of fees paid by the client for investment and financial-related services.

Portfolio management fees are typically payable quarterly in arrears or advance in accordance with the client's Investment Management Agreement with Southport Capital. The value of the securities is computed by the custodian based on the market value as of the last day of each calendar quarter. If there is no market value available, the security value is computed at fair value. If management begins after the start of a quarter, fees will be prorated accordingly. Fees may also be prorated for substantial cash flows at Southport Capital's discretion. With client authorization and unless other arrangements are made, fees are normally debited directly from client account(s).

Either Southport Capital or the client may terminate their Investment Management Agreement at any time, subject to any written notice requirements in the agreement. In the event of termination, any paid but unearned fees will be promptly refunded to the client based on the number of days that the account was managed, and any fees due to Southport Capital from the client will be invoiced or deducted from the client's account prior to termination.

Financial Blueprinting Fees

Southport Capital typically offers Financial Blueprinting services on a project basis. The amount of billable time and the hourly rate required to complete the financial plan are individually negotiated and will be determined after considering many factors, such as the complexity level and scope of the services to be provided. An estimate for total hours will be determined at the start of the planning relationship and generally range from 10 to 20 hours per engagement. Hourly

rates for project engagements typically range from \$150 to \$250. Any additional hours required to complete the project will be billed at 50% of the agreed upon hourly rate. No additional hourly rates will apply without the client's prior approval.

Financial Blueprinting fees are payable in full, in advance. Southport Capital's confidence in its Financial Blueprinting service is such that it offers a satisfaction guarantee. Clients will be refunded Financial Blueprinting fees in full, if upon delivery of the Financial Blueprint:

- b) The savings and/or profit in the first twelve months (from time of plan - not calendar year) are not greater than the Financial Blueprinting fee, or
- c) The client is not 100% satisfied with the Financial Blueprint

Clients may also choose to engage Southport Capital to provide Financial Blueprinting services on a non-project, hourly basis at an hourly rate of \$450, but will not participate in Southport Capital's Financial Blueprint fee refund policy as described above. Clients will be provided an invoice for the hourly service which is payable upon receipt

Clients may terminate the planning agreement by written notice within three days after the date of the agreement and receive a full refund of fees. After that, clients will receive a refund of prepaid fees less any charges for bona fide planning services rendered prior to termination.

Portfolio Management Fees

Southport Capital's fees for Investment Advisory and Sub-Advisory Services are based upon a percentage of assets under management. On a case-by-case basis, Southport Capital determines an appropriate fee structure based on the size, complexity, security type, investment objectives and anticipated levels of rebalancing and other related aspects of the active management nature of the account. In general, fees range from 0.50% to 2.50%. The terms and conditions of the fee structure are mutually agreed upon prior to entering into an advisory agreement. Southport Capital may, at its discretion, make exceptions to the foregoing or negotiate special arrangements where Southport Capital deems it appropriate under the circumstances.

Retirement Plan Services Fees

For retirement plan sponsors, the Plan will be charged the following annual fee based upon the amount of Plan assets:

<u>Plan Assets</u>	<u>Annual Fees</u>
\$0 - \$1,000,000	0.75%
Next \$1,000,000 - \$5,000,000	0.50%
Next \$5,000,000+	0.25%

Fees are negotiable based upon the complexity of the plan, the size of the plan assets, the actual services requested and the representative providing the services.

For individual participants, we charge a percentage of the participant's account value. The percentage fee ranges from 0.25% to 0.75% per year. Fees are negotiable based upon the actual services requested and the complexity of the participant's situation. Retirement plan sponsors may also elect to pay all or a portion of fees for the individualized services provided by us to the plan participants.

Separate Account Manager Fees

When one or more Managers are utilized, the Manager(s)' fees will be separate from and in addition to Southport Capital's fee. Southport Capital's maximum fee in these arrangements may be less than if the firm managed the assets directly. Clients should refer to the Manager(s)' Form ADV Part 2 "Brochure" for the fees and expenses applicable to each arrangement as they vary by Manager.

Wrap Program Fees

Southport Capital's fee is charged separately from and in addition to Wrap Program Fees.

General Consulting Fees

When Southport Capital provides general consulting services to clients, these services are generally separate from Southport Capital's financial planning and portfolio management services. Fees for general consulting are negotiated at the time of the engagement for such services, and are normally based on an hourly or fixed fee basis.

Other Compensation

Certain of Southport Capital's employees are also insurance agents with Lakewood Ranch Risk Management, LLC ("LRRM"), a licensed insurance agency and affiliate of Southport Capital. LRRM and these individuals are entitled to receive commissions or other remuneration on the sale of insurance products. As such, they will be able to effect insurance transactions and will receive separate, yet customary compensation. To protect client interests, Southport Capital's policy is to fully disclose all forms of compensation before any such transaction is executed. Under no circumstance will the client pay both a commission to these individuals and a management fee to Southport Capital on the same pool of assets. Please see *Item 10 - Other Financial Industry Activities and Affiliations* for additional information.

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

Southport Capital does not have any performance-based fee arrangements. "Side by Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because Southport Capital has no performance-based fee accounts, it has no side-by-side management.

Item 7 - Types of Clients

Southport Capital serves individuals, pension and profit-sharing plans, corporations, trusts, estates, charitable organizations and other business entities.

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

Methods of Analysis and Investment Strategies

Technical Analysis - involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks.

Cyclical Analysis - is a type of technical analysis that involves evaluating recurring price patterns and trends.

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

Specific sources of information that Southport Capital may use include The Iconoclast Publication; Dow Jones News Feed, Greenhill Index, Global Macro, The Motley Fool and Ned Davis Research, as well as Industry Publications and the World Wide Web.

Investment Strategies

Strategies may include long-term purchases, short-term purchases, trading, tactical asset allocation, short sales, margin transactions, and option writing and buying (including covered options, uncovered options or spreading strategies) which are described below:

Long Term Purchases - securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Short Term Purchases - securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations.

Margin Transactions - a securities transaction in which an investor borrows money to purchase a security, in which case the security serves as collateral on the loan.

Trading - generally considered holding a security for less than thirty (30) days.

Options Trading/Writing: a securities transaction that involves buying or selling (writing) an option. If you write an option, and the buyer exercises the option, you are obligated to purchase or deliver a specified number of shares at a specified price at the exercise of the option regardless of the market value of the security at expiration of the option. Buying an option gives you the right to purchase or sell a specified number of shares at a specified price until the date of expiration of the option regardless of the market value of the security at expiration of the option.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time.

Risk of Loss

While Southport Capital seeks to diversify clients' investment portfolios across various asset classes consistent with their Investment Plans in an effort to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no assurance that client investment portfolios will be able

to fully meet their investment objectives and goals, or that investments will not lose money.

Below is a description of several of the principal risks that client investment portfolios face.

Management Risks. While Southport Capital manages client investment portfolios based on Southport Capital's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that Southport Capital allocates assets to asset classes that are adversely affected by unanticipated market movements, and the risk that Southport Capital's specific investment choices could underperform their relevant indexes.

Risks of Investments in Mutual Funds, ETFs and Other Investment Pools. As described above, Southport Capital may invest client portfolios in mutual funds, ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are generally less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

Equity Market Risks. Southport Capital will generally invest portions of client assets directly into equity investments, primarily stocks, or into pooled investment funds that invest in the stock market. As noted above, while pooled investments have diversified portfolios that may make them less risky than investments in individual securities, funds that invest in stocks and other equity securities are nevertheless subject to the risks of the stock market. These risks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security's prospects.

Fixed Income Risks. Southport Capital may invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, is generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

Currency Risk: Southport Capital may invest portions of client assets in foreign investments. Foreign investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

Margin Risk: Southport Capital may invest its client's assets using margin accounts. Margin transactions, in which an investor deposits a certain amount in a margin account and securities are purchased in part with borrowed funds, are subject to legal limitations and may carry other risks, including the following:

- The possibility that the investor can lose more funds than were deposited in the margin account *a* decline in the value of securities that are purchased on margin may require

that the investor provide additional funds to the firm that has provided the loan to avoid the forced sale of those securities or other securities in the investor's account.

- the risk that Southport Capital can be forced to sell securities in the client's account If the equity in the margin account falls below the maintenance margin requirements under the law—or the firm's higher "house" requirements—Southport Capital can sell the securities in the client's account to cover the margin deficiency. In this event, the client will also be responsible for any short fall in the account after such a sale.
- A client is not entitled to an extension of time on a margin call. While an extension of time to meet initial margin requirements may be available to customers under certain conditions, a customer does not have a right to the extension. In addition, a customer does not have a right to an extension of time to meet a maintenance margin call.

Options Risk: Even a small investment in options may give rise to leverage risk, and can have a significant impact on the accounts' performance. Derivatives are subject to credit risk and liquidity risk.

Item 9- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of Southport Capital or the integrity of Southport Capital's management Southport Capital has no disciplinary events to report.

Item 10- Other Financial Industry Activities and Affiliations

Southport Capital is affiliated with Lakewood Ranch Risk Management, LLC ("LRRM"), a licensed insurance agency, by virtue of common ownership. From time to time, Southport Capital may refer a client to LRRM for insurance services or LRRM may refer a client to Southport Capital for advisory services. Neither Southport Capital nor LRRM will receive a fee for making such referrals. Insurance services provided by LRRM are separate and distinct from Southport Capital's advisory services and are provided for separate and typical compensation. Certain employees of Southport Capital may also be insurance agents of LRRM. As such, these individuals will be able to effect insurance transactions and will receive commissions or other compensation accordingly. No Southport Capital client is obligated to use LRRM for insurance services and conversely, no LRRM client is obligated to use the advisory services provided by Southport Capital.

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

Code of Ethics and Personal Trading

Southport Capital has adopted a Code of Ethics ("the Code"), the full text of which is available to you upon request. Southport Capital's Code has several goals. First, the Code is designed to assist Southport Capital in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, Southport Capital owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires persons associated with Southport Capital (managers, officers and employees) to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits such associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for Southport Capital's associated

persons. Under the Code's Professional Standards, Southport Capital expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, Southport Capital associated persons are not to take inappropriate advantage of their positions in relation to Southport Capital clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time, Southport Capital's associated persons may invest in the same securities recommended to clients. Under its Code, Southport Capital has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

As outlined above, Southport Capital has adopted procedures to protect client interests when its associated persons invest in the same securities as those selected for or recommended to clients. In the event of any identified potential trading conflicts of interest, Southport Capital's goal is to place client interests first.

Consistent with the foregoing, Southport Capital maintains policies regarding participation in initial public offerings ("IPO"s) and private placements to comply with applicable laws and avoid conflicts with client transactions. If a Southport Capital associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of the Chief Compliance Officer.

Finally, if associated persons trade with client accounts (e.g., in a bundled or aggregated trade), and the trade is not filled in its entirety, the associated person's shares will be removed from the block, and the balance of shares will be allocated among client accounts in accordance with Southport Capital's written policy.

Item 12 - Brokerage Practices

Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, Southport Capital seeks "best execution" for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, Southport Capital may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or thirdparty research (or any combination), and may be used in servicing any or all of Southport Capital's clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

Southport Capital participates in the institutional advisor program offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade and Southport Capital's other recommended broker-dealers are hereinafter collectively referred to as the "Custodians" and their institutional advisory programs

collectively referred to as the "Programs"). The Programs include such services as custody of securities, trade execution, clearance and settlement of transactions. Southport Capital receives some benefits from the Custodians through its participation in the Programs.

Southport Capital may recommend the Custodians to clients for custody and brokerage services. While there is no direct link between Southport Capital's participation in the Programs and the investment advice it gives to its clients, through its participation in the Programs Southport Capital receives economic benefits that are typically not available to the Custodians' retail investors. These benefits generally include, without limitation, the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Program participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Southport Capital by third party vendors. The Custodians may also pay for business consulting and professional services received by Southport Capital's related persons. These services are not soft dollar arrangements but are part of the institutional platforms offered by the Custodians.

Some of the products and services made available by the Custodians through the Programs may benefit Southport Capital but may not directly benefit its client accounts. These products or services may assist Southport Capital in managing and administering client accounts, including accounts not maintained at the Custodians. Other services made available by the Custodians are intended to help Southport Capital manage and further develop its business enterprise. The benefits received by Southport Capital or its personnel through participation in the Programs do not depend on the amount of brokerage transactions directed to the Custodians. As part of its fiduciary duties to clients, Southport Capital endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Southport Capital or its related persons in and of itself creates a potential conflict of interest and may indirectly influence Southport Capital's choice of the Custodians for custody and brokerage services.

Soft Dollars

Generally, in addition to a broker's ability to provide "best execution," Southport Capital may also consider the value of "research" or additional brokerage products and services a broker-dealer has provided or may be willing to provide. The provision of these added benefits may be based in whole or in part on the *value* of Southport Capital's assets under management held at TD Ameritrade, on the brokerage revenue to TD Ameritrade generated by Southport Capital's activities, or on a combination of these two factors. This is known as paying for those services or products with "soft dollars." Because many of the services or products could be considered to provide a benefit to Southport Capital, and because the "soft dollars" used to acquire them are client assets, Southport Capital could be considered to have a conflict of interest in allocating client brokerage business. In this way, Southport Capital could receive valuable benefits by selecting a particular broker or dealer to execute client transactions and the transaction compensation charged by that broker or dealer might not be the lowest compensation Southport Capital might otherwise be able to negotiate. In addition, Southport Capital could have an incentive to cause clients to engage in more securities transactions than would otherwise be optimal to generate brokerage compensation with which to acquire products and services.

Southport Capital's use of soft dollars is intended to comply with the requirements of Section

28(e) of the Securities Exchange Act of 1934. Section 28(e) provides a "safe harbor" for investment managers who use commissions or transaction fees paid by their advised accounts to obtain investment research services that provide lawful and appropriate assistance to the manager in performing investment decision-making responsibilities. As required by Section 28(e), Southport Capital will make a good faith determination that the amount of commission or other fees paid is reasonable in relation to the value of the brokerage and research services provided. That is, before placing orders with a particular broker, Southport Capital generally determines, considering all the factors described below, that the compensation to be paid to TD Ameritrade is reasonable in relation to the value of all the brokerage and research products and services provided by TD Ameritrade. In making this determination, Southport Capital typically considers not only the particular transaction or transactions, and not only the value of brokerage and research services and products to a particular client, but also the value of those services and products in Southport Capital's performance of its overall responsibilities to all of its clients. In some cases, the commissions or other transaction fees charged by a particular broker-dealer for a particular transaction or set of transactions may be greater than the amounts another broker-dealer who did not provide research services or products might charge.

The products and services Southport Capital receives from broker-dealers will generally be used in servicing all Southport Capital client accounts. Southport Capital's use of these products and services will not be limited to the accounts that paid commissions to the broker-dealer for such products and services. In addition, soft dollar benefits may not be allocated to accounts proportionately according to the soft dollar credits the accounts generate.

Directed Brokerage

Clients may direct Southport Capital to use a particular broker for custodial or transaction services on behalf of the client's portfolio. In directed brokerage arrangements, the client is responsible for negotiating the commission rates and other fees to be paid to the broker. Accordingly, a client who directs brokerage should consider whether such designation may result in certain costs or disadvantages to the client, either because the client may pay higher commissions or obtain less favorable execution, or the designation limits the investment options available to the client

The arrangements that Southport Capital has with the Custodians are designed to maximize efficiency and to be cost effective. By directing brokerage arrangements, the client acknowledges that these economies of scale and levels of efficiency are generally compromised when alternative brokers are used. While every effort is made to treat clients fairly over time, the fact that a client chooses to use the brokerage and/or custodial services of these alternative service providers may in fact result in a certain degree of delay in executing trades for their account(s) and otherwise adversely affect management of their account(s).

By directing Southport Capital to use a specific broker or dealer, clients who are subject to ERISA confirm and agree with Southport Capital that they have the authority to make the direction, that there are no provisions in any client or plan document which are inconsistent with the direction, that the brokerage and other goods and services provided by the broker or dealer through the brokerage transactions are provided solely to and for the benefit of the client's plan, plan participants and their beneficiaries, that the amount paid for the brokerage and other services have been determined by the client and the plan to be reasonable, that any expenses paid by the broker on behalf of the plan are expenses that the plan would otherwise be obligated to pay, and that the specific broker or dealer is not a party in interest of the client or the plan as defined under applicable ERISA regulations.

Aggregated Trade Policy

Southport Capital may enter trades as a block where possible and when advantageous to clients whose accounts have a need to buy or sell shares of the same security. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rata basis between all accounts included in any such block. Block trading allows Southport Capital to execute equity trades in a timelier, equitable manner, and may reduce overall costs to clients.

Southport Capital will only aggregate transactions when it believes that aggregation is consistent with its duty to seek best execution (which includes the duty to seek best price) for its clients, and is consistent with the terms of Southport Capital's Investment Advisory Agreement with each client for which trades are being aggregated. No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all Southport Capital's transactions in a given security on a given business day, with transaction costs generally shared pro-rata based on each client's participation in the transaction.

On occasion, depending on the size of a particular account's pro rata share of an order or other factors, the commission or transaction fee charged could be above or below a breakpoint in a pre-determined commission or fee schedule set by the executing broker, and therefore transaction charges may vary slightly among accounts. Accounts may be excluded from a block due to tax considerations, client direction or other factors making the account's participation ineligible or impractical.

Southport Capital will prepare, before entering an aggregated order, a written statement ("Allocation Statement") specifying the participating client accounts and how it intends to allocate the order among those clients. If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the Allocation Statement. If the order is partially filled, it will generally be allocated pro-rata, based on the Allocation Statement, or randomly in certain circumstances. Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the Allocation Statement if all client accounts receive fair and equitable treatment, and the reason for different allocation is explained in writing and is approved by an appropriate individual/officer of Southport Capital. Southport Capital's books and records will separately reflect, for each client account included in a block trade, the securities held by and bought and sold for that account. Funds and securities of clients whose orders are aggregated will be deposited with one or more banks or broker-dealers, and neither the clients' cash nor their securities will be held collectively any longer than is necessary to settle the transaction on a delivery versus payment basis; cash or securities held collectively for clients will be delivered out to the custodian bank or broker-dealer as soon as practicable following the settlement, and Southport Capital will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation.

Trade Errors

When Southport Capital causes a trade error, it takes prompt action to resolve the error with the objective to return the client's account to the position that it would have been if there had been no error. Southport Capital pays to correct an error and reimburses a client for any loss resulting from the error. Clients do not retain any gains resulting from the correction of a trade error. At the end of each day, any net gains from trade corrections will be swept to a specially designated account by the account custodian and will subsequently be distributed to charity.

Item 13 - Review of Accounts

Managed portfolios are reviewed at least annually but may be reviewed more often if requested by the client, upon receipt of information material to the management of the portfolio, or at any time such review is deemed necessary or advisable by Southport Capital. These factors may include, but are not limited to, the following: change in general client circumstances (marriage, divorce, retirement); or economic, political or market conditions. All Portfolio Managers review accounts.

For those clients to whom Southport Capital provides separate Financial Blueprinting Services and/or consulting services, reviews are conducted on an as needed or agreed upon basis. Such reviews are conducted by one of Southport Capital's investment adviser representatives or principals.

Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. In addition, Southport Capital provides at least a quarterly report for each managed portfolio. This written report normally includes a summary of portfolio holdings and performance results. Additional reports are available at the request of the client

Item 14 - Client Referrals and Other Compensation

As noted above, Southport Capital may receive an economic benefit from TD Ameritrade and other custodians in the form of support products and services it makes available to Southport Capital and other independent investment advisors that have their clients maintain accounts at the Custodians. These products and services, how they benefit our firm, and the related conflicts of interest are described in *Item 12 - Brokerage Practices*. The availability of Custodians' products and services to Southport Capital is based solely on our participation in the programs and not in the provision of any particular investment advice.

Item 15 - Custody

The custody of your account assets must be maintained at a "qualified custodian" which is typically a brokerage firm or a bank. In addition to any account statements you may receive from us, you will receive account statements directly from your custodian on at least a quarterly basis although you may receive them on a monthly basis. You should carefully review these statements and compare these statements to statements you receive from us for any discrepancies. You should also remember that the statements you receive from your custodian are your official record of your accounts and assets for tax purposes.

Although custody of your account assets will generally be maintained at your qualified custodian as stated above, under certain circumstances, we may be deemed to have custody of a client's account assets. These reasons involve our authority to directly debit the client's custodial account to collect our fee and assisting clients with transfer of assets held by some custodians.

From time to time, Southport Capital will provide additional reports. The account balances reflected on these reports should be compared to the balances shown on the brokerage statements to ensure accuracy. At times there may be small differences due to the timing of dividend reporting, pending trades or other similar issues.

Item 16 - Investment Discretion

As described above under *Item 4 - Advisory Business*, Southport Capital manages portfolios on a discretionary basis. This means that after an Investment Plan is developed for the client's investment portfolio, Southport Capital will execute that plan without specific consent from the client for each transaction. For discretionary accounts, a Limited Power of Attorney ("LPOA") is executed by the client, giving Southport Capital the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client; and, the withdrawal of advisory fees directly from the account. Southport Capital then directs investment of the client's portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client's investment advisory agreement with Southport Capital and the requirements of the client's custodian. The discretionary relationship is further described in the agreement between Southport Capital and the client.

Item 17 - Voting Client Securities

Proxy Voting

With respect to securities selected on behalf of the client in a managed account or recommended to a client, Southport Capital may vote proxies where required under client agreements. Southport Capital will vote proxies in such a way that, to the best of Southport Capital's knowledge, is in the best interest of each individual shareholder. From time to time, this may mean that the same proxy proposal may be voted differently for different Clients. Southport Capital will consider only those factors that relate to the Client's investment(s) or factors that are set forth in written instructions from the Client.

Southport has elected to utilize the services of Broadridge Financial Solutions, Inc. ("Broadridge"), a Voting Agent Service, to handle day-to-day functions relating to proxy voting, utilizing the voting methodology of Glass, Lewis & Co., LLC. This approach to enhancing overall corporate value

Through effective proxy voting relies on third party analysis and recommendations that are developed on an issue-by-company basis, rather than an issue-by-issue basis.

Issue-by-issue analysis assumes that a specific set of corporate governance initiatives is, or is not, inherently beneficial to shareholders and that a specific recommendation for a particular issue should be applied across-the-board to the voting of all corporations' proxies. This one-size-fits-all approach, however, frequently results in a lack of focus on issues that genuinely impact long-term shareholder value and, as a result, disadvantages shareholders.

By comparison, the issue-by-company approach views proxy issues in the context of company-specific metrics, taking into account a variety of relevant factors. Southport has embraced the Glass, Lewis & Co., LLC methodology and approach to this important process.

A copy of Southport Capital's complete policy, as well as records of proxies voted, is available to Clients upon request. As required under the Advisers Act, such records are maintained for a period of five (5) years.

Class Action Suits

Southport Capital has also arranged for Broadridge to provide class action litigation monitoring and securities claim filing administration for client accounts that choose to participate in this service. For this service, Broadridge charges a contingency fee of 20% of the amount of each claim settlement award, which is deducted from the client's award at the time of payment. There are no minimum fees or other fees deducted from an account related to this service. Regardless of

whether a client chooses to utilize the services of Broadridge, Southport Capital does not monitor or file claims on a client's behalf.

Item 18 - Financial Information

Southport Capital does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore has no disclosure with respect to this item.