

HARD COPY

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING

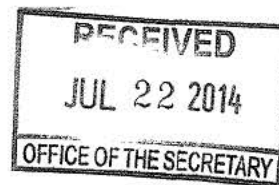
File No. 3-15820

In the Matter of

Delsa U. Thomas and The
D. Christopher Capital
Management Group, LLC,

Respondents.

**DIVISION OF ENFORCEMENT'S
MOTION FOR SUMMARY
DISPOSITION AND BRIEF IN SUPPORT**



The Division of Enforcement (“Division”) submits this Motion for Summary Disposition¹ against Respondents Delsa U. Thomas (“Thomas”) and The D. Christopher Capital Management Group (“DCCMG”) (collectively, “Respondents”), and respectfully shows the following:

I
RELEVANT LITIGATION HISTORY

The United States District Court for the Northern District of Texas (“District Court”) entered a final judgment against Respondents, by default, on March 4, 2014 in *SEC v. Delsa U. Thomas, et al.*, Case No. 3:13-CV-00739-L, which permanently enjoined them from:

- future violations of Section 17(a) of the Securities Act of 1933 (“Securities Act”) [15 U.S.C. § 77q(a)];
- future violations of Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 10b-5 thereunder [15 U.S.C. § 78j(b), 17 C.F.R. § 240.10b-5];
- future violations of Section 203A of the Investment Advisers Act of 1940 (“Advisers Act”) [15 U.S.C. § 80b-3a]; and

¹ Undersigned counsel for the Division certifies, in accordance with Commission Rule of Practice 250(c), that this Motion does not exceed 9,800 words.

- aiding and abetting violations of Sections 206(1), (2), and (4) of the Advisers Act and Rule 206(4)-8 thereunder [15 U.S.C. § 80b-6(1), (2), (4); 17 C.F.R. 275.206(4)-8].²

On April 2, 2014, the Securities and Exchange Commission (“Commission”) initiated public administrative proceedings against Respondents pursuant to Sections 203(e) and 203(f) of the Advisers Act to determine (1) whether the allegations set forth in the Order Instituting Proceedings (“OIP”) are true and, in connection therewith, to afford Respondents the opportunity to establish any defenses to such allegations; and (2) what, if any, remedial action is appropriate in the public interest against DCCMG and Thomas and pursuant to Sections 203(e) and 203(f) of the Advisers Act, respectively. Because there are no genuine issues of material fact subject to reasonable dispute, and because the sole determination for the Court is the appropriate sanction, this Motion for Summary Disposition should be granted.

II. LEGAL STANDARD FOR SUMMARY DISPOSITION

Under Rule 250(b) of the Commission’s Rules of Practice, the ALJ may grant a motion for summary disposition if there is no genuine issue with regard to any material fact and the party making the motion is entitled to summary disposition as a matter of law. 17 C.F.R. § 201.250(b). In assessing the summary-disposition record, the facts, as well as the reasonable inferences that may be drawn from them, must be viewed in the light most favorable to the non-moving party. *See Felix v. N.Y. City Transit Auth.*, 324 F.3d 102, 104 (2d Cir. 2003); *O’Shea v. Yellow Tech. Svcs., Inc.*, 185 F.3d 1093, 1096 (10th Cir. 1999); *Cooperman v. Individual, Inc.*, 171 F.3d 43, 46 (1st Cir. 1999). Furthermore, the facts of the non-movant’s pleadings shall be taken as true, except as modified by stipulations or admissions made by that party, by uncontested affidavits, or by facts

² The Commission sued, and obtained judgment against The Solomon Fund, L.P., a third defendant in the civil litigation that is not named herein.

officially noticed pursuant to Rule 323 of the Commission's Rules of Practice. 17 C.F.R. § 201.250(a).

The courts have recognized that the Commission modeled Rule of Practice 250 on Rule 56 of the Federal Rules of Civil Procedure. *See, e.g., Kornman v. SEC*, 592 F.3d 173, 182 (D.C. Cir. 2010). By analogy to Rule 56, a factual dispute between the parties will not defeat a motion for summary disposition unless it is both genuine and material. *See Anderson v. Liberty Lobby, Inc.*, 477 U.S. 242, 247-48 (1986). Once the moving party has carried its burden, "its opponent must do more than simply show that there is some metaphysical doubt as to the material facts." *Matsushita Elec. Indus. Co. v. Zenith Radio Corp.*, 475 U.S. 574, 586 (1986). The opposing party must set forth specific facts showing a genuine issue for a hearing and may not rest upon mere allegations or denials of its pleadings. At the summary-disposition stage, the ALJ's function is not to weigh the evidence and determine the truth of the matter, but rather to determine whether there is a genuine issue for resolution at a hearing. *See Anderson*, 477 U.S. at 249. While Rule 56 does not govern the Commission's administrative proceedings, *In the Matter of Jeffrey L. Gibson*, 2008 SEC LEXIS 236, n.26 (Feb. 4, 2008), *aff'd*, 561 F.3d 548 (6th Cir. 2009), it provides helpful guidance on issues not directly addressed by previous Commission opinions.

Finally, the Commission has repeatedly upheld use of summary disposition in cases such as this, where Respondents have been permanently enjoined from violating the federal securities laws and the sole determination for the ALJ concerns the appropriate sanction. *See Jeffrey L. Gibson*, Exchange Act Release No. 57266 (Feb. 4, 2008), 92 SEC Docket 2104, 2111-12 (collecting cases), *pet. denied*, 561 F.3d 548 (6th Cir. 2009). Under Commission precedent, the circumstances in which summary disposition in a follow-on proceeding involving fraud is not appropriate "will be rare." *See In the Matter of Eric T. Burns*, Initial Decision Release No. 582, (March 27, 2014) 2010

SEC LEXIS 1108; *In the Matter of John S. Brownson*, Exchange Act Release No. 46161 (July 3, 2002), 55 S.E.C. 1023, 1028 n.12.

III. **FACTS BEYOND REASONABLE DISPUTE**

The three key facts in these proceedings are established beyond reasonable dispute: (1) Respondents engaged in a fraudulent securities offering; (2) while engaged in the misconduct, Respondents were, or acted as, investment advisers; and (3) as a result of their misconduct, the District Court entered a final judgment against Respondents permanently enjoining them from future violations of the federal securities laws.

A. THE DISTRICT COURT PERMANENTLY ENJOINED RESPONDENTS FROM VIOLATING THE SECURITIES LAWS .

On February 14, 2013, the Commission filed its Complaint in *SEC v. Delsa U. Thomas, et al.*, alleging that Respondents committed securities fraud and other violations of the Securities Act, Exchange Act, and Advisers Act (collectively, “Securities Acts”).³ App. 006-019. Respondents were properly served with the Complaint on February 19, 2013. App. 021-026. Respondents’ deadline to answer or otherwise respond to the Complaint was March 12, 2013.

Respondents never answered or otherwise responded to the Complaint and, at the Commission’s request, the District Court entered defaults against Respondents on May 9, 2013, noting that they “failed to answer or otherwise defend as directed within the time allowed.” App. 028-035; 037. The Commission moved for entry of default judgment against Respondents on May 10, 2013. App. 039-147. Nearly a year later, and after receiving no response from Respondents to either the Complaint or the Motion for Default Judgment, the District Court granted the Commission’s Motion for Default Judgment on March 4, 2014. App. 149-157. In so doing, the

³ The Division of Enforcement submits, and incorporates fully herein its Appendix In Support of its Brief In Support of Motion For Summary Disposition.

District Court found that Respondents were properly served in the litigation but did not file answers or otherwise defend against the Commission's allegations and, therefore the Commission was entitled to judgment against them. App. 150-151. The Court entered its final judgment against Respondents on March 4, 2014, permanently enjoining them from future violations of the antifraud and other provisions of the Securities Acts. App. 159-161, permanently enjoining Respondents from violating 15 U.S.C. § 77q(a); 15 U.S.C. § 78j(b); 17 C.F.R. § 240.10b-5; 15 U.S.C. § 80b-3a; 15 U.S.C. § 80b-6(1), (2), (4); and 17 C.F.R. § 275.206(4)-8.⁴

In its March 4, 2014 Memorandum Opinion and Order granting the Commission's Motion for Final Default Judgment, the District Court "accept[ed] as true the well-pleaded allegations stated by the Commission in its Complaint and the facts set forth in the evidence in support of the Commission's Motion for Final Default Judgment." App. 151. The District Court's findings and conclusions in the underlying action are immune from attack in this administrative proceeding, and the ALJ should consider the District Court's findings in determining appropriate sanctions against Respondents. *See In the Matter of Gregory Bartko, Esq.*, Initial Decision Release No. 700, 2012 § LEXIS 1038 (Mar. 30, 2012) *aff'd*, Exchange Act Release No. 71666, 2014 SEC LEXIS 841, at *43-44 & nn.69-70 (Mar. 7, 2014) (collecting cases); *In the Matter of Locke Capital Management, Inc.*, Initial Decision Release No. 450 (February 6, 2012) 2012 SEC LEXIS 416 (findings and conclusions immune from attack where injunction was entered through default judgment), Exchange Act Release No. 3381 (March 9, 2012) 2012 SEC LEXIS 760; *In the Matter of Phillip J. Milligan*, Exchange Act Release No. 61790 (Mar. 26, 2010), 2010 SEC

⁴ The District Court's judgment also permanently enjoined The Solomon Fund from violating Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, and ordered it to disgorge, jointly and severally with Respondents, \$1,980,000 plus prejudgment interest of \$9,939.56 and to pay a third-tier civil penalty in the amount of \$725,000. App. 159-160.

LEXIS 1163; *In the Matter of Ted Harold Westerfield*, Exchange Act Release No. 41126 (Mar. 1, 1999), 1999 SEC LEXIS n.22 (collecting cases).

Without explanation and despite the public record of the District Court's judgment, Respondents "deny that a final judgment was entered against them on March 4 201[4]." See Answer of Respondents Delsa U. Thomas and The D. Christopher Capital Management Group, LLC ("Answer") at p. 2, ¶ 3. Respondents' denial notwithstanding, it is well-settled that a default judgment *is* a final judgment on the merits and has a preclusive effect under the principle of *res judicata*. See *Morris v. Jones*, 329 U.S. 545, 550-51 (1947); *Shah v. United States*, 540 Fed. Appx. 91 (3d Cir. 2013); *Albano v. Norwest Fin. Haw., Inc.*, 244 F.3d 1061 (9th Cir. 2001); *W. Coast Distrib., Inc. v. Pearce*, 2010 U.S. Dist. LEXIS 2829 (N.D. Tex. Jan. 14, 2010). Because the facts that (a) the district court entered a final judgment enjoining Respondents from violating the federal securities laws; and (b) the *res judicata* effect of the judgment in these proceedings are beyond reasonable dispute, this Court should grant the Division's Motion for Summary Disposition.

B. THE DISTRICT COURT CONCLUDED THAT RESPONDENTS ENGAGED IN A FRAUDULENT SECURITIES OFFERING.

Taking the Commission's allegations as true, the District Court found that Respondents fraudulently induced members of Thomas's church, and others, to invest approximately \$2,300,000 million with them, which funds Respondents represented would be invested in bond transactions or U.S. Treasury notes. App. 006; 010-014; 062; 149; 151. The Commission also alleged, and the District Court found, that contrary to their promises to investors, Respondents "commingled investor funds, lost investor funds in reckless payments to other shadowy companies, made Ponzi payments to investors in Thomas's earlier investment programs, and squandered many of the remaining funds on personal expenses." App. 006; 013-014; 062-064 (and exhibits

incorporated therein); 149-150. In addition, “Thomas, as the sole principal and actor for [DCCMG], made material misrepresentations and omissions of fact about her experience and success, the safety of the supposed investments she and [DCCMG] offered, and potential investment returns.” App. 007; 008-014; 150. Moreover, Respondents “continue to lull investors with empty promises of repayment despite having no funds with which to compensate their victims.” App. 007; 014; 150. Ultimately, the District Court agreed with the Commission that Respondents’ conduct constituted fraud in connection with the offer, purchase, and sale of securities in violation of the numerous securities laws alleged in the Complaint and enumerated herein. App. 150-153.

C. THE DISTRICT COURT CONCLUDED THAT THOMAS AND DCCMG WERE, OR ACTED AS, INVESTMENT ADVISERS WHEN THEY ENGAGED IN THE MISCONDUCT.

Taking the Commission’s allegations and evidence as true, Thomas is “the sole principal and actor” for DCCMG and that “[i]n June 2011, Delsa Thomas formed purported investment adviser The D. Christopher Capital Management Group, LLC” and registered it as an investment adviser with the Commission.⁵ App. 006, 008. “DCCMG purports to be an investment adviser that offers, according to its website, ‘strategic funding solutions through structuring private offerings’ and ‘wealth management services ranging from advisory to complete portfolio management for all of our clients.’” App. 010. And, importantly, “[a]t all relevant times, Thomas and DCCMG operated as investment advisers as defined by . . . the Advisers Act . . . and served in that capacity with respect to their clients and investors” and “while acting as investment advisers[:]

- directly or indirectly, by use of the mails or means and instrumentalities of interstate commerce: (a) with requisite *scienter*, employed devices, scheme, and artifices to defraud

⁵ Respondents correctly assert that they registered with the Commission in September 2011. Respondents filed their first Form ADV to register as an investment adviser with the Commission in August 2011. *See* Declaration of Jessica B. Magee, attached hereto as Exhibit A. The Complaint correctly alleged that Respondents’ actionable conduct began in October 2011.

clients; and (b) engaged in transactions, practices, and courses of business which operated as a fraud or deceit upon clients and prospective clients; and

- pooled investment vehicles, made untrue statements of material facts or omitted to state material facts necessary to make the statements made, in the light of the circumstances under which they were made, not misleading, to investors or prospective investors, or otherwise engaged in acts, practices, or courses of business that were fraudulent, deceptive, or manipulative with respect to investors or prospective investors,

which conduct violated Sections 206(1), 206(2), and 206(4) of the Advisers Act and Rule 206(4)-8 thereunder. App. 016-017; 151-153; 159-161.⁶ DCCMG “is not otherwise exempt from the provisions of Section 203A of the Advisers Act.” App. 017. And while DCCMG was ineligible to register with the Commission as an investment adviser because it lacked sufficient funds under management, it was nevertheless required to register with the appropriate state entity under Section 203 of the Advisers Act. App. 009-010; 017. Consequently, the District Court decided that DCCMG violated Section 203A of the Advisers Act and thus permanently enjoined it and Thomas from future violations of the provision. App. 017-018; 051-052; 153; 161.

IV. ARGUMENT AND AUTHORITIES

Section 203(e) of the Advisers Act authorizes the Commission to sanction DCCMG if, as relevant here, it is in the public interest to do so and (a) DCCMG or any person associated with it has been permanently enjoined from acting as an investment adviser or from engaging in or continuing any conduct or practice in connection with such activity, or in connection with the

⁶ As investment advisers or associated persons thereof, Respondents are fiduciaries. *In the Matter of Fundamental Portfolio Advisors, Inc.*, Securities Act Release No. 8251 (July 15, 2003), 56 S.E.C. 651, 684; see *SEC v. Capital Gains Research Bureau, Inc.*, 375 U.S. 180, 191-92, 194, 201 (1963); *Transamerica Mortg. Advisors, Inc. v. Lewis*, 444 U.S. 11, 17 (1979). As fiduciaries, they are required “to act for the benefit of their clients, . . . to exercise the utmost good faith in dealing with clients, to disclose all material facts, and to employ reasonable care to avoid misleading clients.” *SEC v. DiBella*, 2007 U.S. Dist. LEXIS 73850 (D. Conn. Oct. 3, 2007) *aff’d* 587 F.3d 553, 567 (2d Cir. 2009); *SEC v. Moran*, 922 F. Supp. 867, 895-96 (S.D.N.Y. 1996), *aff’d*, 587 F.3d 553 (2d Cir. 2009); see also *Capital Gains Research Bureau, Inc.*, 375 U.S. at 194 (“Courts have imposed on a fiduciary an affirmative duty of ‘utmost good faith, and full and fair disclosure of all material facts,’ as well as an affirmative obligation ‘to employ reasonable care to avoid misleading’ his clients.” (footnotes omitted)). “[W]hat is required is ‘. . . not simply truth in the statements volunteered but disclosure’ [of material facts].” *Capital Gains Research Bureau, Inc.*, 375 U.S. at 201.

purchase or sale of any security; or (b) DCCMG willfully violated any provision of the Securities Act, Exchange Act or Advisers Act, among others. *See* 15 U.S.C. § 80b-3(e). Likewise, Section 203(f) of the Advisers Act permits the Commission, acting in the public interest, to permanently bar Thomas from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization, so long as she was enjoined, or engaged in willful violations of the securities laws, as described above. 15 U.S.C. § 80b-3(f).

As shown herein, Thomas was associated with, and controlled, investment adviser DCCMG as its sole principal and actor. Respondents were permanently enjoined from future violations of Securities Act Section 17(a), Exchange Act Section 10(b) and Rule 10b-5 thereunder, and Advisers Act Sections 203A, 206 (1), 206(2), and 206(4) and Rule 206(4)-8 thereunder based on their willful violations of these provisions of the federal securities laws. Accordingly, there is no genuine issue of material fact and this proceeding may be resolved in summary disposition without a hearing.

A. SANCTIONS ARE APPROPRIATE UNDER ADVISERS ACT SECTIONS 203(e) AND 203(f).

Sections 203(e) and 203(f) of the Advisers Act provide that their sanctions may only be imposed if they are “in the public interest.” 15 U.S.C. § 80b-3(e), (f). The relevant factors in making a public-interest determination are:

[T]he egregiousness of the defendant's actions, the isolated or recurrent nature of the infraction, the degree of *scienter* involved, the sincerity of the defendant's assurances against future violations, the defendant's recognition of the wrongful nature of his conduct, and the likelihood that the defendant's occupation will present opportunities for future violations.

Steadman v. SEC, 603 F.2d 1126, 1140 (5th Cir. 1979), *aff'd on other grounds*, 450 U.S. 91 (1981).

The Commission's inquiry into the appropriate sanction to protect the public interest is a

flexible one, and no one factor is dispositive. *See In the Matter of Gary M. Kornman*, Exchange Act Release No. 59403 (Feb. 13, 2009), 2009 SEC LEXIS 367 *pet. denied*, 592 F.3d 173 (D.C. Cir. 2010). Moreover, the Commission regularly considers the deterrent effect of administrative sanctions. *See, e.g., In the Matter of Schield Mgmt. Co.*, Exchange Act Release No. 53201 (Jan. 31, 2006), 58 S.E.C. 1197, **1216-18 and n. 46. And industry bars have long been considered effective deterrence. *See In the Matter of Guy P. Riordan*, Exchange Act Release No. 61153 (Dec. 11, 2009), 2009 SEC LEXIS 4166, n.107 (collecting cases).

All of the *Steadman* factors weigh in favor of revoking DCCMG's registration and assessing permanent collateral bars against Thomas because their efforts to defraud at least six investors of more than \$2,000,000 were multiple, continued, and egregious. App. 006-019; 053. Moreover, each of the Defendants acted with *scienter* in the extreme. *Id.* Thomas, with DCCMG, orchestrated multiple schemes to raise and then misappropriate funds. These schemes were conducted intentionally. They also made numerous materially false statements and repeatedly omitted material facts regarding the safety of the supposed investments they sold, the prospective rate of return, their true use of proceeds, and their experience and prior success with similar transactions. *Id.* Moreover, Respondents engaged in a deceptive scheme that defrauded investors by making Ponzi payments that induced additional investments. *Id.*

Notably, Respondents have not taken responsibility for, or even acknowledged, their wrongdoing or offered any assurances against future violations. *See* Declaration of Jessica B. Magee, attached hereto as Exhibit A, App. 002-0004, and incorporated herein. Of equal importance is the fact that Respondents are still registered and acting as investment advisers, creating a ready opportunity and high likelihood for future violations. *Id.* at App. 004; 419-470. Indeed, Defendants have offered neither evidence nor assurance that the fraud alleged in the Complaint has ceased. *Id.*

at App. 004. Thus, applying the *Steadman* factors to Respondents' conduct establishes that it is in the public interest to revoke DCCMG's registration and to assess permanent collateral bars against Thomas.

B. THE FULL RANGE OF BARS SHOULD BE IMPOSED AGAINST THOMAS AND DCCMG.

For the reasons discussed above, the Division requests that the Commission revoke DCCMG's registration as an investment adviser pursuant to Section 203(e) of the Advisers Act. The Division further requests that Thomas, who, as DCCMG's sole principal and actor has acted as – or associated with – an investment adviser since June 2011, be permanently barred under Section 203(f) of the Advisers Act from associating with an investment adviser, broker, dealer, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization.⁷

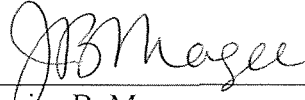
**V.
CONCLUSION**

As reflected above, the Division has demonstrated that there is no reasonable dispute regarding Respondents' fraudulent conduct, the District Court's permanent injunction against them, their investment adviser status both at the time of the misconduct and continuing today, or the public interest in sanctioning them. Thus, the Division respectfully requests the ALJ grant this Motion for Summary Disposition and impose full, permanent collateral bars against Thomas under Section 203(f) of the Advisers Act and revoke DCCMG's registration under Section 203(e) of the Advisers Act.

⁷ The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 ("Dodd-Frank") amended Section 203(f) of the Advisers Act to add collateral bars to the statute. Because Respondents' alleged conduct began in June 2011, after Dodd-Frank's 2010 enactment, there are no concerns regarding retroactive application of the collateral bars.

Dated: July 21, 2014.

Respectfully submitted,



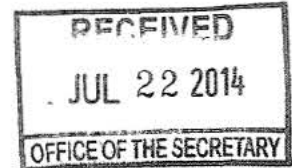
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UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT ADVISERS ACT OF 1940
Release No.

ADMINISTRATIVE PROCEEDING
File No.



In the Matter of

Delsa U. Thomas and The
D. Christopher Capital
Management Group, LLC,

Respondents.

DIVISION OF ENFORCEMENT'S
MOTION FOR SUMMARY
DISPOSITION AND BRIEF IN SUPPORT

**APPENDIX IN SUPPORT OF DIVISION OF ENFORCEMENT'S BRIEF IN
SUPPORT OF MOTION FOR SUMMARY DISPOSITION**

The Division of Enforcement ("Division") submits the attached appendix in support of its Brief in Support of Motion for Summary Disposition.

Exhibit A (App. 001 - 004): Declaration of Jessica B. Magee

Exhibit 1 to Magee Declaration (App. 005 - 019): Complaint

Exhibit 2 to Magee Declaration (App. 020 - 026): Proof of Service

Exhibit 3 to Magee Declaration (App. 027 - 035): Application for Entry of Default

Exhibit 4 to Magee Declaration (App. 036 - 037): Clerk's Entry of Default

Exhibit 5 to Magee Declaration (App. 038 - 147): Motion for Default Judgment

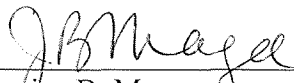
Exhibit 6 to Magee Declaration (App. 148 - 157): Mem. Opinion and Order

Exhibit 7 to Magee Declaration (App. 158 - 161): Default Judgment

Exhibit 8 to Magee Declaration (App. 162 - 163): Abstract of Judgment
Exhibit 9 to Magee Declaration (App. 164 - 198): August 3, 2011 Form ADV
Exhibit 10 to Magee Declaration (App. 199 - 233): August 15, 2011 Form ADV
Exhibit 11 to Magee Declaration (App. 234 - 268): August 19, 2011 Form ADV
Exhibit 12 to Magee Declaration (App. 269 - 303): August 29, 2011 Form ADV
Exhibit 13 to Magee Declaration (App. 304 - 338): August 29, 2011 Form ADV
Exhibit 14 to Magee Declaration (App. 339 - 376): April 2, 2012 Form ADV
Exhibit 15 to Magee Declaration (App. 377 - 417): April 8, 2013 Form ADV
Exhibit 16 to Magee Declaration (App. 418 - 470): March 31, 2014 Form ADV

Dated: July 21, 2014.

Respectfully submitted,



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COUNSEL FOR
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EXHIBIT A

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT ADVISERS ACT OF 1940

Release No.

ADMINISTRATIVE PROCEEDING

File No.

In the Matter of

**Delsa U. Thomas and The
D. Christopher Capital
Management Group, LLC,**

Respondents.

**DECLARATION OF JESSICA B.
MAGEE IN SUPPORT OF
DIVISION OF ENFORCEMENT'S
MOTION FOR SUMMARY
DISPOSITION AND BRIEF IN SUPPORT**

I, Jessica B. Magee, do hereby declare under penalty of perjury, in accordance with 28 U.S.C. § 1746, that the following is true and correct, and that I am competent to testify as to the matters stated herein:

1. I am over 21 years of age. I am employed by the Securities and Exchange Commission (“Commission”) as a trial attorney in the Division of Enforcement (“Division”), and I work in the agency’s Fort Worth Regional Office. I have been employed as an attorney in the Division since March 2010 and joined the Division’s trial unit in 2012. I have been a member in good standing of the Texas Bar since 2002.

2. I make this Declaration in support of the Division’s Motion for Summary Disposition and Brief in Support in the above-captioned proceedings. My statements herein are based on personal knowledge and information learned as lead counsel for the Commission in a civil

enforcement action in the United States District Court for the Northern District of Texas, styled *SEC v. Delsa U. Thomas, et al.*, Case No. 3:13-CV-00739-L (“District Court Action”) and as lead counsel for the Division herein.

3. The document attached hereto as Exhibit 1 and submitted in support of the Division’s Motion is a true and correct copy of the Complaint in the District Court Action.

4. The document attached hereto as Exhibit 2 and submitted in support of the Division’s Motion is a true and correct copy of the Proof(s) of Service and Summonses in the District Court Action and proof of service of same to Respondents via UPS.

5. The document attached hereto as Exhibit 3 and submitted in support of the Division’s Motion is a true and correct copy of the Commission’s Application for Entry of Default in the District Court Action.

6. The document attached hereto as Exhibit 4 and submitted in support of the Division’s Motion is a true and correct copy of the Clerk’s Entry of Default in the District Court Action.

7. The document attached hereto as Exhibit 5 and submitted in support of the Division’s Motion is a true and correct copy of the Commission’s Motion for Default Judgment and Brief in Support in the District Court Action, evidentiary documents in support thereof, and proof of service of same to Respondents via UPS.

8. The document attached hereto as Exhibit 6 and submitted in support of the Division’s Motion is a true and correct copy of the District Court’s Memorandum Opinion and Order granting the Commission’s Motion for Default Judgment in the District Court Action.

9. The document attached hereto as Exhibit 7 and submitted in support of the Division’s Motion is a true and correct copy of the District Court’s Default Judgment in the District Court Action.

10. The document attached hereto as Exhibit 8 and submitted in support of the Division's Motion is a true and correct copy of the District Court's Abstract of Judgment in the District Court Action.

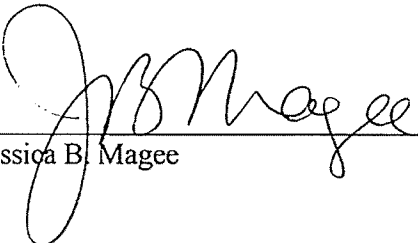
11. The documents attached hereto as Exhibits 9 – 16 and submitted in support of the Division's Motion are true and correct copies of Forms ADV for The D. Christopher Capital Management Group, LLC ("DCCMG") signed by Delsa Thomas and dated August 3, 2011, August 15, 2011, August 19, 2011, August 29, 2011 (2:38:23p.m.), August 29, 2011 (2:40:23p.m.), April 2, 2012, April 8, 2013, and March 31, 2014.

12. In Exhibits 15 and 16 hereto, Respondents claimed, in Item 2, that DCCMG was "no longer eligible to remain registered with the SEC." However, Respondents have never filed Form ADV-W to withdraw their registration with the Commission and, therefore, remain registered today.

13. I have communicated with Respondents, through Thomas, by email and telephone. At no time during our communications have Respondents taken responsibility for, or acknowledged, wrongdoing, nor have they offered any assurances against current or future violations.

Further Declarant Sayeth Not.

Dated: July 21, 2014



Jessica B. Magee

**EXHIBIT 1
TO MAGEE
DECLARATION**

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

SECURITIES AND EXCHANGE COMMISSION,	§	
	§	
Plaintiff,	§	
v.	§	Case No.
	§	
DELSA U. THOMAS,	§	
THE D. CHRISTOPHER CAPITAL	§	
MANAGEMENT GROUP, LLC, and	§	
THE SOLOMON FUND, LP	§	
	§	
Defendants.	§	
	§	

COMPLAINT

Plaintiff Securities and Exchange Commission (“Commission”) alleges:

SUMMARY OF THE ACTION

1. In June 2011, Delsa Thomas formed purported investment adviser The D. Christopher Capital Management Group, LLC and purported hedge fund The Solomon Fund, LP, and registered the former as an investment adviser with the Commission.
2. Since October 2011, Defendants have perpetrated a fraudulent scheme through which they have raised approximately \$2,300,000 from six investors located in the United States and Canada, including DFW New Beginnings Church in Irving, Texas where Thomas is a member (the “Church”).
3. Defendants persuaded Thomas’s Church and others to invest with them based on lies that their monies would be used in bond transactions or invested in U.S. Treasury notes.
4. In reality, Thomas and her entities comingled investor funds, lost investor funds in reckless payments to other shadowy companies, made Ponzi payments to investors in

Thomas's earlier investment programs, and squandered many of the remaining funds on personal expenses.

5. In addition to lying to investors about the misbegotten use of their funds, Thomas, as the sole principal and actor for the entity Defendants, made material misrepresentations and omissions of fact about her experience and success, the safety of the supposed investments she and the entities offered, and potential investment returns.

6. To date, Defendants' fraudulent conduct has cost investors approximately \$1,771,000.¹ Worse, Defendants continue to lull investors with empty promises of repayment despite having no funds with which to compensate their victims.

JURISDICTION AND VENUE

7. This Court has jurisdiction over this action under Sections 20(b) and 22(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. § 77u(a), 77v(a)], Section 27 of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78aa], and Sections 209 and 214 of the Investment Advisers Act of 1940 ("Advisers Act") [15 U.S.C. § 80b-14].

8. Venue is proper under Section 22(a) of the Securities Act, Section 27 of the Exchange Act, and Sections 209 and 214 of the Advisers Act because transactions, acts, practices and courses of business described below occurred within the Northern District of Texas. Defendants, directly and indirectly, have made use of the means and instrumentalities of interstate commerce, or of the mails, in connection with the transactions, acts, practices and courses of business alleged herein. A substantial part of the events and omissions giving rise to the Commission's claims occurred in the Northern District of Texas, including the facts that Thomas lives and works in this district and formed the entity Defendants here, Defendants

¹ This sum excludes \$209,000 paid to two of Solomon Fund's investors which, as described in detail herein, constitute classic Ponzi payments insofar as the source of the funds consists of margin loan proceeds Thomas obtained while carrying out the fraudulent scheme.

received funds in this district, and misappropriated investor funds for personal use from bank accounts serviced by banks in this district.

PARTIES

A. Defendants

9. Delsa U. Thomas, 50, resides in Dallas, Texas. She formed D. Christopher Capital Management Group, LLC and Solomon Fund, LP in June 2007 and is the sole principal and actor for both entities. Thomas asserted her Fifth Amendment privilege against self-incrimination and declined to testify in the Commission's investigation.

10. The D. Christopher Capital Management Group, LLC ("DCCMG") was incorporated by Thomas in Texas in June 2011 and purports to act as an investment adviser. DCCMG is headquartered in Irving, Texas and is general partner of The Solomon Fund, LP. DCCMG maintains a public website at <http://dchristophercapitalmanagement.com/>.

11. The Solomon Fund, LP ("Solomon Fund") is a Delaware limited partnership Thomas formed in 2011 as a purported hedge fund ostensibly organized to provide support for humanitarian causes. Solomon Fund is headquartered in Irving, Texas.

FACTUAL ALLEGATIONS

A. Before She Could Be Terminated, Thomas Left Morgan Stanley Smith Barney to Form DCCMG and Solomon Fund.

12. Thomas is a former registered representative who was associated with Morgan Stanley Smith Barney ("MSSB") from June 2009 through February 2011, during which time she held Series 7, 63, and 65 licenses.

13. While Thomas was associated with MSSB, she persuaded clients to invest their funds in a private placement offering and a high yield investment program, both of which may have been fraudulent schemes, through which Thomas's clients lost their funds. These apparent

schemes resulted in investor litigation. *See, e.g., Caligone, et al. v. Morgan Stanley Smith Barney, L.L.C. and Delsa Thomas*, Cause No. DC-12-06915-M, in the 298th Judicial District Court of Dallas County, Texas; *Wood v. Morgan Stanley Smith Barney, LLC, Delsa Thomas, and Third Coast Financial*, Cause No. DC-13-00717, in the 192nd Judicial District Court of Dallas County, Texas.

14. While she was still employed with MSSB, the Church opened an account with the firm, instructing Thomas to invest its money safely and to seek growth with the least possible amount of risk.

15. Thomas convinced the Church to invest \$405,000 in the high-yield investment program. After the Church lost its entire investment, it filed suit to recover its funds in *Freedom Center DFW d/b/a DFW New Beginnings and Jon Wilson v. Third Coast Financial Group, et al.*, Cause No. DC-11-14107, in the 95th Judicial District Court of Dallas County, Texas.

16. In December 2010, MSSB warned Thomas that she would be fired if her performance did not improve. Thomas resigned two months later.

17. Following her resignation from MSSB, Thomas formed DCCMG and Solomon Fund in June 2011.

18. Also in June 2011, Thomas registered DCCMG as an investment adviser with the Commission though it did not, and currently does not, qualify for Commission registration. To qualify for registration in 2011, DCCMG was required either to have assets under management of at least \$25,000,000, or to satisfy a recognized exemption. DCCMG did not have, and does not currently have, the required amount of assets under management to qualify for registration, nor did it, or does it now, qualify for any exemption.

19. DCCMG purports to be an investment adviser that offers, according to its website, “strategic funding solutions through structuring private offerings” and “wealth management services ranging from advisory to complete portfolio management for all of our clients.”

Notably, DCCMG’s sole client is Solomon Fund.

20. Thomas describes Solomon Fund to prospective investors as a hedge fund providing support to humanitarian causes.

B. Thomas Solicited Her Church for Investment in DCCMG and Misused the Funds.

21. After successfully convincing her Church to invest \$405,000 in the high-yield investment program, based in part on representations about her expertise and success, Thomas persuaded the Church to invest another \$420,000 with DCCMG for a supposed bond transaction involving trading on European and Hong Kong markets.

22. In soliciting its investment with DCCMG, Thomas promised the Church that its investment monies would be doubled in one year or less.

23. Instead of the safe, low-risk investments the Church expected, Thomas sent \$370,000 of the Church’s funds to Solomon Fund’s securities account with MS Howells, an introducing broker that clears through Pershing LLC.

24. Thomas then attempted to transfer \$700,000,000 face value HSBC Holding PLC bonds, supposedly held by an offshore company and “street” valued at \$54,000,000, in a SWIFT MT-760 transaction.

25. Pershing rejected the SWIFT MT-760 transaction in November 2011 due to, among other things, lacking information about the source of the bonds and the risk associated with MT-760 transactions.

26. Despite Pershing's refusal to clear the transaction, In December 2011 DCCMG and Thomas acknowledged to the Church the receipt of its \$420,000 investment and stated that DCCMG would go forward on the "bond transaction per our agreement." Thomas and DCCMG knew these statements were false when they made them, because (a) the SWIFT-MT 760 transaction, if it even existed and was not itself fraudulent, was riskier than permitted by the Church; and (b) Pershing had already rejected the transaction. Thomas did not attempt another bond transaction.

27. On or about January 3, 2012, Thomas wired \$90,000 of the Church's original investment funds to American Capital Holdings, LLC, a purported "boutique hard money lender for commercial real estate" located in Pittsburgh, Pennsylvania.

28. In January and February, 2012, Thomas and DCCMG returned the remaining \$330,000 of the Church's principal investment.

29. On or about June 30, 2012, DCCMG acknowledged in writing that it held \$90,000 of the Church's funds, despite having transferred the funds to American Capital Holdings, LLC. Thomas knew this statement was false when she made it.

C. Defendants Continued Their Scheme, Raising Nearly \$2,000,000 From Individual Investors.

30. In addition to Thomas's own Church, Defendants bilked five other investors out of approximately \$1,800,000 through investments in DCCMG and Solomon Fund.

31. Defendants' largest single investor, a San Antonio, Texas-based and self-proclaimed real estate development and financing company (the "San Antonio Investor"), invested \$1,000,000 with Solomon Fund based on Thomas's guarantee that Solomon Fund would pay \$7,500,000 on the \$1,000,000 investment in 35 banking days.

32. Thomas assured the San Antonio Investor that its entire \$1,000,000 would be invested in U.S. Treasury notes and remain safe and on deposit in a designated account for the sole purpose of serving as proof of funds for other vaguely-described transactions Thomas claimed she would undertake.

33. To secure the investment, Thomas misrepresented to the San Antonio Investor that she was highly experienced and successful in similar transactions – statements that she knew were false and misleading.

34. Shortly after securing the San Antonio Investor's investment, Thomas persuaded two Canadian individuals to invest \$190,000 with Solomon Fund. In exchange for their investment, Thomas and Solomon Fund promised to repay the investors their principal plus 10% within five to ten banking days.

35. Thomas and Solomon Fund combined the funds raised from the San Antonio and Canadian investors to purchase U.S. Treasury Notes on April 16, 2012. But on April 17, 2012 Thomas secretly borrowed more than \$850,000 against the notes (the "Margin Loan Proceeds").

36. Thomas and Solomon Fund used a portion of the \$850,000 Margin Loan Proceeds to make Ponzi payments to the Canadian investors of their principal plus 10%. Defendants did not disclose to investors the source of the funds used to repay the Canadians.

37. In May 2012, Thomas increased her borrowings against the Treasury notes to over \$1,000,000.

38. Thereafter, Thomas persuaded the Canadian investors – who believed Thomas and Solomon Fund had performed as promised on their prior investment – to invest additional funds, along with a new, third Canadian investor, totaling \$315,000. Similar to their prior

guarantees, Thomas and Solomon Fund represented to the three Canadian investors that they would be repaid their original investment plus 10% in 21 banking days.

39. Around the same time Thomas and Solomon Fund were raising new funds from Canadian investors, Thomas also induced an Andorran resident to invest \$385,000 through an investment contract with DCCMG which promised to double the principal investment in 35 banking days.

40. Thomas and DCCMG did not use the Andorran investor's funds as they represented they would. Rather, they wasted the majority of the funds in a suspect transfer to a shadowy foreign company that may itself be carrying on a fraud, and spent the remaining monies in Ponzi payments and to cover personal expenses.

D. Defendants Misused and Misappropriated Investment Proceeds.

41. Defendants did not use the \$2,300,000 raised from investors as they represented they would.

42. While the Church instructed Thomas to make conservative, low-risk investments of its money, she attempted to engage in highly-suspect offshore transactions utilizing SWIFT MT-760 banking instruments and, when her efforts failed, she wasted \$90,000 of the Church's funds in a questionable transfer to American Capital Holdings, LLC.

43. In addition, while Thomas purchased treasury notes with the monies she and Solomon Fund received from the San Antonio and Canadian investors, she immediately margined those securities to obtain funds she misappropriated. These acts were contrary to Thomas's representations and guarantees to investors.

44. As described above, Thomas and Solomon Fund misappropriated \$209,000 of the Margin Loan Proceeds to make Ponzi payments to two of the Canadian investors,

mischaracterized as payments of principal plus interest, which payments were never disclosed to the San Antonio Investor.

45. Thomas wasted \$224,000 of the Andorran investors' funds in a transfer to a shadowy Canadian company that purports to offer financial consulting services.

46. Thomas spent an additional \$152,000 on Ponzi payments to investors who lost their money in the earlier high-yield investment program and private placement offering she induced her clients to participate in while associated with MSSB.

47. Defendants also transferred at least \$70,000 to intermediaries with whom Thomas dealt to identify and secure investments from the Canadian investors, among others.

48. Thomas also used at least \$290,000 of investors' funds to cover personal expenses. Specifically, Thomas made a \$28,000 "donation" to her Church which in reality was another Ponzi payment, deposited \$100,000 into a joint bank account with her mother, and diverted \$70,000 to friends or relatives.

49. None of Defendants' Ponzi payments or other misuses of investor funds were disclosed to investors, nor did investors have any reason to believe their funds would be used as they were.

50. In fact, Defendants continue to offer their services to the public, including through DCCMG's website. And Thomas actively mollifies DCCMG and Solomon Fund investors with promises of imminent repayment, despite the fact that Defendants have no assets for funds with which to compensate their victims.

CLAIMS FOR RELIEF

FIRST CLAIM

Violations of Section 17(a) of the Securities Act
[Against All Defendants]

49. The Commission repeats and realleges Paragraphs 1 through 50 of the Complaint as if fully set forth herein.

50. As alleged herein, Thomas, DCCMG, and Solomon Fund, directly or indirectly, singly or in concert, in the offer or sale of securities, by the use of the means and instruments of transportation and communication in interstate commerce or of the mails, knowingly or with reckless disregard for the truth: (a) employed devices, schemes or artifices to defraud; (b) obtained money or property by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or (c) engaged in transactions, practices or courses of business which operated or would operate as a fraud or deceit upon purchasers of securities.

51. By engaging in the foregoing conduct, Gilchrist violated, and unless enjoined will continue to violate, Securities Act Sections 17(a)(1) and 17(a)(3) [15 U.S.C. §§ 77q(a)].

SECOND CLAIM

Violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder
[Against All Defendants]

52. The Commission repeats and realleges Paragraphs 1 through 50 of the Complaint as if fully set forth herein.

53. As alleged herein, Thomas, DCCMG, and Solomon Fund, directly or indirectly, singly or in concert, by the use of the means or instrumentalities of interstate commerce, of the mails or of the facilities of a national securities exchange, in connection with the purchase or sale

of securities, knowingly or with reckless disregard for the truth: (a) employed devices, schemes, and artifices to defraud; (b) made an untrue statement of a material fact or to omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading or (c) engaged in acts, practices, or courses of business which operated or would operate as a fraud or deceit upon purchasers of securities and upon other persons.

54. By engaging in the foregoing conduct, Defendants violated, and unless enjoined will continue to violate, Exchange Act Section 10(b) [15 U.S.C. § 78j(b)] and Exchange Act Rules 10b-5(a) and (c) thereunder [17 C.F.R. §§ 240.10b-5].

THIRD CLAIM
Violations of Sections 206(1), 206(2), and 206(4) of the Advisers Act
and Rule 206(4)-8 Thereunder
[Against DCCMG and Thomas]

55. The Commission repeats and realleges Paragraphs 1 through 50 of the Complaint as if fully set forth herein.

56. At all relevant times, Thomas and DCCMG operated as investment advisers as defined by Section 202(a)(11) of the Advisers Act [15 U.S.C. § 80b2(a)(11)], and served in that capacity with respect to their clients and investors.

57. As alleged herein, Thomas and DCCMG, while acting as investment advisers, directly or indirectly, by use of the mails or means and instrumentalities of interstate commerce: (a) with requisite scienter, employed devices, scheme, and artifices to defraud clients; and (b) engaged in transactions, practices, and courses of business which operated as a fraud or deceit upon clients and prospective clients.

58. As further alleged herein, Defendants Thomas and DCCMG, while acting as investment advisers to pooled investment vehicles, made untrue statements of material facts or

omitted to state material facts necessary to make the statements made, in the light of the circumstances under which they were made, not misleading, to investors or prospective investors, or otherwise engaged in acts, practices, or courses of business that were fraudulent, deceptive, or manipulative with respect to investors or prospective investors.

59. By reason of the foregoing, Thomas and DCCMG violated, and unless enjoined will continue to violate, Sections 206(1), 206(2), and 206(4) of the Advisers Act [15 U.S.C. §§80b-6(1), (2), and (4)] and Rule 206(4)-8 thereunder [17 C.F.R. 275.206(4)-8].

FOURTH CLAIM
Violations and Aiding and Abetting Violations of Section 203A of the Advisers Act
[Against DCCMG and Thomas]

60. The Commission repeats and realleges Paragraphs 1 through 50 of the Complaint as if fully set forth herein.

61. DCCMG maintains its principal office and place of business within the State of Texas and has assets under management of less than \$25million. DCCMG is not otherwise exempt from the provisions of Section 203A of the Advisers Act [15 U.S.C. § 80b-3a]. DCCMG is, and at all relevant times was, ineligible to register with the Commission as an investment adviser and is required to register with the appropriate state entity under Section 203 of the Advisers Act [15 U.S.C. § 80b-3].

62. By engaging in the conduct described above, DCCMG violated, and unless restrained and enjoined will continue to violate, Section 203A of the Advisers Act [15 U.S.C. § 80b-3a].

63. Thomas has aided and abetted and caused DCCMG's violation of Section 203A by knowingly providing substantial assistance to DCCMG's violations thereof, and unless enjoined and restrained will continue to aid and abet and cause violations of Section 203A of the Advisers Act [15 U.S.C. § 80b-3a].

RELIEF REQUESTED

For these reasons, the Commission respectfully requests that the Court enter a judgment:

(a) Permanently enjoining Delsa U. Thomas from violating Section 17(a) of the Securities Act of 1933 [15 U.S.C. § 77q(a)], Section 10(b) of the Securities and Exchange Act of 1934 [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5], Sections 203A and 206(a)(1), (2), and (4) of the Investment Advisers Act of 1940 [15 U.S.C. §§ 80b-6(1),(2) and (4), and 80b-3a] and Rule 206(4)-8 thereunder [17 C.F.R. 275.206(4)-8];

(b) Permanently enjoining The D. Christopher Capital Management Group, LLC from violating Section 17(a) of the Securities Act of 1933 [15 U.S.C. § 77q(a)], Section 10(b) of the Securities and Exchange Act of 1934 [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5], Sections 203A and 206(a)(1), (2), and (4) of the Investment Advisers Act of 1940 [15 U.S.C. §§ 80b-6(1),(2) and (4), and 80b-3a] and Rule 206(4)-8 thereunder [17 C.F.R. 275.206(4)-8];

(c) Permanently enjoining The Solomon Fund, LP from violating Section 17(a) of the Securities Act of 1933 [15 U.S.C. § 77q(a)], and Section 10(b) of the Securities and Exchange Act of 1934 [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5];

(d) Ordering Defendants to disgorge, jointly and severally, any ill-gotten gains and/or unjust enrichment realized by each of them, plus prejudgment interest thereon;

(e) Ordering each Defendant to pay an appropriate civil monetary penalty pursuant to Sections 20(d) of the Securities Act of 1933 [15 U.S.C. § 77t(d)], Section 21(d)(3) of the Securities and Exchange Act of 1934 [15 U.S.C. § 78u(d)(3)], and Section 209(e) of the Investment Advisers Act of 1940; and

(f) Granting such further relief as this Court may deem just and proper.

Dated: February 14, 2013

Respectfully submitted,

/s/ Jessica B. Magee

Jessica B. Magee

Texas Bar No. 24037757

SECURITIES AND EXCHANGE COMMISSION

Fort Worth District Office

Burnett Plaza, Suite 1900

801 Cherry Street, Unit #18

Fort Worth, TX 76102-6882

(817) 978-6465

(817) 978-4927 (facsimile)

mageej@sec.gov

COUNSEL FOR PLAINTIFF SECURITIES AND
EXCHANGE COMMISSION

**EXHIBIT 2
TO MAGEE
DECLARATION**

AO 440 (Rev. 02/09) Summons in a Civil Action (Page 2)

Civil Action No. 3:13-CV-00739-L

CLERK US DISTRICT COURT
NORTHERN DIST. OF TX
FILED

2013 FEB 21 PM 12:46

PROOF OF SERVICE

(This section should not be filed with the court unless required by Fed. R. Civ. P. 4(d))

DEPUTY CLERK *[Signature]*

This summons for *(name of individual and title, if any)* DELSA U THOMAS
was received by me on *(date)* 02/14/2013

I personally served the summons on the individual at *(place)* [REDACTED]
[REDACTED] AT 7:50 AM on *(date)* 02/19/2013 ; or

I left the summons at the individual's residence or usual place of abode with *(name)* _____
_____, a person of suitable age and discretion who resides there,
on *(date)* _____, and mailed a copy to the individual's last known address; or

I served the summons on *(name of individual)* _____, who is
designated by law to accept service of process on behalf of *(name of organization)* _____
_____ on *(date)* _____ ; or

I returned the summons unexecuted because _____ ; or

Other *(specify)*:

My fees are \$ _____ for travel and \$ _____ for services, for a total of \$ 0.00

I declare under penalty of perjury that this information is true.

Date: 02/20/2013

[Signature]
Server's signature

DANNY L HANEY Texas Process Server (SCH566) Exp 3/31/14
Printed name and title

5470 LBJ FREEWAY, SUITE 100, DALLAS, TEXAS 75240
Server's address

Additional information regarding attempted service, etc:

AO 440 (Rev. 12/09) Summons in a Civil Action

ORIGINAL

UNITED STATES DISTRICT COURT

for the
Northern District of Texas

Securities and Exchange Commission)	
<i>Plaintiff</i>)	
v.)	Civil Action No. 3:13-cv-00739-L
)	
Thomas et al)	
<i>Defendant</i>)	

Summons in a Civil Action

TO: Delsa U Thomas

A lawsuit has been filed against you.

Within 21 days after service of this summons on you (not counting the day you received it) -- or 60 days if you are the United States or a United States agency, or an officer or employee of the United States described in Fed. R. Civ. P. 12(a)(2) or (3) -- you must serve on the plaintiff an answer to the attached complaint or a motion under Rule 12 of the Federal Rules of Civil Procedure. The answer or motion must be served on the plaintiff or the plaintiff's attorney, whose name and address are:

Jessica Magee
801 Cherry Street
Suite 1900 Unit #18
Fort Worth , TX 76102

If you fail to respond, judgment by default will be entered against you for the relief demanded in the complaint. You also must file your answer or motion with the court.

CLERK OF COURT

[Handwritten Signature]

Signature of Clerk or Deputy Clerk



DATE: 02/14/2013

AO 440 (Rev. 02/09) Summons in a Civil Action (Page 2)

CLERK US DISTRICT COURT
NORTHERN DIST. OF TX
FILED

Civil Action No. 3:13-CV-00739-L

2013 FEB 21 PM 12:46

PROOF OF SERVICE

(This section should not be filed with the court unless required by Fed. R. Civ. P. 4(D))

DEPUTY CLERK *ada*

This summons for (name of individual and title, if any) The D. Christopher Capital Management Group, LLC
was received by me on (date) 02/14/2013

I personally served the summons on the individual at (place) _____
on (date) _____ ; or

I left the summons at the individual's residence or usual place of abode with (name) _____
_____, a person of suitable age and discretion who resides there,
on (date) _____, and mailed a copy to the individual's last known address; or

I served the summons on (name of individual) _____, who is
designated by law to accept service of process on behalf of (name of organization) _____
on (date) _____ ; or

I returned the summons unexecuted because _____ ; or

Other (specify): BY DELIVERING TO THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC
BY DELIVERING TO DELSA U THOMAS AT [REDACTED]
75249 ON 2-19-2013 AT 7:50 AM

My fees are \$ _____ for travel and \$ _____ for services, for a total of \$ 0.00

I declare under penalty of perjury that this information is true.

Date: 02/20/2013

Danny L Haney

Server's signature

DANNY L HANEY Texas Process Server (SCH566) Exp 3/31/14
Printed name and title

5470 LBJ FREEWAY, SUITE 100, DALLAS, TEXAS 75240
Server's address

Additional information regarding attempted service, etc:

AO 440 (Rev. 12/09) Summons in a Civil Action

ORIGINAL

UNITED STATES DISTRICT COURT

for the
Northern District of Texas

Securities and Exchange Commission)	
<i>Plaintiff</i>)	
v.)	Civil Action No. 3:13-cv-00739-L
)	
Thomas et al)	
<i>Defendant</i>)	

Summons in a Civil Action

TO: The D. Christopher Capital Management Group, LLC

A lawsuit has been filed against you.

Within 21 days after service of this summons on you (not counting the day you received it) -- or 60 days if you are the United States or a United States agency, or an officer or employee of the United States described in Fed. R. Civ. P. 12(a)(2) or (3) -- you must serve on the plaintiff an answer to the attached complaint or a motion under Rule 12 of the Federal Rules of Civil Procedure. The answer or motion must be served on the plaintiff or the plaintiff's attorney, whose name and address are:

Jessica Magee
801 Cherry Street
Suite 1900 Unit #18
Fort Worth, TX 76102

If you fail to respond, judgment by default will be entered against you for the relief demanded in the complaint. You also must file your answer or motion with the court.

CLERK OF COURT

[Handwritten Signature]

Signature of Clerk or Deputy Clerk



DATE: 02/14/2013

AO 440 (Rev. 02/09) Summons in a Civil Action (Page 2)

Civil Action No. 3:13-CV-00739-L

SOUTHERN DISTRICT COURT
NORTHERN DIST. OF TX
FILED

2013 FEB 21 PM 12:46

PROOF OF SERVICE

(This section should not be filed with the court unless required by Fed. R. Civ. P. 4(l))

DEPUTY CLERK *ada*

This summons for *(name of individual and title, if any)* THE SOLOMON FUND, LP
was received by me on *(date)* 02/14/2013

I personally served the summons on the individual at *(place)* _____
_____ on *(date)* _____; or

I left the summons at the individual's residence or usual place of abode with *(name)* _____
_____, a person of suitable age and discretion who resides there,
on *(date)* _____, and mailed a copy to the individual's last known address; or

I served the summons on *(name of individual)* _____, who is
designated by law to accept service of process on behalf of *(name of organization)* _____
_____ on *(date)* _____; or

I returned the summons unexecuted because _____; or

Other *(specify)*: BY DELIVERING TO THE SOLOMON FUND, LP BY DELIVERING TO
DELSA U THOMAS AT _____
ON 2-19-2013 AT 7:50 AM

My fees are \$ _____ for travel and \$ _____ for services, for a total of \$ 0.00

I declare under penalty of perjury that this information is true.

Date: 02/20/2013

Danny L Haney

Server's signature

DANNY L HANEY Texas Process Server (SCH566) Exp 3/31/14
Printed name and title

5470 LBJ FREEWAY, SUITE 100, DALLAS, TEXAS 75240
Server's address

Additional information regarding attempted service, etc:

AO 440 (Rev. 12/09) Summons in a Civil Action

UNITED STATES DISTRICT COURT
for the
Northern District of Texas

ORIGINAL

Securities and Exchange Commission)	
<i>Plaintiff</i>)	
v.)	Civil Action No. 3:13-cv-00739-L
)	
Thomas et al)	
)	
<i>Defendant</i>)	

Summons in a Civil Action

TO: The Solomon Fund, LP

A lawsuit has been filed against you.

Within 21 days after service of this summons on you (not counting the day you received it) -- or 60 days if you are the United States or a United States agency, or an officer or employee of the United States described in Fed. R. Civ. P. 12(a)(2) or (3) -- you must serve on the plaintiff an answer to the attached complaint or a motion under Rule 12 of the Federal Rules of Civil Procedure. The answer or motion must be served on the plaintiff or the plaintiff's attorney, whose name and address are:

Jessica Magee
801 Cherry Street
Suite 1900 Unit #18
Fort Worth, TX 76102

If you fail to respond, judgment by default will be entered against you for the relief demanded in the complaint. You also must file your answer or motion with the court.

CLERK OF COURT

[Handwritten Signature]

Signature of Clerk or Deputy Clerk



DATE: 02/14/2013

APP026

**EXHIBIT 3
TO MAGEE
DECLARATION**

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

SECURITIES AND EXCHANGE COMMISSION, §
 §
 Plaintiff, §
 v. §
 DELSA U. THOMAS, §
 THE D. CHRISTOPHER CAPITAL §
 MANAGEMENT GROUP, LLC, and §
 THE SOLOMON FUND, LP §
 §
 Defendants. §

Case No. 3:13-cv-00739-L

APPLICATION FOR CLERK’S ENTRY OF DEFAULT

Plaintiff Securities and Exchange Commission (the “Commission”) requests that the Clerk enter the default of Defendants Delsa U. Thomas, The D. Christopher Capital Management Group, LLC, and The Solomon Fund, LP, pursuant to Federal Rule of Civil Procedure 55, due to their failure to answer or otherwise respond to the Commission’s Complaint in this action, respectfully showing the following:

1. The Commission filed its Complaint on February 14, 2013 [Doc. 1].
2. Plaintiff served each of the Defendants a Summons and Complaint on February 19, 2013.
3. A copy of the process server’s affidavit was filed with the Court on February 21, 2013 [Doc. 5].
4. As of the date of this application, none of the Defendants have filed an answer to the Complaint, nor have any responded to the Complaint in a manner clearly indicating an intent to defend the case.

Accordingly, the Commission requests that the Clerk enter the default of Defendants Delsa U. Thomas, The D. Christopher Capital Management Group, LLC, and The Solomon Fund, LP. Following the Clerk's Entry of Default, the Commission will file a motion for default judgment, and supporting papers, under Rule 55(b)(2).

Dated: May 9, 2013.

Respectfully submitted,

s/ Jessica B. Magee

Jessica B. Magee

Texas Bar No. 24037757

U.S. Securities and Exchange Commission

Burnett Plaza, Suite 1900

801 Cherry St., Unit 18

Fort Worth, Texas 76102

Phone: (817) 978-6465

Fax: (817) 978-4927

mageej@sec.gov

CERTIFICATE OF SERVICE

I hereby certify that on this 9th day of May 2013, I electronically filed the foregoing document with the Clerk of the Court for the Northern District of Texas, Dallas Division, by using the CM/ECF system and contemporaneously sent a copy of same to Defendants Delsa U. Thomas, The D. Christopher Capital Management Group, LLC, and The Solomon Fund, LP by United States Mail.

s/ Jessica B. Magee

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2. Fold the printed sheet containing the label at the line so that the entire shipping label is visible. Place the label on a single side of the package and cover it completely with clear plastic shipping tape. Do not cover any seams or closures on the package with the label. Place the label in a UPS Shipping Pouch. If you do not have a pouch, affix the folded label using clear plastic shipping tape over the entire label.
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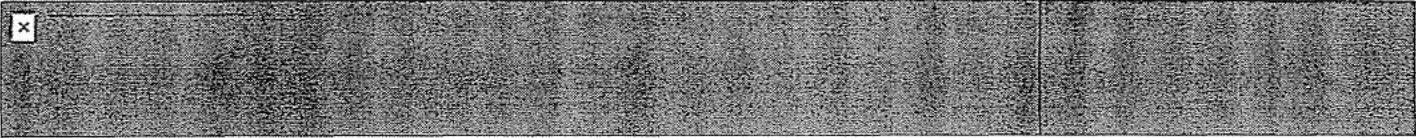
Your driver will pickup your shipment(s) as usual.

FOLD HERE

<p>REBECCA FAIRCHILD 817-900-2606 SEC. PORT WORTH 801 CHERRY ST. PORT WORTH TX 76102</p> <p>SHIP TO: DELSA U. THOMAS 111-111-1111 D. CHRISTOPHER CAPITAL MGMT GRP, LL</p>	<p>1.0 LBS LTR</p> <p>1 OF 1</p>	<p>TX 752 9-62</p> 	<p>UPS NEXT DAY AIR</p> <p>TRACKING #: 1Z A37 81X 01 9307 3237</p> <p>1</p>		<p>BILLING: P/P</p> <p>Reference # 1: FW-3718 Reference # 2: COS 9</p> <p>CS 15.1.10. WNTEDB 39.0A 04/2013</p> 
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Fairchild, Rebecca R.

From: UPS Quantum View <auto-notify@ups.com>
Sent: Monday, May 13, 2013 10:12 AM
To: Fairchild, Rebecca R.
Subject: UPS Delivery Notification, Tracking Number 1ZA3781X0193073237

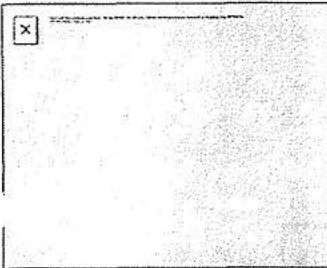


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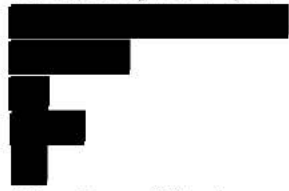


Important Delivery Information

Tracking Number: [1ZA3781X0193073237](#)
Delivery Date / Time: 13-May-2013 / 9:47 AM
Driver Release Location: FRONT DOOR

Shipment Detail

Ship To:
Delsa U. Thomas
D. Christopher Capital Mgmt Grp, LL




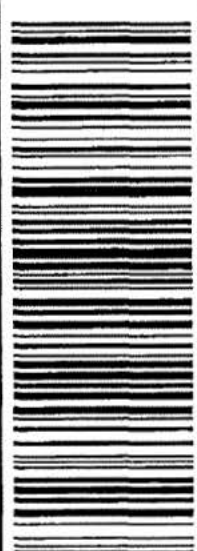

Number of Packages: 1
UPS Service: NEXT DAY AIR
Weight: 1.0 LBS
Reference Number 1: FW-3718
Reference Number 2: COS 9

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<p>REBECCA FAIRCHILD 817-900-2608 SEC-PORT WORTH 801 CHERRY ST PORT WORTH TX 76102</p> <p>SHIP TO: DELSA U. THOMAS 111-111-1111</p> <div style="background-color: black; width: 100px; height: 20px; margin-top: 5px;"></div>	<p>1.0 LBS LTR</p> <p>1 OF 1</p>	<p>TX 752 9-62</p> 	<p>UPS NEXT DAY AIR</p> <p>TRACKING #: 1Z A37 81X 01 9341 1022</p> <p>1</p> 	<p>BILLING: P/P</p> <p>Reference #1: RW-3718 Reference # 2: COS 9</p> <p style="font-size: small;">CS 15.1.1.D WNTES60 39.0A 04/2013</p> 
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APP032

Fairchild, Rebecca R.

From: UPS Quantum View <auto-notify@ups.com>
Sent: Monday, May 13, 2013 10:12 AM
To: Fairchild, Rebecca R.
Subject: UPS Delivery Notification, Tracking Number 1ZA3781X0193411022

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Important Delivery Information

Tracking Number: [1ZA3781X0193411022](#)
Delivery Date / Time: 13-May-2013 / 9:47 AM

Driver Release Location: FRONT DOOR

Shipment Detail

Ship To:
Delsa U. Thomas
The Solomon Fund LP



Number of Packages: 1
UPS Service: NEXT DAY AIR
Weight: 1.0 LBS
Reference Number 1: FW-3718
Reference Number 2: COS 9

UPS CampusShip: View/Print Label

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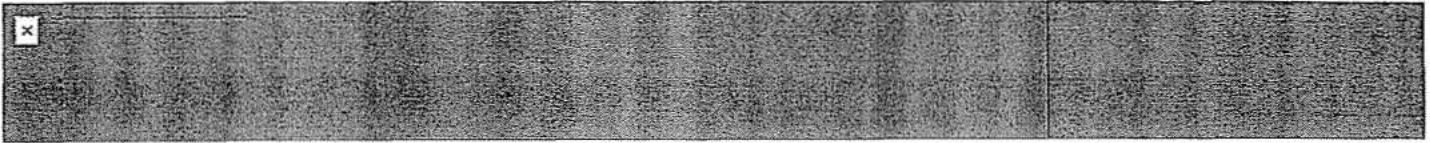
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FOLD HERE

<p>REBECCA PAIRCHILD 817-900-2608 SEC FORT WORTH 801 CHERRY ST FORT WORTH TX 76102</p> <p>SHIP TO: DELSA U. THOMAS DELSA U. THOMAS</p> <p>1.0 LBS LTR 1 OF 1</p>	<p>TX 752 9-62</p>  	<p>UPS NEXT DAY AIR 1</p> <p>TRACKING #: 1Z A37 81X 01 9246 8045</p>		<p>BILLING: P/P</p> <p>Reference # 1: FW-3718 Reference # 2: COS 9</p> <p>CS 16.1.10. WNTES0 19.0A.04/2013</p> 
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Fairchild, Rebecca R.

From: UPS Quantum View <auto-notify@ups.com>
Sent: Monday, May 13, 2013 10:12 AM
To: Fairchild, Rebecca R.
Subject: UPS Delivery Notification, Tracking Number 1ZA3781X0192468045

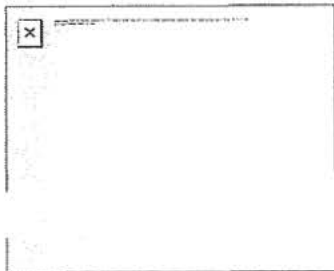


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Important Delivery Information

Tracking Number: 1ZA3781X0192468045
Delivery Date / Time: 13-May-2013 / 9:47 AM

Driver Release Location: FRONT DOOR

Shipment Detail

Ship To:
Delsa U. Thomas
Delsa U. Thomas



Number of Packages: 1
UPS Service: NEXT DAY AIR
Weight: 1.0 LBS
Reference Number 1: FW-3718
Reference Number 2: COS 9

**EXHIBIT 4
TO MAGEE
DECLARATION**

**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

	§	
	§	
<u>Securities and Exchange Commission</u>	§	
Plaintiff	§	
v.	§	Civil Action No. <u>3:13-cv-00739-L</u>
	§	
	§	
<u>Delsa U Thomas, et al</u>	§	
Defendant	§	

CLERK'S ENTRY OF DEFAULT

The record reflects that service of the complaint has been made upon the Defendant named below:

Delsa U Thomas, The D. Christopher Capital Management Group, LLC, The Solomon Fund, LP

It appears from the record that service of the complaint has been made, that the Defendant has failed to answer or otherwise defend as directed within the time allowed, and that the Plaintiff has shown that failure through affidavit or otherwise.

Therefore, upon Plaintiff's request, DEFAULT is entered against the Defendant named above.

KAREN S. MITCHELL, CLERK
U.S. DISTRICT COURT

s/T. Nunns
By: Deputy Clerk on 5/9/2013

**EXHIBIT 5
TO MAGEE
DECLARATION**

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

SECURITIES AND EXCHANGE COMMISSION, §
 §
 Plaintiff, §
 v. §
 DELSA U. THOMAS, §
 THE D. CHRISTOPHER CAPITAL §
 MANAGEMENT GROUP, LLC, and §
 THE SOLOMON FUND, LP §
 §
 Defendants. §

Case No. 3:13-cv-00739-L

**PLAINTIFF'S MOTION FOR DEFAULT JUDGMENT
AND BRIEF IN SUPPORT**

Pursuant to Federal Rule of Civil Procedure 55(b)(2), Plaintiff Securities and Exchange Commission ("Commission") respectfully submits this motion for default judgment and brief in support against Delsa U. Thomas ("Thomas"), The D. Christopher Capital Management Group, LLC ("DCCMG"), and The Solomon Fund, LP (the "Solomon Fund," and collectively with Thomas and DCCMG, "Defendants").

**I.
SUMMARY**

The Complaint alleges that Defendants violated the federal securities laws by, among other things, fraudulently inducing investors to entrust them with over \$2 million that they then misappropriated while, among other things, masquerading as a properly registered investment adviser. The Commission properly served Defendants, who have failed to answer, plead, or otherwise defend this action.

The Complaint's allegations and the documentary evidence demonstrate that the Thomas-masterminded scheme raised over \$2.3 million from at least six investors through fraud and that Defendants benefitted by at least \$1.98 million of this sum. Accordingly, the Commission respectfully requests that the Court enter a default judgment:

(a) Permanently enjoining Delsa U. Thomas from violating Section 17(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. § 77q(a)], Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5], Sections 203A and 206(a)(1), (2), and (4) of the Investment Advisers Act of 1940 ("Advisers Act") [15 U.S.C. §§ 80b-3a and 80b-6(1),(2) and (4)] and Rule 206(4)-8 thereunder [17 C.F.R. 275.206(4)-8];

(b) Permanently enjoining The D. Christopher Capital Management Group, LLC from violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)], Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5], Sections 203A and 206(a)(1), (2), and (4) of the Advisers Act [15 U.S.C. §§ 80b-3a and 80b-6(1),(2) and (4)] and Rule 206(4)-8 thereunder [17 C.F.R. 275.206(4)-8];

(c) Permanently enjoining The Solomon Fund, LP from violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)], and Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5];

(d) Ordering Defendants to disgorge, jointly and severally, any ill-gotten gains and/or unjust enrichment realized by each of them, plus prejudgment interest thereon; and

(e) Ordering each Defendant to pay an appropriate civil monetary penalty pursuant to Sections 20(d) of the Securities Act [15 U.S.C. § 77t(d)], Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)], and Section 209(e) of the Advisers Act.

**II.
STATEMENT OF FACTS**

A. Procedural History

On February 14, 2013, the Commission filed its Complaint against Defendants and issued summonses to each of them. *See* Doc. 1. Each of the Defendants was served on February 19, 2013, and a return of service was filed on February 21, 2013. *See* Doc. 5. On March 6, 2013, the Court entered an order granting an agreed motion for preliminary injunction freezing the assets of all defendants. *See* Doc. 7.

Defendants' deadline to answer the Complaint was March 12, 2013. *See* FED. R. CIV. P. 12. Based on Defendants' representations to the Commission that they were trying to obtain counsel, the Commission agreed to delay filing this motion until March 28, 2013. As that deadline approached, the Commission was contacted by counsel who stated that they had spoken with Defendants and were considering representing them in this matter. The Commission agreed to yet another extension of Defendants' deadline to answer until April 5, 2013. Both of these deadlines have now passed, and the Commission has received no further contact from Defendants or any counsel claiming to represent Defendants. No answer has been filed.

Accordingly, since being served on February 19, 2013, Defendants have not answered or otherwise responded to the Complaint, nor made any effort to defend this action. Consequently, the clerk made an entry of default as to all Defendants on May 9, 2013. *See* Doc. 10.

B. The Complaint's Uncontested Factual Allegations

From June 2009 to February 2011, Delsa Thomas was a registered representative with Morgan Stanley Smith Barney ("MSSB"). Complaint, ¶ 12. During that time, Thomas was sued by her clients multiple times for failed investments, possibly in fraudulent schemes. Complaint, ¶¶ 13-15. In June 2011, after resigning from MSSB rather than being fired, Thomas formed

DCCMG and Solomon Fund and registered DCCMG as an investment adviser with the Commission. Complaint, ¶¶ 16-18. DCCMG did not qualify for registration as an investment adviser with the Commission: DCCMG did not have, and does not currently have, the required amount of assets under management to qualify for registration, nor did it, or does it now, qualify for any exemption. Complaint, ¶ 18. DCCMG purports to be an investment adviser that offers “strategic funding solutions through structuring private offerings” and “wealth management services ranging from advisory to complete portfolio management for all of our clients.” Complaint, ¶ 19. Notably, DCCMG’s sole client is Solomon Fund. Complaint, ¶19. Thomas describes Solomon Fund to prospective investors as a hedge fund providing support to humanitarian causes. Complaint, ¶ 20.

Thomas solicited her own church—DFW New Beginnings Church in Irving, Texas (“New Beginnings”)—to be the first investor with DCCMG, despite the fact that New Beginnings lost \$405,000 when it invested with Thomas during her tenure at MSSB. Complaint, ¶¶ 15, 21. Thomas convinced New Beginnings to invest \$420,000 with DCCMG for an alleged bond transaction involving trading on European and Hong Kong markets, promising that the investment would double in one year or less. Complaint, ¶¶ 21-22. In truth, Thomas tried to use the funds to execute a sham transaction involving deeply discounted bank bonds. Complaint, ¶ 24. Not surprisingly, this transaction failed. Complaint, ¶ 25. But Thomas lied to New Beginnings with promises that she was continuing efforts to execute the transaction. Complaint, ¶ 26. She later returned \$330,000 from DCCMG to New Beginnings and transferred the remaining \$90,000 to American Capital Holdings, LLC, a purported “boutique hard money lender for commercial real estate” located in Pittsburgh, Pennsylvania. Complaint, ¶¶ 27-28. Around June 30, 2012, DCCMG acknowledged in writing that it held \$90,000 of the church’s

funds, despite having transferred the funds. Complaint, ¶ 29. Thomas knew this statement was false when she made it. Complaint, ¶ 29.

Defendants defrauded investors other than New Beginnings. Complaint, ¶ 30. For example, Defendants' largest single investor, a San Antonio, Texas-based and self-proclaimed real estate development and financing company (the "San Antonio Investor"), invested \$1,000,000 with Solomon Fund based on Thomas's guarantee that Solomon Fund would pay \$7,500,000 on the \$1,000,000 investment in 35 banking days. Complaint, ¶¶ 31-32. Thomas assured the San Antonio Investor that its entire \$1,000,000 would be invested in U.S. Treasury notes and deposited into an account for the sole purpose of serving as proof of funds for other vaguely described transactions that Thomas claimed she would undertake. Complaint, ¶ 32. To help solicit the San Antonio investor, Thomas falsely represented that she had experience with similar transactions. Complaint, ¶ 33.

Shortly thereafter, Defendants also solicited two Canadians to invest \$190,000 in the Solomon Fund. Complaint, ¶ 34. In exchange for the investment, Defendants promised that the Canadians would receive their principal plus 10% return in five to ten banking days. Complaint, ¶ 34. Thomas and Solomon Fund combined the \$1,190,000 received from the San Antonio and Canadian investors to purchase U.S. Treasury Notes on April 16, 2012 (the "Notes"). Complaint, ¶ 35. The next day, Thomas borrowed \$850,000 against the Notes. Complaint, ¶ 35. Thomas and Solomon Fund used the Notes' loan proceeds to pay the Canadian investors their principal amount plus the promised 10% interest. Complaint, ¶ 36. Thomas then increased her loan against the Notes to \$1,000,000. Complaint, ¶ 37.

The Defendants' promises to the Canadian investors having been fulfilled, Thomas was able to persuade them to invest an additional \$315,000 in the Solomon Fund, this time promising

a 10% return in 21 banking days. Complaint, ¶ 38. Around the same time, Thomas also solicited an Andorran resident to invest \$385,000 with DCCMG, promising to double the investment in 35 banking days. Complaint, ¶ 39. Rather than investing this money, Thomas transferred the majority of the funds to a shadowy foreign company that may itself be carrying on a fraud, and wasted the remaining monies in Ponzi payments and to cover personal expenses. Complaint, ¶ 40.

In total, Defendants raised over \$2.3 million in this scheme: \$420,000 from New Beginnings; \$1 million from the San Antonio Investor; \$505,000 from the Canadian investors; and \$385,000 from the Andorran investor. Complaint, ¶ 21, 31, 34, 38; Declaration of Ronda J. Blair, attached hereto and incorporated herein as Exhibit A (“Blair Declaration”), ¶ 4. Other than the \$330,000 returned to New Beginnings, Defendant misappropriated the funds in several different ways, including but not limited to:

- \$1.039 million transferred to a shadowy Canadian company that purports to offer financial consulting services, Complaint, ¶ 40; Blair Declaration, Exh. A, ¶ 9;
- \$209,000 of Ponzi payments made to two of the Canadian investors, Complaint, ¶ 44; Blair Declaration, Exh. A, ¶ 7;
- \$149,000 of Ponzi payments made to investors who lost their money in the earlier high-yield investment program and private placement offering Thomas induced her clients to participate in while associated with MSSB, Complaint, ¶ 46; Blair Declaration, Exh. A, ¶ 7;
- \$120,000 to pay for personal items, including a \$28,000 “donation” to New Beginnings, which in reality was another Ponzi payment, Complaint, ¶ 48; Blair Declaration, Exh. A, ¶ 10;
- \$100,000 deposited into a joint bank account with Thomas’s mother, Complaint, ¶ 48; Blair Declaration, Exh. A, ¶ 10;
- \$90,000 of New Beginnings’ funds transferred to American Capital Holdings, LLC, Complaint, ¶ 42; Blair Declaration, Exh. A, ¶ 5;

- \$70,000 paid to intermediaries with whom Thomas dealt to identify and secure investments from the Canadian investors, among others, Complaint, ¶ 47; Blair Declaration, Exh. A, ¶ 8; and
- \$70,000 diverted to friends or relatives, Complaint, ¶ 48; Blair Declaration, Exh. A, ¶ 10.

None of Defendants' Ponzi payments or other misuses of investor funds were disclosed to investors, nor did investors have any reason to believe their funds would be used as they were. Complaint, ¶ 49.

III. ARGUMENT

A. The Default Judgment Standard

The entry of a default judgment is left to the "sound judicial discretion" of the court. *See Mason v. Lister*, 562 F.2d 343, 345 (5th Cir. 1977). The court's exercise of discretion in deciding a motion for default judgment is given deference upon review. *James v. Frame*, 6 F.3d 307, 310 (5th Cir. 1993). Default judgments are appropriate when, as here, "the adversary process has been halted because of [an] essentially unresponsive party." *Sun Bank of Ocala v. Pelican Homestead & Savings Ass'n*, 874 F.2d 274, 276 (5th Cir. 1989) (quoting *H.F. Livermore Corp. v. Aktiengesellschaft Gebruder Loepfe*, 432 F.2d 689, 691 (D.C. Cir. 1970)).

Under Fifth Circuit law, there are three steps to obtaining a default judgment: (1) default; (2) entry of default; and (3) default judgment. *New York Life Ins. Co. v. Brown*, 84 F.3d 137, 141 (5th Cir. 1996) (citing FED. R. CIV. P. 55(a)). In determining whether to enter a default judgment, the Court should accept as true all of the factual allegations in the Complaint, except those relating to damages. *See Nishimatsu Constr. Co. v. Houston Nat'l Bank*, 515 F.2d 1200, 1206 (5th Cir. 1975); *United States v. Shipco Gen., Inc.*, 814 F.2d 1011, 1014 (5th Cir. 1987).

An appropriate damages award remains to be established by proof unless the amount is liquidated or susceptible of mathematical computation. *United Artists Corp. v.*

Freeman, 605 F.2d 854, 857 (5th Cir. 1979). “Where the amount of damages and/or costs can be determined with certainty by reference to the pleadings and supporting documents and where a hearing would not be beneficial, a hearing is unnecessary.” *James*, 6 F.3d at 310; *see also United Artists Corp.*, 605 at 857 (holding that a damages hearing is not required if there is “a demonstration by detailed affidavits establishing the necessary facts”). The Commission is “entitled to all reasonable inferences from the evidence offered.” *United States v. Shipco Gen., Inc.*, 814 F.2d 1011, 1014 (5th Cir. 1987).

B. The Complaint Establishes that Defendants Violated The Federal Securities Laws.

Well-pleaded allegations contained in a complaint are taken as admitted on a motion for a default judgment. *Nishimatsu Const. Co., Ltd. v. Houston Nat. Bank*, 515 F.2d 1200, 1206 (5th Cir. 1975) (*citing Thomson v. Wooster*, 114 U.S. 104, 105 (1884)). The allegations in the Commission’s Complaint establish that Defendants engaged in fraud in connection with the offer, purchase, and sale of securities in violation of the antifraud provisions of Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder.

The allegations also establish that Defendants Thomas and DCCMG engaged in fraudulent behavior in violation of Section 206(1), (2), and (4) of the Advisers Act, and Rule 206(4)-8 thereunder.

Further, the allegations establish that Defendant DCCMG improperly registered as an investment adviser in violation of Section 203A of the Advisers Act and that Thomas aided and abetted DCCMG in that violation.

1. Defendants Violated Section 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.

Section 17(a) of the Securities Act prohibits fraud in the offer and sale of securities. Similarly, Section 10(b) of the Exchange Act and Rule 10b-5 thereunder prohibit fraud in

connection with the purchase or sale of any security. For liability to attach under these “antifraud provisions” of the securities laws, a Defendant must make a material misstatement or omission of fact. The test for materiality is whether there is a substantial likelihood that a reasonable investor would consider the information important to his investment decision, and would view it as having significantly altered the total mix of available information. *See Basic Inc. v. Levinson*, 485 U.S. 224, 231-32 (1988); *TSC Indus., Inc. v. Northway, Inc.*, 426 U.S. 438, 449 (1976).

Thomas is the principal and the sole actor on behalf of DCCMG, which is the general partner to Solomon Fund. As such, Thomas has ultimate authority over any statements made by either entity. Thomas promised the San Antonio Investor that its \$1 million would be safe and that the promised \$6.5 million return was guaranteed, knowing these promises were false. Moreover, despite her inexperience in international financial transactions, Thomas made extravagant claims about her ability make successful high-yield investments and assured investors that she was experienced and had been successful in similar transactions. Thomas knew that these representations were false and misleading when made, since she had no successful track record in generating returns of the level she promised and no experience with high-yield investments, but in fact had consistently lost money for investors or been forced to make Ponzi payments to give prior investors the appearance of returns. She also immediately diverted offering proceeds to make Ponzi payments and for her personal use, without disclosure to investors, which strongly suggests that it was always her intention to misuse investor funds. Contrary to her promise to the Canadian investors, Thomas did not use proceeds of the Canadians’ reinvestment to purchase Treasury notes or hold them in Solomon Fund’s brokerage account. Instead, she sent over \$1 million of the offering proceeds to a firm that used most of the

money for personal use and sent the rest to a Swiss account. Complaint, ¶ 45; Blair Declaration, Exh. A, ¶ 9. A reasonable investor would attach great significance to these facts, which went to the very heart of the investment's riskiness and likelihood of success. *SEC v. Chemical Trust*, 2000 U.S. Dist. LEXIS 19786 *28 (S.D. Fla. 2001) (use of investor proceeds "undoubtedly would have been material to investors"), *see also* Complaint ¶¶ 15-16. Moreover, Thomas, Solomon Fund, and DCCMG obtained money as a result of this conduct, and therefore they also violated Section 17(a)(2) of the Securities Act.

Violations of Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act and Rule 10b-5 thereunder also require a showing of *scienter*. *Aaron v. SEC*, 446 U.S. 680, 701-02 (1980). *Scienter* is a "mental state embracing intent to deceive, manipulate or defraud." *Ernst & Ernst v. Hochfelder*, 425 U.S. 185, 193 n.12 (1976). In the Fifth Circuit, *scienter* may be established by a showing of recklessness. *Southland Sec. Corp. v. Inspire Ins. Solutions, Inc.*, 365 F.3d 353, 366 (5th Cir. 2004) (defining *scienter* as an "'intent to deceive, manipulate, or defraud' or 'that severe recklessness' in which the 'danger of misleading buyers or sellers is either known to the defendant or is so obvious that the defendant must have been aware of it.'" (quoting *Broad v. Rockwell Int'l Corp.*, 642 F.2d 929, 961-62 (5th Cir. 1981)). Proof of recklessness may be inferred from circumstantial evidence. *Herman & MacLean v. Huddleston*, 459 U.S. 375, 390-91, n.30 (1983).

The uncontested allegations of the Complaint establish that Defendants acted with a high degree of *scienter*. Thomas, individually and on behalf of DCCMG and Solomon Fund, made false statements and omitted material facts regarding the safety of the investments they sold, the prospective rate of return, their use of proceeds, and their experience and prior success with similar transactions. Complaint, ¶¶ 5, 23, 26, 29, 33, 36, 40-50. Moreover, they engaged in a

deceptive scheme that defrauded investors by making Ponzi payments that induced additional investments. Complaint, ¶¶ 4, 36, 40, 44, 46, 48-49. For all of these reasons, Thomas violated Section 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.

2. Thomas and DCCMG Violated of Sections 206(1), (2), and (4) of the Advisers Act and Rule 206(4)-8 thereunder.

Thomas and DCCMG also violated Sections 206(1), (2), and (4) of the Advisers Act and Rule 206(4)-8 thereunder. *See* 15 U.S.C. §§ 80b-6(1), (2), and (4); 17 C.F.R. 275.206(4)-8. Section 206(1) of the Advisers Act prohibits an investment adviser from using instruments of interstate commerce to employ any device, scheme or artifice to defraud any client or prospective client. Section 206(2) makes it unlawful for an adviser to use instruments of interstate commerce to engage in any transaction, practice, or course of business that operates as a fraud or deceit upon any client or prospective client. Section 206(1) requires *scienter*, while Section 206(2) does not. *See Steadman v. SEC*, 603 F.2d 1126, 1134 (5th Cir. 1979), *aff'd*, 450 U.S. 91 (1981); *SEC v. Steadman*, 967 F.2d 636, 643 n.5 (D.C. Cir. 1992) (a violation of Section 206(2) “may rest on a finding of simple negligence”). Section 206(4) of the Adviser Act prohibits investment advisers from, directly or indirectly, engaging in any act, practice or course of business which is fraudulent, deceptive or manipulative. Rule 206(4)-8 defines such prohibited conduct to include making false or misleading statements or otherwise defrauding investors or prospective investors in pooled investment vehicles.¹ *See Prohibition of Fraud by*

¹ A pooled investment vehicle is defined under Rule 206(4)-8 to include any company that would be an investment company under Section 3(a) of the Investment Company Act of 1940 but for the exclusion provided from that definition by Section 3(c)(1). Section 3(a) of the Investment Company Act defines “investment company” to mean, among other things, “any issuer which is or holds itself out as being engaged primarily, or proposes to engage primarily, in the business of investing, reinvesting, or trading in securities.” The Solomon Fund is an issuer which held itself out as a pooled investment vehicle primarily engaged in the business of trading in securities. Complaint, ¶¶ 11, 19-20. In addition, pursuant to Section 3(c)(1) of the Investment Company Act, the Solomon Fund is an issuer whose outstanding securities are beneficially owned by not more than one hundred persons and it

Advisers to Certain Pooled Investment Vehicles, SEC Release No. IA-2628 (Aug. 9, 2007)

Scienter is not required for violations of Section 206(4) and Rule 206(4)-8. *Id.*

DCCMG was in the business of providing investment advice for compensation and was thus an investment adviser. Complaint, ¶ 10, 18-19. DCCMG not only registered with the Commission as an investment adviser, it also held itself out as one. Complaint, ¶ 18-19. Furthermore, Thomas, as DCCMG's sole member, was acting as an investment adviser and can be held directly liable under Sections 206(1) and 206(2). *See John J. Kenny and Nicholson/Kenny Capital Management, Inc.*, Advisers Act Release No. 2128 at n. 54 (May 14, 2003) (finding that an associated person of an investment adviser may be charged as a primary violator under Advisers Act Section 206 where the activities of the associated person cause him or her to meet the broad definition of "investment adviser"). Thomas and DCCMG's misappropriation of the funds constitutes compensation. *See In the Matter of Alexander V. Stein*, 1995 SEC LEXIS 3628 (June 8, 1995), Initial Decision No. 52, 1994 SEC LEXIS 1904 (June 20, 1994).

Because they were acting as investment advisers in relation to clients and pooled investment vehicles, the fraudulent acts committed by Thomas and DCCMG in violation of Section 17(a) and 10(b) also constitute violations of Section 206(1), (2), and (4) of the Advisers Act and Rule 206(4)-8 thereunder. Thomas, individually and on behalf of DCCMG and Solomon Fund, made false statements and omitted material facts regarding the safety of the investments they sold, the prospective rate of return, their use of proceeds, and their experience and prior success with similar transactions. Complaint, ¶¶ 5, 23, 26, 29, 33, 36, 40-50. Moreover, they engaged in a deceptive scheme that defrauded investors by making Ponzi

is not making, and does not presently propose to make, a public offering of their securities. Accordingly, the Solomon Fund meets the definition of a pooled investment vehicle.

payments that induced additional investments. Complaint, ¶¶ 4, 36, 40, 44, 46, 48-49.

Therefore, Thomas and DCCMG are liable for violating Sections 206(1), (2), and (4) of the Advisers Act, and Rule 206(4)-8 thereunder.

3. DCCMG Violated Section 203A of the Advisers Act and Was Aided and Abetted by Thomas.

By improperly registering as an investment adviser with the Commission, DCCMG violated Section 203A of the Advisers Act. Under Section 203A, entities are prohibited from registering as investment advisers unless they meet certain qualifications. DCCMG maintains its principal office and place of business within the State of Texas and has assets under management of less than \$25 million. Complaint, ¶ 10, 18-19. DCCMG is not otherwise exempt from the provisions of Section 203A of the Advisers Act [15 U.S.C. § 80b-3a]. Consequently, DCCMG is, and at all relevant times was, ineligible to register with the Commission as an investment adviser and is required to register with the appropriate state entity under Section 203 of the Advisers Act [15 U.S.C. § 80b-3].

Thomas aided and abetted DCCMG's violation of Section 203A. To establish liability for aiding and abetting violations of the Advisers Act, the Commission must show "(1) that the primary party committed a securities violation; (2) that the aider and abettor had general awareness of its role in the violation; and (3) that the aider and abettor knowingly rendered substantial assistance in furtherance of it." *Abbott v. Equity Group, Inc.*, 2 F.3d 613, 621 (5th Cir. 1993) *cert. denied*, 510 U.S. 1177 (1994) (internal quotations omitted); *see also In the Matter of Monetta Fin. Servs. Inc.*, AP File No. 3-9546, Rel. No. IA-2136, 2003 WL 21310330, at *4 (applying the same factors to violations of the Advisers Act); *SEC v. Steadman*, 967 F.2d 636, 647 (D.C. Cir.1992) (applying the same factors to violations of the Advisers Act). As the

sole member and employee of DCCMG, Thomas aided, abetted, and caused DCCMG's violation of Section 203A by knowingly providing substantial assistance to DCCMG's violation.

C. The Commission Is Entitled to the Relief Sought.

The Commission is entitled to the forms of relief pleaded for in its Complaint, which are addressed separately below.

1. Entry of a Permanent Injunction is Appropriate.

Section 20(b) of the Securities Act, Section 21(d) of the Exchange Act, and Section 209(d) of the Advisers Act provide that, upon a proper showing, a permanent injunction shall be granted in enforcement actions brought by the Commission. *See* 15 U.S.C. §77t(b); 15 U.S.C. § 78u(d)(1); 15 U.S.C. §§ 80b-9. The Commission's burden is met when the evidence establishes a "reasonable likelihood" of a future violation of the securities laws. *SEC v. Zale Corp.*, 650 F.2d 718, 720 (5th Cir. 1981); *SEC v. Murphy*, 626 F.2d 633, 655 (9th Cir. 1980); *see also SEC v. Koracorp Industries, Inc.*, 575 F.2d 692 (9th Cir. 1978), *cert. denied sub nom., Helfat v. SEC*, 439 U.S. 953 (1978). "[T]he Commission is entitled to prevail when the inferences flowing from the defendant's prior illegal conduct, viewed in light of present circumstances, betoken a "reasonable likelihood" of future transgressions." *SEC v. Zale Corp.*, 650 F.2d 718, 720 (5th Cir. 1981); *see, e. g., SEC v. Murphy*, 626 F.2d 633 (9th Cir.1980); *SEC v. Bonastia*, 614 F.2d 908 (3rd Cir.1980); *SEC v. Caterinicchia*, 613 F.2d 102 (5th Cir.1980); *SEC v. Blatt*, 583 F.2d 1325 (5th Cir.1973). In predicting the likelihood of future violations, the Court should evaluate the totality of the circumstances. *SEC v. Zale Corp.*, 650 F.2d at 720.

In imposing a permanent injunction, courts consider a number of factors, including the (1) egregiousness of the defendant's conduct, (2) isolated or recurrent nature of the violation, (3) degree of *scienter*, (4) sincerity of defendant's recognition of his transgression, and (5) likelihood

of the defendant's job providing opportunities for future violations. *SEC v. Gann*, 565 F.3d 932, 940 (5th Cir. 2009). The mere cessation of the illegal conduct does not foreclose injunctive relief. *SEC v. Murphy*, 626 F.2d at 655. In *SEC v. Gann*, the Court of Appeals for the Fifth Circuit held that a defendant's past illegal conduct raised a presumption that the defendant would commit future violations—justifying the grant of an injunction—even though the defendant's job no longer involved selling securities.

All of these factors support entry of permanent injunctions against all Defendants, whose violations were multiple, continued, and egregious. Moreover, each of the Defendants acted with *scienter* in the extreme. Thomas, and the entities she controlled, orchestrated multiple schemes to raise the misappropriated funds. These schemes were conducted intentionally. Defendants made false statements and omitted material facts regarding the safety of the investments they sold, the prospective rate of return, their use of proceeds, and their experience and prior success with similar transactions. Complaint, ¶¶ 5, 23, 26, 29, 33, 36, 40-50. Moreover, they engaged in a deceptive scheme that defrauded investors by making Ponzi payments that induced additional investments. Complaint, ¶¶ 4, 36, 40, 44, 46, 48-49. For these reasons, this Court should enter permanent injunctions against each of the Defendants, enjoining them from future violations of the federal securities laws.

2. Disgorgement and Prejudgment Interest Are Warranted.

As demonstrated throughout the Complaint, Thomas orchestrated the fraudulent scheme by which she and the other Defendants raised over \$2.3 million from investors. Based on these allegations, which are deemed true, the Court should find that Defendants violated the federal

securities laws, should order disgorgement of all ill-gotten gains by the Defendants, jointly and severally, and should determine the amount of disgorgement.²

“The District Court has broad discretion not only in determining whether or not to order disgorgement but also in calculating the amount to be disgorged.” *SEC v. Huffman*, 996 F.2d 800, 802 (5th Cir. 1993); *see also SEC v. AMX, Int’l, Inc.*, 7 F.3d 71, 73 (5th Cir. 1993); *SEC v. AmeriFirst Funding, Inc.*, 2008 U.S. Dist. LEXIS 36782 (N.D. Tex. 2008); *SEC v. Reynolds*, 2008 U.S. Dist. LEXIS 65669 (N.D. Tex. 2008). The law does not require precision in determining the proper amount of disgorgement. Rather, “disgorgement need only be a reasonable approximation of profits causally connected to the violation.” *Id.*; *see also Allstate Ins. Co v. Receivable Fin. Co. LLC*, 501 F.3d 398, 413 (5th Cir. 2007) (“In actions brought by the SEC involving a securities violation, ‘disgorgement need only be a reasonable approximation of profits causally connected to the violation.’) *citing SEC v. First City Fin. Corp.*, 890 F.2d 1215, 1231 (D.C. Cir. 1989). As one court explained:

If exact information were obtainable at negligible cost, we would not hesitate to impose upon the government a strict burden to produce that data to measure the precise amount of the ill-gotten gains. Unfortunately, we encounter imprecision and imperfect information. . . . Rules for calculating disgorgement must recognize that separating legal from illegal profits exactly may at times be a near-impossible task.

First City, 890 F.2d at 1231.

Once the Commission presents evidence reasonably approximating the amount of ill-gotten gains, the burden of proof shifts to the defendant. *See SEC v. ConnectAJet.com, Inc.*, 2011 U.S. Dist. LEXIS 130215, 2011 WL 5509896, at *7 (N.D. Tex. Nov. 9, 2011); *AmeriFirst Funding, Inc.*,

² Disgorgement is “meant to prevent the wrongdoer from enriching himself by his wrongs.” *Huffman*, 996 F.2d at 802-03 (5th Cir. 1993); *see also AMX*, 7 F.3d at 75; *SEC v. Blatt*, 583 F.2d 1325, 1335 (5th Cir. 1978). By preventing unjust enrichment, disgorgement also has the effect of “detering violations of law.” *Commodity Futures Trading Com’n v. British American Commodity Options Corp.*, 788 F.2d 92, 94 (2nd Cir.), *cert. denied*, 479 U.S. 853 (1986). “The deterrent effect of an SEC enforcement action would be greatly undermined if securities law violators were not required to disgorge illicit profits.” *SEC v. Manor Nursing Ctrs., Inc.*, 458 F.2d 1082, 1104 (2nd Cir. 1972).

2008 U.S. Dist. LEXIS at *4; *First City*, 890 F.2d at 1232; *see also SEC v. Hughes Capital Corp.*, 917 F. Supp. 1080, 1085 (D.N.J. 1996), *aff'd*, 124 F.3d 449 (3rd Cir. 1997). The defendant is then “obliged clearly to demonstrate that the disgorgement figure [is] not a reasonable approximation.” *First City*, 890 F.2d at 1232; *see also Reynolds*, 2008 U.S. Dist. LEXIS at *7; *SEC v. Benson*, 657 F. Supp. 1122, 1133 (S.D.N.Y. 1987). In determining an approximate amount of ill-gotten profits, “the risk of uncertainty should fall on the wrongdoer whose illegal conduct created the uncertainty.” *Hughes*, 917 F. Supp. at 1085; *SEC v. Strauss*, 2011 U.S. Dist. LEXIS 38248 (N.D. Miss. 2011). “[D]oubts are to be resolved against the defrauding party.” *SEC v. MacDonald*, 699 F.2d 47, 55 (1st Cir. 1983); *see also Hughes*, 917 F. Supp. at 1085.

Based on the Commission’s Complaint and the tracing of funds performed across Defendants’ bank records, it is clear that Defendants received at least \$1.98 million from their participation in the fraud—the \$2.31 million raised less the \$330,000 returned to New Beginnings. Blair Declaration, Exh. A, ¶ 11. Therefore, this sum presents a reasonable approximation of disgorgement to be assessed against Defendants, as it represents the gross amount of their ill-gotten profits. No affirmative evidence in the record disputes the reasonableness of this amount, and any risk of uncertainty should fall on Defendants. *SEC v. Harris*, 2012 U.S. Dist. LEXIS 31394 (N.D. Tex. Mar. 7, 2012) (citing *SEC v. Patel*, 61 F.3d 137, 140 (2d Cir. 1995)).

It is well-settled that Courts may add prejudgment interest to a defendant’s disgorgement amount to prevent him from benefitting from the use of his ill-gotten gains interest free. *SEC v. Blatt*, 583 F.2d 1325 (5th Cir. 1978). Whether to award prejudgment interest is within the district court’s discretion. *SEC v. United Energy Partners, Inc.*, 88 F. App’x 744, 747 (5th Cir.) (per

curiam), *cert. denied sub nom. Quinn v. SEC*, 543 U.S. 1034 (2004); *SEC v. Gunn*, 2010 U.S. Dist. LEXIS 88164 (N.D. Tex. 2010).

When, as here, a wrongdoer enjoyed access to funds over a prolonged period as a result of the wrongdoing, ordering the wrongdoer to pay prejudgment interest is consistent with the equitable purpose of the remedy of disgorgement. *See Hughes*, 917 F. Supp. at 1090. In *Hughes Capital*, the district court explained its decision to require prejudgment interest as part of the disgorgement amount:

It comports with the fundamental notions of fairness to award prejudgment interest. The defendants had the benefit of nearly \$2 million dollars [sic] for the nine and one-half years between the fraud and today's disgorgement order. In order to deprive the defendants of their unjust enrichment, the court orders the defendants to disgorge . . . prejudgment interest.

Id.

An order for prejudgment interest against Defendants is proper in this case for the same reasons. By violating the securities laws, Defendants had the benefit of the funds that they fraudulently solicited and misappropriated from investors. For Defendants to enjoy the benefits of investor funds during that time period offends basic principles of justice and equity.

The IRS underpayment of federal income tax rate as set forth in 26 U.S.C. § 6621(a)(2) is appropriate for calculating prejudgment interest in enforcement actions such as this. That rate of interest "reflects what it would have cost to borrow the money from the government and therefore reasonably approximates one of the benefits the defendant derived from its fraud." *SEC v. First Jersey Sec., Inc.*, 101 F.3d 1450, 1476 (2d Cir. N.Y. 1996). Based on a principal disgorgement amount of \$1.98 million, application of the tax underpayment rate from February 14, 2013 (the date of the Commission's Complaint³) results in a total prejudgment interest amount of \$1,989,939.56. *See Blair Declaration*, ¶ 11.. *See also SEC v. Platforms Wireless Int'l Corp.*,

³ The Commission is entitled to seek prejudgment interest from the date the fraud began in June 2011. But in the context of this motion seeking default judgment, the Commission believes that calculating the interest from the date of the Complaint is appropriate.

2010 U.S. App. LEXIS 15328 (9th Cir. 2010) (district court did not abuse its discretion by imposing prejudgment interest from the date securities were sold, as “defendants plainly had the use of their unlawful profits for the entire period.”); *SEC v. Razmilovic*, 2011 U.S. Dist. LEXIS 113447 (E.D.N.Y. 2011) (because defendant “had the use of [the] unlawful profits for the entire period,” he was liable for prejudgment interest on the entire amount of his ill-gotten gains for the entire period from the time of his unlawful gains to the entry of judgment).

3. Given The Nature and Extent of Their Misconduct, The Court Should Also Order Defendants to Pay a Third-Tier Civil Penalty and Should Set The Amount of the Penalty.

Defendants’ violations of the securities laws involved fraud and deceit, and directly caused the loss of investors’ funds that have not been repaid. *See* Complaint, at ¶¶ 1-19. Accordingly, the Commission requests that the Court order each of the Defendants to pay a third-tier civil penalty.

Section 20(d) of the Securities Act, Section 21(d)(3) of the Exchange Act, and Section 209(e) of the Advisers Act authorize the Commission to seek, and the Court to impose, a third-tier penalty if the defendant’s violation “involved fraud, deceit, manipulation, or deliberate or reckless disregard of a regulatory requirement,” and the violation “directly or indirectly resulted in substantial losses or created a significant risk of substantial losses to other persons.” *See* 15 U.S.C. §77t(d); 15 U.S.C. §78u(d)(3); 15 U.S.C. § 80b-9(e); and 17 C.F.R. 201.1004 (increasing statutory amounts to reflect inflation).

For individuals, these provisions set forth a maximum penalty *for each third-tier violation* as the greater of \$150,000 or the defendant’s gross amount of pecuniary gain. Thus, under the third tier, Thomas’s civil penalty can range from \$0 up to the low maximum of

\$150,000 per violation, or the high maximum of \$1.98 million, the gross amount of her pecuniary gain.

For entities, these provisions set forth a maximum penalty for each third-tier violation as the greater of \$725,000 or the defendant's gross amount of pecuniary gain as a result of each violation. Thus, under the third tier, DCCMG's and the Solomon Fund's civil penalty can range from \$0 up to the low maximum of \$725,000 per violation, or the high maximum of \$1.98 million, the gross amount of their pecuniary gain.

Although the statutory tier determines the maximum penalty allowed per violation, the actual amount of the penalty to be imposed is left to the Court's discretion. *See SEC v. Kern*, 425 F.3d 143, 153 (2nd Cir. 2005); *SEC v. Universal Express, Inc.*, 646 F. Supp. 2d 552, 567 (S.D.N.Y. 2009). The following factors are relevant in determining whether a civil penalty is appropriate and, if so, in what amount: "(1) the egregiousness of the defendant's conduct; (2) the degree of the defendant's scienter; (3) whether the defendant's conduct created substantial losses or the risk of substantial losses to other persons; (4) whether the defendant's conduct was isolated or recurrent; (5) whether the defendant has admitted wrongdoing; and (6) whether the penalty should be reduced due to the defendant's demonstrated current and future financial condition." *SEC v. Razmilovic*, 2011 U.S. Dist. LEXIS 113447 (E.D.N.Y. 2011); *SEC v. Colonial Inv. Mgmt. LLC*, 659 F. Supp. 2d 467, 503 (S.D.N.Y. 2009); *See also United States SEC v. Snyder*, 2006 U.S. Dist. LEXIS 81830 (S.D. Tex. 2006).

Based on these factors, the Commission moves the Court to determine the specific penalty amounts to be paid by Defendants in accordance with the statutory ranges provided above.

**IV.
CONCLUSION**

For the foregoing reasons, the Commission respectfully requests that the Court grant this motion and enter a Final Judgment as to Defendant Delsa U. Thomas, The D. Christopher Capital Management Group, LLC, and The Solomon Fund, LP:

(a) Permanently enjoining Delsa U. Thomas from violating Section 17(a) of the Securities Act of 1933 [15 U.S.C. § 77q(a)], Section 10(b) of the Securities and Exchange Act of 1934 [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5], Sections 203A and 206(a)(1), (2), and (4) of the Investment Advisers Act of 1940 [15 U.S.C. §§ 80b-6(1),(2) and (4), and 80b-3a] and Rule 206(4)-8 thereunder [17 C.F.R. 275.206(4)-8];

(b) Permanently enjoining The D. Christopher Capital Management Group, LLC from violating Section 17(a) of the Securities Act of 1933 [15 U.S.C. § 77q(a)], Section 10(b) of the Securities and Exchange Act of 1934 [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5], Sections 203A and 206(a)(1), (2), and (4) of the Investment Advisers Act of 1940 [15 U.S.C. §§ 80b-6(1),(2) and (4), and 80b-3a] and Rule 206(4)-8 thereunder [17 C.F.R. 275.206(4)-8];

(c) Permanently enjoining The Solomon Fund, LP from violating Section 17(a) of the Securities Act of 1933 [15 U.S.C. § 77q(a)], and Section 10(b) of the Securities and Exchange Act of 1934 [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5];

(d) Ordering Defendants to disgorge, jointly and severally, ill-gotten gains and/or unjust enrichment realized by each of them, plus prejudgment interest thereon in the amount of \$1,989,939.56;

(e) Ordering each Defendant to pay an appropriate civil monetary penalty pursuant to Sections 20(d) of the Securities Act of 1933 [15 U.S.C. § 77t(d)], Section 21(d)(3) of the

Securities and Exchange Act of 1934 [15 U.S.C. § 78u(d)(3)], and Section 209(e) of the Investment Advisers Act of 1940; and

(f) Granting any additional relief to which the Commission may be entitled at law or in equity.

Dated: May 10, 2013

Respectfully Submitted,

s/ Jessica B. Magee

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Attorney-in-Charge
Texas Bar No. 00793931

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COUNSEL FOR PLAINTIFF SECURITIES
AND EXCHANGE COMMISSION

Certificate of Service

On May 10, 2013, I electronically submitted the foregoing document with the clerk of court for the U.S. District Court, Northern District of Texas, using the electronic case filing system of the court. I hereby certify that I have served all counsel and/or *pro se* parties of record electronically or by another manner authorized by Federal Rule of Civil Procedure 5(b)(2).

s/ Jessica B. Magee

Jessica B. Magee

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

SECURITIES AND EXCHANGE COMMISSION,	§	
	§	
Plaintiff,	§	
v.	§	Case No. 3:13-cv-00739-L
	§	
DELSA U. THOMAS,	§	
THE D. CHRISTOPHER CAPITAL	§	
MANAGEMENT GROUP, LLC, and	§	
THE SOLOMON FUND, LP	§	
	§	
Defendants.	§	
	§	

DECLARATION OF RONDA J. BLAIR

I, Ronda J. Blair, do hereby declare under penalty of perjury, in accordance with 28 U.S.C. §1746, that the following is true and correct, and that I am competent to testify as to the matters stated herein:

1. I am over 21 years of age. I am employed by the United States Securities and Exchange Commission ("Commission") as a Staff Attorney and have been employed in this capacity since May 20, 1990. I have been a member in good standing of the Nebraska State Bar Association since September 18, 1989.

2. In my 22 years as a Commission attorney, I have performed numerous enforcement investigations. As part of these investigations, I am frequently required to review and analyze bank and brokerage records, conduct sworn testimony, and interview witnesses in order to determine if violations of the federal securities laws have occurred or are occurring.

3. I make this Declaration based upon information gathered during the course of a Commission investigation regarding Delsa U. Thomas, D. Christopher Capital Management Group, LLC. ("DCCMG"), and The Solomon Fund, LP ("Solomon Fund" and, collectively with Thomas and DCCMG, ("Defendants")). The source of my information, and the basis for my conclusions, are documents I reviewed and statements by witnesses that I interviewed and/or deposed.

4. Defendants raised at least \$2.31 million dollars from at least six investors between October 2011 and May 2012: \$1 million from a San Antonio investor (Exhibit 1 attached hereto and incorporated herein); \$505,000 from three Canadian investors (Exhibits 2 and 3, attached hereto and incorporated herein); \$420,000 from her church, DFW New Beginnings Church ("New Beginnings") (Exhibit 4 attached hereto and incorporated herein); and \$385,000 from an Andorran investor (Exhibit 5 attached hereto and incorporated herein).

5. In October 2011, Defendants successfully solicited \$420,000 from New Beginnings. (Exhibit 4). Defendants tried, but failed, to conduct a transaction with New Beginning's investment. After the transaction failed, Defendants returned \$330,000 to New Beginnings (Exhibit 6 attached hereto and incorporated herein) and sent the remaining \$90,000 of its funds to American Capital Holdings, LLC for unknown reasons (Exhibit 7 attached hereto and incorporated herein).

6. On April 16, 2012, Defendants purchased U.S. Treasury Notes (the "Notes") with money raised from the San Antonio and Canadian investors and immediately began borrowing against the Notes (Exhibit 1).

7. Defendants used \$209,000 of the Notes' loan proceeds to pay principal and "returns" to two of the Canadian investors (Exhibit 8 attached hereto and incorporated herein) and sent \$149,000 to investors in Defendants' earlier schemes. (Exhibits 9 and 10 attached hereto and incorporated herein). These were classic Ponzi payments.

8. Defendants also paid \$70,000 in fees to intermediaries that helped Defendants locate and secure investments from the Canadian investors. (Exhibit 11 attached hereto and incorporated herein). Defendants did not disclose that they would use the investors' funds for these purposes.

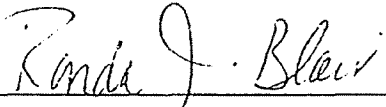
9. Defendants sent \$1.039 million to a Canadian concern that purports to "consult" with entities like the Solomon Fund on their investment "projects" (the "Canadian Consultant"). (Exhibit 12 attached hereto and incorporated herein). Although Defendants' reason for sending money to the Canadian Consultant is unknown, I reviewed bank records that reveal the Canadian Consultant did not use the funds toward any investment purpose. Instead, the Canadian Consultant sent \$465,000 of the Solomon Fund proceeds to the Swiss bank account of a Liechtenstein-based entity, while its principal dissipated the remaining \$574,000 on such things as "company expenses," a \$67,000 automobile, and five- and six-figure transfers to his personal and relatives' accounts.

10. Defendant Thomas also diverted at least \$290,000 for her personal use. First, bank records show that she spent \$120,000 on various personal expenses, including a \$28,000 donation to her church. Second, she deposited \$100,000 in a joint account with her mother. (Exhibit 13 attached hereto and incorporated herein). Lastly, she diverted an additional

\$70,000 to two individuals, one of whom may be her relative. (Exhibit 14 attached hereto and incorporated herein). Thomas did not disclose her personal use of the proceeds to investors.

11. Based on my investigation, I determined that Defendants owe \$1,980,000 in disgorgement—the \$2.31 million Defendants received from their fraudulent high-yield investment schemes less the \$330,000 returned to New Beginnings. I calculated the prejudgment interest on the principal amount of \$1,980,000 using the quarterly interest rate used by the IRS for computation of interest on underpayment of taxes from February 14, 2013, the date of the filing of the Commission’s Complaint in this matter. According to that calculation, Defendants are obligated to pay \$9,939.56 in prejudgment interest, which is reflected in the Prejudgment Interest Report prepared on behalf of the Commission with regard to Defendants. (Exhibit 15 attached hereto and incorporated herein).

Executed: May 8, 2013



Ronda J. Blair

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THE SOLOMON FUND LP
545 E JOHN CARPENTER FRWY
SUITE 300
IRVING TX 75062-3964

THE SOLOMON FUND LP

Month End Closing Market Price

STATEMENT PERIOD **March 31, 2012**
THROUGH **April 30, 2012**

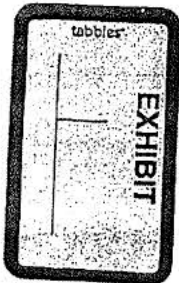
ACCOUNT NUMBER **[REDACTED]**
TAXPAYER NUMBER **On File**
LAST STATEMENT

Your Portfolio at a Glance

TOTAL VALUE OF SECURITIES THIS PERIOD	1,165,692
NET DEBT BALANCE	-848,382
NET EQUITY THIS PERIOD	\$317,310
NET EQUITY LAST STATEMENT	0
CHANGE SINCE LAST STATEMENT	317,310

Market Value of Your Portfolio

Cash & Money Market Fds	\$848,382
Fixed Income	\$317,310
Current market value	\$1,165,692
Last statement's market value	0
Short market value	0



APP065

CLEARING AGENT: J.P. MORGAN CLEARING CORP.
3 CHASE CENTER CITY CENTER, BRIDGEWAY, NY 11205

STPC This summary is for informational purposes only. It is not intended as a tax document. This statement should be retained for your records. See reverse side for important information.

THE SOLOMON FUND LP

PLEASE REPLY TO THE FOLLOWING ADDRESS: THE SOLOMON FUND LP, 100 WALL STREET, FLOOR 10, NEW YORK, NY 10038

GUIDE TO YOUR STATEMENT

This information is for informational purposes only.

Your Portfolio at a Glance: Displays a summary of your account's performance over the reporting period. The information is based on the actual performance of the investments in your account. The information is not intended to be a forecast of future performance.

Market Value of Your Portfolio: A summary of the change in the market value of your portfolio. The information is based on the actual performance of the investments in your account. The information is not intended to be a forecast of future performance.

Cash Flow Analysis: Shows you the cash flow activity for your account. The information is based on the actual performance of the investments in your account. The information is not intended to be a forecast of future performance.

Income Summary: Displays the total income, interest and other income earned by your account. The information is based on the actual performance of the investments in your account. The information is not intended to be a forecast of future performance.

Distribution Summary: Provides details on capital distributions and other distributions received by your account. The information is based on the actual performance of the investments in your account. The information is not intended to be a forecast of future performance.

Reinvestment Plan: Provides information regarding the reinvestment of distributions. The information is based on the actual performance of the investments in your account. The information is not intended to be a forecast of future performance.

Your Portfolio Allocation: A pie chart showing the asset allocation of your account. The information is based on the actual performance of the investments in your account. The information is not intended to be a forecast of future performance.

Portfolio Value: Provides a summary of your account's total value. The information is based on the actual performance of the investments in your account. The information is not intended to be a forecast of future performance.

Bonds with 60+ Day Maturities: Provides information regarding bonds with 60+ day maturities. The information is based on the actual performance of the investments in your account. The information is not intended to be a forecast of future performance.

Your Portfolio Holdings: Provides a list of the investments in your account. The information is based on the actual performance of the investments in your account. The information is not intended to be a forecast of future performance.

Estimated Yield ("EY") and Estimated Annual Income ("EAI"): Estimated annual income is calculated by multiplying either the current coupon rate or an average annual dividend (depending on the type of security held) by the current value of the security. The information is based on the actual performance of the investments in your account. The information is not intended to be a forecast of future performance.

Market Prices: The market value of your holdings as of the end of the reporting period. The information is based on the actual performance of the investments in your account. The information is not intended to be a forecast of future performance.

Market prices may be based on bid prices, which may differ from the actual price of the securities. The information is based on the actual performance of the investments in your account. The information is not intended to be a forecast of future performance.

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Customer has credit ratings may be used in the determination of the credit rating of the investments in your account. The information is based on the actual performance of the investments in your account. The information is not intended to be a forecast of future performance.

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Account protection applies when a SIPC member firm fails financially and is unable to meet its obligations to its securities customers, but does not apply to losses from the rise or fall in the market value of investments or to SIPC insurable assets such as futures, options on futures, foreign exchange transactions, or any investment contracts that are not registered as securities or deposit account balances. For more information about SIPC Coverage, including the SIPC Brochure, visit www.sipc.org (follow the link to How SIPC Protects Investors) or by calling SIPC at (202) 371-0300.

The SIPC Act does not require that a member firm's securities account be protected or covered by other insurance. It is the responsibility of the customer to determine if other insurance may be able to cover or maintain an account or offset any transactions in an account.

A description of JPMCC's practices and procedures regarding when an account is eligible for SIPC coverage is available at www.jpmcc.com.

Assets: Subject to regulatory or other restrictions, all or any part of the securities in your account may have been used by us as securities financing transactions.

Notes: This information is not intended to be a forecast of future performance. The information is based on the actual performance of the investments in your account. The information is not intended to be a forecast of future performance.

You may be eligible for credit plan accounts based on the type of your purchases, current holdings or future purchases. The terms change you may not be eligible for the credit plan accounts. Please refer to the Prospectus Statement of Additional Information or contact your financial advisor for further information.

These securities have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States. The securities may only be offered or sold in the United States if they are registered under the Securities Act of 1933 and are exempt from registration under the Securities Act of 1933.

To obtain a paper copy of the offering statement, please call (877) 430-3044 for domestic callers or (212) 861-6233 for international callers. Alternatively, you may contact your sales representative or broker-dealer.

A JPMCC affiliate is a member of the securities industry. As a member firm, the JPMCC affiliate may have acted as principal, may have had a long or short position in the security, and may have provided for a connection with the issuer.

MERLIN SECURITIES

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Portfolio Value

	THIS PERIOD	LAST PERIOD
Assets		
Fixed Income	1,165,692.00	0.00
<i>Subtotal (Long Portfolio)</i>	1,165,692.00	0.00
Est. Long Accrued Interest	1,052.00	0.00
Total Assets	\$1,166,744.00	\$0.00
Liabilities		
Margin Loan/Debit Balance	-848,381.63	0.00
Total Liabilities	-\$848,381.63	\$0.00
NET PORTFOLIO VALUE	\$318,362.37	\$0.00

Cash Flow Analysis

	THIS PERIOD	THIS YEAR
Opening Cash/Sweep Prog.	\$0.00	\$0.00
Securities Sold	991,815.00	991,815.00
Div/Int/Other Inc (Credit)	1,104.87	1,104.87
Funds Received	180,000.00	180,000.00
Amount Credited	\$1,172,919.87	\$1,172,919.87
Securities Bought	-1,166,518.89	-1,166,518.89
Div/Int/Other Inc (Debit)	-1,782.61	-1,782.61
Funds Paid/Delivered	-853,000.00	-853,000.00
Amount Debited	-\$2,021,301.50	-\$2,021,301.50
Net Cash/Sweep Prog. Act.	-848,381.63	-848,381.63
Closing Cash/Sweep Prog.	-\$848,381.63	-\$848,381.63

Some day transfers of cash between account types are not included in this section, such transfers, as well as details for all other transactions this period, appear in Transaction Detail.

Income Summary

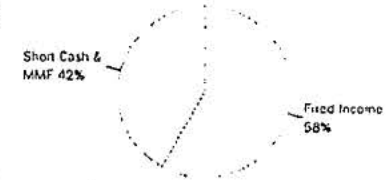
	THIS PERIOD	YEAR TO DATE
U.S. Govt. Bond Int.	906.25	906.25
Corp. Bond Int.	198.62	198.62
Total	\$1,104.87	\$1,104.87
Bond Purchase Int.	-1,688.26	-1,688.26
Margin Int. Paid	-94.35	-94.35

THE SOLOMON FUND LP

STATEMENT PERIOD March 31, 2012
THROUGH April 30, 2012

ACCOUNT NUMBER ██████████
TAXPAYER NUMBER On File
LAST STATEMENT

Your Portfolio Allocation



Unshaded portions denote debit balance and/or short market values. The allocation percentage is derived from the absolute market value of your portfolio.

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THE SOLOMON FUND LP

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STATEMENT PERIOD March 31, 2012
 THROUGH April 30, 2012

ACCOUNT NUMBER [REDACTED]
 TAXPAYER NUMBER On File
 LAST STATEMENT

Your Portfolio Holdings

CASH & MONEY MARKET FUNDS

DESCRIPTION	TYPE	SYMBOL/CUSIP	QUANTITY	PRICE	MARKET VALUE
CASH BALANCE	MRGN				-848,382
TOTAL CASH & MONEY MARKET FUNDS					S-848,382

FIXED INCOME

Government & Agency Obligations

DESCRIPTION	SYMBOL/CUSIP	ACCT TYPE	QUANTITY	PRICE	MARKET VALUE	ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
UNITED STATES TREASURY NOTE DATED DATE 03/24/11 BOOK ENTRY ONLY DUE 03/31/2013 .750% MS 30 RATING: MOODY AAA S&P N/A	912828QL7	MRGN	290,000	100.5117	291,484	178	2,175	0.7462
UNITED STATES TREASURY NOTE DATED DATE 04/21/11 BOOK ENTRY ONLY DUE 04/30/2013 .625% AO 30 RATING: MOODY AAA S&P N/A	912828QE3	MRGN	290,000	100.4180	291,212		1,813	0.6226
UNITED STATES TREASURY NOTE DATED DATE 05/19/11 BOOK ENTRY ONLY DUE 05/31/2013 .500% MN 31 RATING: MOODY AAA S&P N/A	912828QZ6	MRGN	290,000	100.3184	290,923	602	1,450	0.4984

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THE SOLOMON FUND LP

STATEMENT PERIOD March 31, 2012
THROUGH April 30, 2012

ACCOUNT NUMBER ██████████
TAXPAYER NUMBER On File
LAST STATEMENT

Your Portfolio Holdings (continued)

Government & Agency Obligations (Continued)

DESCRIPTION	SYMBOL/CUSIP	ACCT TYPE	QUANTITY	PRICE	MARKET VALUE	ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
UNITED STATES TREASURY NOTE DATED DATE 09/02/10 BOOK ENTRY ONLY DUE 09/15/2013 .750% MS 15 RATING: MOODY AAA S&P N/A	912828NY2	MRGN	290,000	100.7148	292,073	272	2,175	0.7447
Total Government & Agency Obligations			1,160,000		\$1,165,692	\$1,052	\$7,613	
TOTAL FIXED INCOME			1,160,000		\$1,165,692	\$1,052	\$7,613	

YOUR PORTFOLIO HOLDINGS ACCRUED INTEREST	\$1,052
YOUR PORTFOLIO HOLDINGS ESTIMATED ANNUAL INCOME	\$7,613
YOUR PRICED PORTFOLIO HOLDINGS	\$317,310

Transaction Detail

INVESTMENT ACTIVITY

SETTLEMENT DATE	TRADE DATE	TRANSACTION	DESCRIPTION	SYMBOL/CUSIP	QUANTITY	PRICE	DEBIT AMOUNT	CREDIT AMOUNT
04/10/12		RECEIVED	STATE BK INDIA NEW YORK NY C/D FDIC INS TO LIMITS 0.350 DUE 03/22/13 DUE 03/22/2013 0.350 2027	856284092	250,000			
04/10/12		RECEIVED	SOVEREIGN BK FSB WYOMISSING PA C/D FDIC INS TO LIMITS 0.300 DUE 03/21/13 DUE 03/21/2013 0.300 2027	84603MW77	250,000			

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THE SOLOMON FUND LP

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STATEMENT PERIOD March 31, 2012
THROUGH April 30, 2012

Transaction Detail (continued)

ACCOUNT NUMBER ██████████
TAXPAYER NUMBER On File
LAST STATEMENT

INVESTMENT ACTIVITY (Continued)

SETTLEMENT DATE	TRADE DATE	TRANSACTION	DESCRIPTION	SYMBOL/CUSIP	QUANTITY	PRICE	DEBIT AMOUNT	CREDIT AMOUNT
04/10/12		RECEIVED	BEAL BK USA LAS VEGAS NEV CD 0 C/D FDIC INS TO LIMITS 0.250 DUE 03/20/13 DUE 03/20/2013 0.250 2027	07370SW50	250,000			
04/10/12		RECEIVED	AMBOY BK OLD BRDG N J C/D FDIC INS TO LIMITS 0.300 DUE 03/26/13 DUE 03/26/2013 0.300 2027	023305EJ0	250,000			
04/12/12		JOURNAL	STATE BK INDIA NEW YORK N Y C/D FDIC INS TO LIMITS 0.350 DUE 03/22/13 JOURNAL FROM TYPE 1 TO 2	856284092	-250,000			
04/12/12		JOURNAL	SOVEREIGN BK FSB WYOMISSING PA C/D FDIC INS TO LIMITS 0.300 DUE 03/21/13 JOURNAL FROM TYPE 1 TO 2	84603MW77	-250,000			
04/12/12		JOURNAL	BEAL BK USA LAS VEGAS NEV CD 0 C/D FDIC INS TO LIMITS 0.250 DUE 03/20/13 JOURNAL FROM TYPE 1 TO 2	07370SW50	-250,000			
04/12/12		JOURNAL	AMBOY BK OLD BRDG N J C/D FDIC INS TO LIMITS 0.300 DUE 03/26/13 JOURNAL FROM TYPE 1 TO 2	023305EJ0	-250,000			
04/12/12		JOURNAL	STATE BK INDIA NEW YORK N Y C/D FDIC INS TO LIMITS 0.350 DUE 03/22/13 JOURNAL FROM TYPE 1 TO 2	856284092	250,000			

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THE SOLOMON FUND LP

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STATEMENT PERIOD March 31, 2012
 THROUGH April 30, 2012

ACCOUNT NUMBER [REDACTED]
 TAXPAYER NUMBER On File
 LAST STATEMENT

Transaction Detail (continued)

INVESTMENT ACTIVITY (Continued)

SETTLEMENT DATE	TRADE DATE	TRANSACTION	DESCRIPTION	SYMBOL/CUSIP	QUANTITY	PRICE	DEBIT AMOUNT	CREDIT AMOUNT
04/12/12		JOURNAL	SOVEREIGN BK FSB WYOMISSING PA C/D FDIC INS TO LIMITS 0.300 DUE 03/21/13 JOURNAL FROM TYPE 1 TO 2	84603MW77	250,000			
04/12/12		JOURNAL	BEAL BK USA LAS VEGAS NEV CD 0 C/D FDIC INS TO LIMITS 0.250 DUE 03/20/13 JOURNAL FROM TYPE 1 TO 2	07370SW50	250,000			
04/12/12		JOURNAL	AMBOY BK OLD BRDG N J C/D FDIC INS TO LIMITS 0.300 DUE 03/26/13 JOURNAL FROM TYPE 1 TO 2	023305EJ0	250,000			
04/16/12	04/11/12	SOLD	STATÉ BK INDIA NEW YORK N Y C/D FDIC INS TO LIMITS DUE 03/22/2013 00.350% AVG PRICE SHOWN-DETAILS ON REQ Merlin ticket charge on trade is the broker fee SELL	856284D92	-250,000	99.40000 ACCR. INT.	247,860.00 57.53	
04/16/12	04/11/12	SOLD	SOVEREIGN BK FSB WYOMISSING PA C/D FDIC INS TO LIMITS DUE 03/21/2013 00.300% AVG PRICE SHOWN-DETAILS ON REQ Merlin ticket charge on trade is the broker fee SELL	84603MW77	-250,000	99.55000 ACCR. INT.	248,235.00 53.42	
04/16/12	04/11/12	SOLD	BEAL BK USA LAS VEGAS NEV CD 0 C/D FDIC INS TO LIMITS DUE 03/20/2013 00.250% AVG PRICE SHOWN-DETAILS ON REQ Merlin ticket charge on trade is the broker fee SELL	07370SW50	-250,000	99.50000 ACCR. INT.	248,110.00 44.52	

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THE SOLOMON FUND LP

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STATEMENT PERIOD March 31, 2012
 THROUGH April 30, 2012

Transaction Detail (continued)

ACCOUNT NUMBER [REDACTED]
 TAXPAYER NUMBER On File
 LAST STATEMENT

INVESTMENT ACTIVITY (Continued)

SETTLEMENT DATE	TRADE DATE	TRANSACTION	DESCRIPTION	SYMBOL/CUSIP	QUANTITY	PRICE	DEBIT AMOUNT	CREDIT AMOUNT
04/16/12	04/11/12	SELL	AMBOY BK OLD BRDG N J C/D FDIC INS TO LIMITS DUE 03/26/2013 00.300% AVG PRICE SHOWN-DETAILS ON REQ Merlin ticket charge on trade is the broker fee SELL	023305EJC	-250,000	99.30000 ACCR. INT.		247,610.00 43.15
04/17/12	04/16/12	BOUGHT	UNITED STATES TREASURY NOTE DUE 09/15/2013 00.750% MS 15 AVG PRICE SHOWN-DETAILS ON REQ BUY BRK ALIAS:MERL YIELD 0.234 % TO MATURITY	912828NY2	290,000	100.72656 ACCR. INT.	292,253.08 195.04	
04/17/12	04/16/12	BOUGHT	UNITED STATES TREASURY NOTE DUE 03/31/2013 00.750% MS 30 AVG PRICE SHOWN-DETAILS ON REQ BUY BRK ALIAS:MERL YIELD 0.175 % TO MATURITY	912828QL7	290,000	100.54688 ACCR. INT.	291,731.73 101.02	
04/17/12	04/16/12	BOUGHT	UNITED STATES TREASURY NOTE DUE 04/30/2013 00.625% AD 30 AVG PRICE SHOWN-DETAILS ON REQ BUY BRK ALIAS:MERL YIELD 0.191 % TO MATURITY	912828QE3	290,000	100.44922 ACCR. INT.	291,448.38 841.52	

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THE SOLOMON FUND LP

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STATEMENT PERIOD March 31, 2012
THROUGH April 30, 2012

Transaction Detail (continued)

ACCOUNT NUMBER [REDACTED]
TAXPAYER NUMBER On File
LAST STATEMENT

INVESTMENT ACTIVITY (Continued)

SETTLEMENT DATE	TRADE DATE	TRANSACTION	DESCRIPTION	SYMBOL/CUSIP	QUANTITY	PRICE	DEBIT AMOUNT	CREDIT AMOUNT
04/17/12	04/16/12	BOUGHT	UNITED STATES TREASURY NOTE DUE 05/31/2013 00.500% MN 31 AVG PRICE SHOWN-DETAILS ON REQ BUY BRK ALIAS:MERL YIELD 0.210 % TO MATURITY	912828QZ6	290,000	100.32422 ACCR. INT.	291,085.70 550.68	
SECURITIES BOUGHT							\$-1,168,518.89	
SECURITIES SOLD								\$991,915.00
TOTAL INTEREST (DEBIT)							\$-1,688.28	
TOTAL INTEREST (CREDIT)								\$198.62

DIVIDENDS / INTEREST / OTHER INCOME

INTEREST

DATE	DESCRIPTION	SYMBOL/CUSIP	QUANTITY	RATE(%)	DEBIT AMOUNT	CREDIT AMOUNT
04/23/12	INT DB 709-13747 03/21 - 04/20 @01.00000% BAL 849193 AVG 109573				94.35	
04/30/12	UNITED STATES TREASURY NOTE DUE 04/30/2013 0.625 INTEREST PAYMENT 04-30-12	912828QE3		0.6250		906.25
TOTAL INTEREST (DEBIT)					\$-94.35	
TOTAL INTEREST (CREDIT)						\$906.25

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THE SOLOMON FUND LP

STATEMENT PERIOD March 31, 2012
 THROUGH April 30, 2012

ACCOUNT NUMBER [REDACTED]
 TAXPAYER NUMBER On File
 LAST STATEMENT

Transaction Detail (continued)

MISCELLANEOUS

DATE	TRANSACTION	DESCRIPTION	DEBIT AMOUNT	CREDIT AMOUNT
04/17/12	JOURNAL	JOURNAL FROM TYPE 1 TO 2	180,000.00	
04/17/12	JOURNAL	JOURNAL FROM TYPE 1 TO 2		180,000.00
TOTAL TRANSFERS BETWEEN ACCOUNT TYPES			\$-180,000.00	\$180,000.00

FUNDS RECEIVED

DATE CLEARED	TRANSACTION DATE	DESCRIPTION	TRANSACTION TYPE	REFERENCE NUMBER	CREDIT AMOUNT
04/13/12	04/13/12	FNDS WIRED TO CHASE FROM [REDACTED]	FUNDS REC		180,000.00
TOTAL FUNDS RECEIVED					\$180,000.00

FUNDS PAID / DELIVERED

DATE CLEARED	TRANSACTION DATE	DESCRIPTION	TRANSACTION TYPE	REFERENCE NUMBER	DEBIT AMOUNT
04/17/12	04/17/12	MOA# [REDACTED] FNDS WIRED TO [REDACTED]	FND WIRED		853,000.00
TOTAL FUNDS PAID / DELIVERED					\$853,000.00

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Your messages



Important Information For Clients Holding Restricted Securities:

Restricted Securities (typically noted as "Restricted" or "RSTD" in the security description) have not been registered under the Securities Act of 1933 and may not be "freely traded." Since restricted securities are subject to certain restrictions which may render them illiquid or less liquid than freely-tradeable shares, there can be no assurance a secondary market exists. While we typically use the value of the registered/unrestricted security of the same issuer and same class for statement (and other) reporting purposes, the price realizable in a sale of the securities may be less than the "Market Value" indicated and could be zero. No attempt has been made to independently value the specific security subject to its restriction. Additionally, inclusion of pricing of these holdings will result in the aggregated value of your portfolio as reflected on this report being overstated by an amount equal to the difference (if any) between the value of the freely-traded underlying security and the actual value of your restricted shares. For additional information on pricing, please see "Market Prices" on the back of your account statement.



You are advised to promptly report any inaccuracy or discrepancy in your account to your broker and J.P. Morgan Clearing Corp. ("JPMCC") at the telephone numbers listed on this statement. In order to protect your rights, including any rights under the Securities Investor Protection Act ("SIPA"), any such communications should be reconfirmed in writing to your broker and JPMCC at the addresses which appear on the front of this statement.



Important Notice for Account Holders who Trade Options:

Effective June 1, 2012, NASDAQ OMX PHLX option regulatory fee will increase from \$0.004 to \$0.0045. Please contact your financial advisor with any questions regarding this fee.



Important Information Regarding Auction Rate Securities (ARS). ARS are debt or preferred securities with an interest or dividend rate reset periodically in an auction. Although there may be daily, weekly and monthly resets, there is no guarantee that there will be liquidity. If there are not enough bids at an auction to redeem the securities available for sale, the result may be a failed auction. In the event of a failed auction, there is no assurance that a secondary market will develop or that the security will trade at par or any other price reflected on statements. Accordingly, investors should not rely on pricing information appearing in their statements with respect to ARS. Where J.P. Morgan Clearing Corp. was unable to obtain a price from an outside service for a particular ARS, the price column on your statement will indicate "unpriced."

THE SOLOMON FUND LP

STATEMENT PERIOD March 31, 2012
THROUGH April 30, 2012

ACCOUNT NUMBER [REDACTED]
TAXPAYER NUMBER On File
LAST STATEMENT

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THE SOLOMON FUND LP
 545 E JOHN CARPENTER FRWY
 SUITE 300
 IRVING TX 75062-3964

Month End Closing Method: FIFO

THE SOLOMON FUND LP

STATEMENT PERIOD May 1, 2012
 THROUGH May 31, 2012

ACCOUNT NUMBER [REDACTED]
 TAXPAYER NUMBER On File
 LAST STATEMENT April 30, 2012

Your Portfolio at a Glance

TOTAL VALUE OF SECURITIES THIS PERIOD	1,165,278
NET DEBIT BALANCE	-1,033,466
NET EQUITY THIS PERIOD	\$131,812
NET EQUITY LAST STATEMENT	317,310
CHANGE SINCE LAST STATEMENT	-185,498

Market Value of Your Portfolio

Cash & Money Mkt Fed	\$1,033,466
	-184,352
Fixed Income	\$1,165,278
	\$1,165,692

Current market value
 Last statement's market value
 Short market value

MEMBER FINRA SIPC
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 This statement should be retained for your records. See reverse side for important information.

GUIDE TO YOUR STATEMENT

PLEASE CONTACT YOUR FINANCIAL ADVISOR

Your Portfolio Allocation: Reflects the percentage of your investment in various asset classes over the period of the report to your last statement...

Market Value of Your Portfolio: A graph reflecting the change in the market value of your investment over the period of the report to your last statement...

Cash Flow Analysis: Shows your deposits and deposits withdrawals during the reporting period. Flow Analysis: Reflects the change in net assets over the reporting period...

Income Summary: Reflects the total dividend, interest and other income amounts for the statement period and your total net investment return over the reporting period...

Distribution Summary: Reflects the total amount of distributions received during the reporting period and your total net investment return over the reporting period...

Reinvestment Plan: Reflects the distribution reinvestment plan selected for the reporting period and your total net investment return over the reporting period...

Your Portfolio Allocation: A graph showing your asset allocation over the reporting period and your total net investment return over the reporting period...

Portfolio Value: Reflects a summary of cash and money market funds, bonds, mutual funds, and fixed income for the reporting period...

Bonds with 60+ Day Maturity: Reflects bonds that will mature or be redeemed within 60 days of the reporting period...

Your Portfolio Holdings: Reflects cash and money market funds and other securities in your account. Accrued interest represents interest earned but not yet paid or received on fixed income securities...

Estimated Yield ("EY") and Estimated Annual Income ("EAI"): Estimated annual income is calculated by multiplying either the current coupon rate or an estimated annual dividend (generally calculated by averaging the most recent twelve last dividends) by the maturity of the security base...

Market Prices: The market value of your holdings as of the last business day of the reporting period. Market prices are obtained from multiple sources, including JP Morgan, Reuters, and other financial data providers...

Financial information may be based on data provided with the last business day of the reporting period. All data is provided as of the last business day of the reporting period. All data is provided as of the last business day of the reporting period...

PLEASE CONTACT YOUR FINANCIAL ADVISOR. Financial information may be based on data provided with the last business day of the reporting period. All data is provided as of the last business day of the reporting period...

Third Party Information: Information obtained from multiple third party sources including, but not limited to, clearing information data providers, financial data providers, and other third party sources...

Transaction Detail: Reflects the activity in your account over the reporting period. Transaction detail is provided for all transactions over the reporting period...

Trades Executed But Not Yet Settled: This section will reflect any trades that have been executed but not yet settled as of the reporting period. Trades executed but not yet settled are those trades that have been executed but not yet settled as of the reporting period...

IMPORTANT NOTES: PLEASE CONTACT YOUR FINANCIAL ADVISOR. Financial information may be based on data provided with the last business day of the reporting period. All data is provided as of the last business day of the reporting period...

Method of Computing Interest on Debt Balances: Interest on debt balances is calculated based on the average daily balance method. Interest on debt balances is calculated based on the average daily balance method...

Customer face sheet contains information that may be used in the firm's current and future business. Financial information may be based on data provided with the last business day of the reporting period. All data is provided as of the last business day of the reporting period...

PLEASE CONTACT YOUR FINANCIAL ADVISOR. Financial information may be based on data provided with the last business day of the reporting period. All data is provided as of the last business day of the reporting period...

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THE SOLOMON FUND LP

PLEASE CONTACT YOUR FINANCIAL ADVISOR. Financial information may be based on data provided with the last business day of the reporting period. All data is provided as of the last business day of the reporting period...

Account protection applies when a SIPC member firm fails financially and is unable to meet its obligations to its securities customers. SIPC does not apply to investments from the sale or fall in the market value of investments or to SIPC eligible assets such as futures, options on futures, foreign exchange investments, or any investments or contracts that are not registered as securities of deposit account balances...

PLEASE CONTACT YOUR FINANCIAL ADVISOR. Financial information may be based on data provided with the last business day of the reporting period. All data is provided as of the last business day of the reporting period...

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MERLIN SECURITIES

OFFICE SERVICING YOUR ACCOUNT
101 California Street
Suite 3050
San Francisco, CA 94111
Tel: (415) 848-4050
Fax: (415) 848-4007

THE SOLOMON FUND LP

3 of 7

STATEMENT PERIOD May 1, 2012
THROUGH May 31, 2012

Portfolio Value

	THIS PERIOD	LAST PERIOD
Assets		
Fixed Income	1,165,278.00	1,165,692.00
<i>Subtotal (Long Portfolio)</i>	1,165,278.00	1,165,692.00
Est. Long Accrued Interest	971.00	1,052.00
Total Assets	\$1,166,249.00	\$1,166,744.00
Liabilities		
Margin Loan/Debit Balance	-1,033,466.02	-848,381.63
Total Liabilities	\$-1,033,466.02	\$-848,381.63
NET PORTFOLIO VALUE	\$132,782.98	\$318,362.37

Cash Flow Analysis

	THIS PERIOD	THIS YEAR
Opening Cash/Sweep Prog.	\$-848,381.63	\$0.00
Securities Sold		
	0.00	991,815.00
Div/Int/Other Inc (Credit)	725.00	1,829.87
Funds Received	0.00	180,000.00
Amount Credited	\$725.00	\$1,173,644.87
Securities Bought		
	0.00	-1,166,518.89
Div/Int/Other Inc (Debit)	-809.39	-2,592.00
Funds Paid/Delivered	-185,000.00	-1,038,000.00
Amount Debited	\$-185,809.39	\$-2,207,110.89
Net Cash/Sweep Prog. Act.	-185,084.39	-1,033,466.02
Closing Cash/Sweep Prog.	\$-1,033,466.02	\$-1,033,466.02

ACCOUNT NUMBER [REDACTED]
TAXPAYER NUMBER On File
LAST STATEMENT April 30, 2012

Income Summary

	THIS PERIOD	YEAR TO DATE
U.S. Govt. Bond Int.	725.00	1,631.25
Corp. Bond Int.	0.00	198.62
Total	\$725.00	\$1,829.87
Bond Purchase Int.	0.00	-1,688.26
Margin Int. Paid	-809.39	-903.74

Your Portfolio Allocation



Unshaded portions denote debit balance and/or short market values. The allocation percentage is derived from the absolute market value of your portfolio.

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Fax: (415) 848-4067

THE SOLOMON FUND LP

4 of 7

STATEMENT PERIOD May 1, 2012
THROUGH May 31, 2012

ACCOUNT NUMBER ██████████
TAXPAYER NUMBER On File
LAST STATEMENT April 30, 2012

Your Portfolio Holdings

CASH & MONEY MARKET FUNDS

DESCRIPTION	TYPE	SYMBOL/CUSIP	QUANTITY	PRICE	MARKET VALUE
CASH BALANCE	MRGN				-1,033.466
TOTAL CASH & MONEY MARKET FUNDS					\$-1,033,466

FIXED INCOME

Government & Agency Obligations

DESCRIPTION	SYMBOL/CUSIP	ACCT TYPE	QUANTITY	PRICE	MARKET VALUE	ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
UNITED STATES TREASURY NOTE DATED DATE 03/24/11 BOOK ENTRY ONLY DUE 03/31/2013 .750% MS 30 RATING: MOODY AAA S&P N/A	912828QL7	MRGN	290,000	100.4688	291,359	363	2,175	0.7465
UNITED STATES TREASURY NOTE DATED DATE 04/21/11 BOOK ENTRY ONLY DUE 04/30/2013 .625% A0 30 RATING: MOODY AAA S&P N/A	912828QE3	MRGN	290,000	100.3848	291,116	153	1,813	0.6228
UNITED STATES TREASURY NOTE DATED DATE 05/19/11 BOOK ENTRY ONLY DUE 05/31/2013 .500% MN 31 RATING: MOODY AAA S&P N/A	912828QE6	MRGN	290,000	100.3066	290,889		1,450	0.4985

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APP079

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 Fax: (415) 848-4057

THE SOLOMDN FUND LP

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STATEMENT PERIOD May 1, 2012
 THROUGH May 31, 2012

Your Portfolio Holdings (continued)

ACCOUNT NUMBER [REDACTED]
 TAXPAYER NUMBER On File
 LAST STATEMENT April 30, 2012

Government & Agency Obligations (Continued)

DESCRIPTION	SYMBOL/CUSIP	ACCT TYPE	QUANTITY	PRICE	MARKET VALUE	ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
UNITED STATES TREASURY NOTE DATED DATE 09/02/10 BOOK ENTRY ONLY DUE 09/15/2013 .750% MS 15 RATING: MOODY AAA S&P N/A	912828NY2	MRGN	290,000	100.6602	291,914	455	2.175	0.7451
Total Government & Agency Obligations			1,160,000		\$1,165,278	\$971	\$7,613	
TOTAL FIXED INCOME			1,160,000		\$1,165,278	\$971	\$7,613	

YOUR PORTFOLIO HOLDINGS ACCRUED INTEREST	\$971
YOUR PORTFOLIO HOLDINGS ESTIMATED ANNUAL INCOME	\$7,613
YOUR PRICED PORTFOLIO HOLDINGS	\$131,812

Transaction Detail

DIVIDENDS / INTEREST / OTHER INCOME

INTEREST

DATE	DESCRIPTION	SYMBOL/CUSIP	QUANTITY	RATE(%)	DEBIT AMOUNT	CREDIT AMOUNT
05/21/12	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	809.39

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101 California Street
Suite 3050
San Francisco, CA 94111
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Fax: (415) 848-4067

THE SOLOMON FUND LP

6 of 7

STATEMENT PERIOD May 1, 2012
THROUGH May 31, 2012

Transaction Detail (continued)

ACCOUNT NUMBER [REDACTED]
TAXPAYER NUMBER On File
LAST STATEMENT April 30, 2012

DIVIDENDS / INTEREST / OTHER INCOME (Continued)

INTEREST (Continued)

DATE	DESCRIPTION	SYMBOL/CUSIP	QUANTITY	RATE(%)	DEBIT AMOUNT	CREDIT AMOUNT
05/31/12	UNITED STATES TREASURY NOTE DUE 05/31/2013 0.500 INTEREST PAYMENT 05-31-12	912828QZ6		0.5000		725.00
TOTAL INTEREST (DEBIT)					\$-809.39	
TOTAL INTEREST (CREDIT)						\$725.00

FUNDS PAID / DELIVERED

DATE CLEARED	TRANSACTION DATE	DESCRIPTION	TRANSACTION TYPE	REFERENCE NUMBER	DEBIT AMOUNT
05/02/12	05/02/12	MDA# CB433331 FNDS WIRED TO [REDACTED]	FND WIRED		185,000.00
TOTAL FUNDS PAID / DELIVERED					\$185,000.00

Case 3:13-cv-00739-L Document 11-2 Filed 05/10/13 Page 17 of 18 PageID 112

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San Francisco, CA 94111
Tel: (415) 848-4050
Fax: (415) 848-4087

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Your messages



Important Information For Clients Holding Restricted Securities:

Restricted Securities (typically noted as "Restricted" or "RSTD" in the security description) have not been registered under the Securities Act of 1933 and may not be "freely traded." Since restricted securities are subject to certain restrictions which may render them illiquid or less liquid than freely-tradeable shares, there can be no assurance a secondary market exists. While we typically use the value of the registered/unrestricted security of the same issuer and same class for statement (and other) reporting purposes, the price realizable in a sale of the securities may be less than the "Market Value" indicated and could be zero. No attempt has been made to independently value the specific security subject to its restriction. Additionally, inclusion of pricing of these holdings will result in the aggregated value of your portfolio as reflected on this report being overstated by an amount equal to the difference (if any) between the value of the freely-traded underlying security and the actual value of your restricted shares. For additional information on pricing, please see "Market Prices" on the back of your account statement.



You are advised to promptly report any inaccuracy or discrepancy in your account to your broker and J.P. Morgan Clearing Corp. ("JPMCC") at the telephone numbers listed on this statement. In order to protect your rights, including any rights under the Securities Investor Protection Act ("SIPA"), any such communications should be reconfirmed in writing to your broker and JPMCC at the addresses which appear on the front of this statement.



Important Notice for Account Holders who Trade Options

Effective June 1, 2012, NASDAQ OMX PHLX option regulatory fee will increase from \$0.004 to \$0.0045. Please contact your financial advisor with any questions regarding this fee.



Important Information Regarding Auction Rate Securities (ARS). ARS are debt or preferred securities with an interest or dividend rate reset periodically in an auction. Although there may be daily, weekly and monthly resets, there is no guarantee that there will be liquidity. If there are not enough bids at an auction to redeem the securities available for sale, the result may be a failed auction. In the event of a failed auction, there is no assurance that a secondary market will develop or that the security will trade at par or any other price reflected on statements. Accordingly, investors should not rely on pricing information appearing in their statements with respect to ARS. Where J.P. Morgan Clearing Corp. was unable to obtain a price from an outside service for a particular ARS, the price column on your statement will indicate "unpriced."

THE SOLOMON FUND LP

STATEMENT PERIOD	May 1, 2012
THROUGH	May 31, 2012
ACCOUNT NUMBER	██████████
TAXPAYER NUMBER	On File
LAST STATEMENT	April 30, 2012

Case 3:13-cv-00739-L Document 11-2 Filed 05/10/13 Page 18 of 18 PageID 113

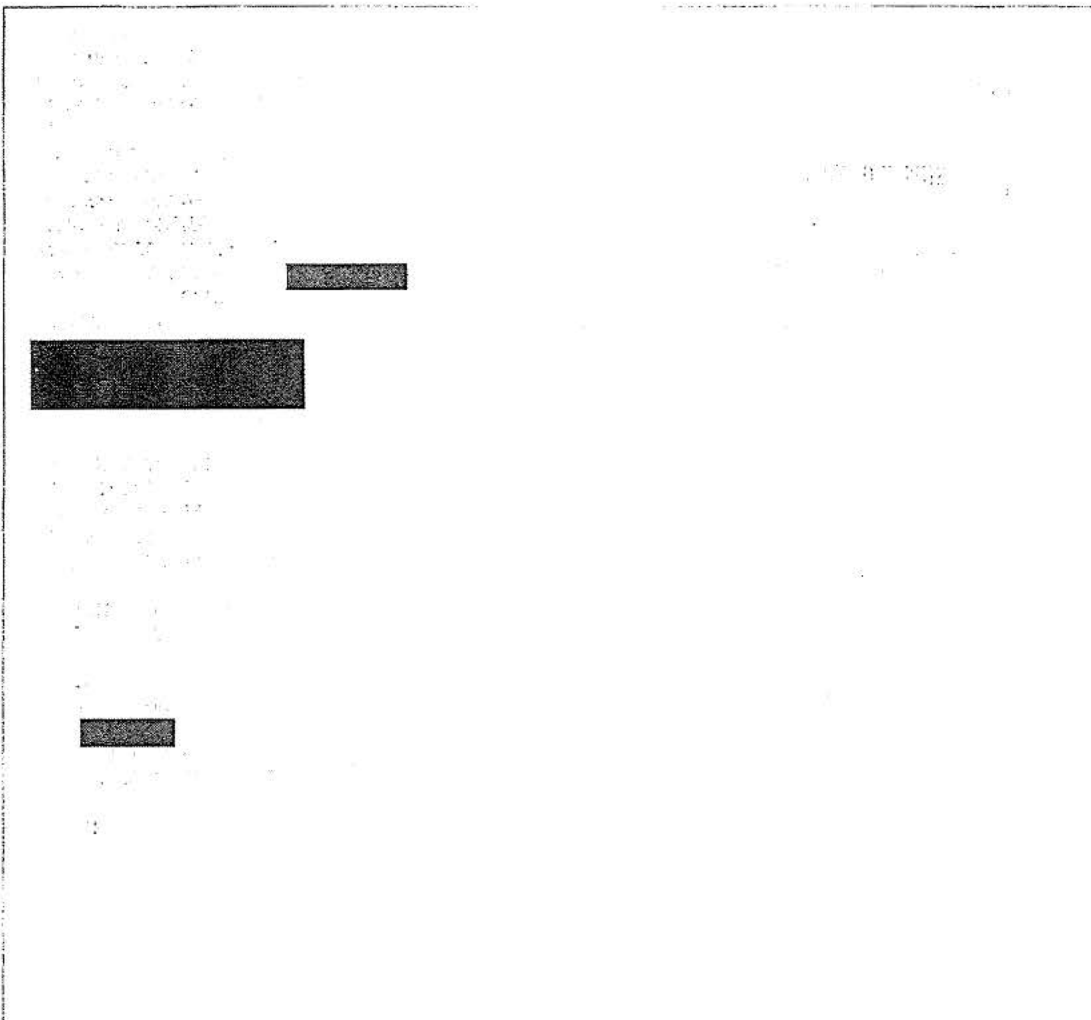


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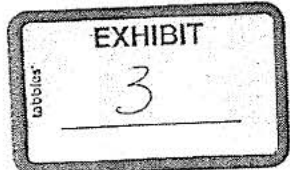
PAYMENT ORDER ORDRE DE PAIEMENT

REFERENCE	REFERENCE
DATE	



Please verify the payment details above with the recipient of the payment. The recipient of the payment is responsible for the accuracy of the information provided. The bank does not warrant the accuracy of the information provided. The bank is not responsible for any loss or damage resulting from the use of the information provided. The bank is not responsible for any loss or damage resulting from the use of the information provided.

UNION BANCAIRE DU CANADA (BANK OF MONTREAL) - 1000 AVENUE DE LA MONTELEONE, TORONTO, ONTARIO M5V 1A5
UNION BANCAIRE DU CANADA (BANK OF MONTREAL) - 1000 AVENUE DE LA MONTELEONE, TORONTO, ONTARIO M5V 1A5



DT000839



Bank of America

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PAGE 1 OF 1
BANK OF AMERICA, N.A.
WIRE TRANSFER ADVICE
1 FLEET WAY PA6-580-04-05
SCRANTON, PA 18507

0000 000 532 029708 W001 A0 0.374
THE SOLOMON FUND LP
545 E JOHN CARPENTER FWY STE 300
IRVING TX 75062-3964

DATE: 05/02/12
DIRECT INQUIRIES TO:
800.729.9673 OPTION 2
ACCOUNT: [REDACTED]

THE FOLLOWING WIRE WAS CREDITED TODAY:

USD AMOUNT \$39,985.00

TRANSACTION REF: 2012050200167268
SENDER'S REF: 2856883
ORIGINATOR: [REDACTED]
ORIGINATOR'S BANK: CANADIAN IMPERIAL BANK OF COMMERCE
INSTRUCTING BANK: CANADIAN IMPERIAL BANK OF COMMERCE
SENDING BANK: CANADIAN IMPERIAL BANK OF COMMERCE
BENEFICIARY: THE SOLOMON FUND L P
SERVICE REF: 014956
ID: [REDACTED]
ID: CIBCCATT
ID: CIBCCATT
ID: [REDACTED]
ID: [REDACTED]
PAYMENT DETAIL: FEES: \$15.00 DEDUCTED FROM PAYMENT. BANK OFFICER STACY SCHLEBACH BANK
TELEPHONE 469 272 5306

THE FOLLOWING WIRE WAS CREDITED TODAY:

USD AMOUNT \$175,000.00

TRANSACTION REF: 2012050200226561
SENDER'S REF: 2855462
ORIGINATOR: [REDACTED]
ORIGINATOR'S BANK: CANADIAN IMPERIAL BANK OF COMMERCE
INSTRUCTING BANK: CANADIAN IMPERIAL BANK OF COMMERCE
SENDING BANK: CANADIAN IMPERIAL BANK OF COMMERCE
BENEFICIARY: THE SOLOMON FUND L.P.
SERVICE REF: 019167
ID: [REDACTED]
ID: CIBCCATT
ID: CIBCCATT
ID: [REDACTED]
ID: [REDACTED]
PAYMENT DETAIL: SHORT TERM INVESTMENT

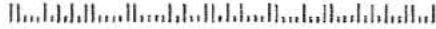
[REDACTED]

DT000738



Bank of America, N.A.
 P.O. Box 25118
 Tampa, FL 33622-5118

Page 1 of 4
 Statement Period
 10/01/11 through 10/31/11
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 Enclosure 0
 Account Number [REDACTED] 9729



01099 001 SCH999 0

THE SOLOMON FUND LP
 545 E JOHN CARPENTER FWY STE 300
 IRVING TX 75062-3964

Our Online Banking service allows you to check balances, track account activity and more.
 With Online Banking you can also view up to 18 months of this statement online.
 Enroll at www.bankofamerica.com/smallbusiness.

Customer Service Information
www.bankofamerica.com

For additional information or service, you may call:
 1.888.BUSINESS (1.888.287.4637)

Or you may write to:
 Bank of America, N.A.
 P.O. Box 25118
 Tampa, FL 33622-5118

Deposit Accounts

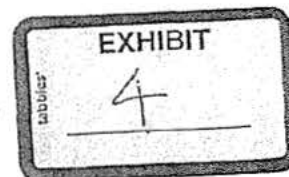
Business Economy Checking

THE SOLOMON FUND LP

Your Account at a Glance

Account Number	[REDACTED]	Statement Beginning Balance	\$315.00
Statement Period	10/01/11 through 10/31/11	Amount of Deposits/Credits	\$420,000.00
Number of Deposits/Credits	1	Amount of Withdrawals/Debits	\$0.00
Number of Withdrawals/Debits	0	Statement Ending Balance	\$420,315.00
Number of Deposited Items	0	Average Ledger Balance	\$95,153.70
Number of Days in Cycle	31	Service Charge	\$0.00

Remember, by using your Bank of America Small Business Check Card, Bank of America provides you with another way to avoid the monthly maintenance fee on your business checking account.



F-BOA-P-0000160

APP088

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THE SOLOMON FUND LP

Page 2 of 3
Statement Period
10/01/11 through 10/31/11
EO P PA 0A 44
Enclosures 0
Account Number [REDACTED]

Deposits and Credits

Date Posted	Amount (\$)	Description	Bank Reference
10/25	420,000.00	TX Tlr transfer Banking Ctr Matlock Confirmation# 6157709407	#0000403 TX [REDACTED]

Daily Ledger Balances

Date	Balance (\$)	Date	Balance (\$)
10/01	315.00	10/25	420,315.00

F-BOA-P-0000161

APP089



H

Page 3 of 3

0054324

How To Balance Your Bank of America Account

FIRST, start with your Account Register/Checkbook

1. List your Account Register/Checkbook Balance here _____ \$ _____
2. Subtract any service charges or other deductions not previously recorded that are listed on this statement _____ \$ _____
3. Add any credits not previously recorded that are listed on this statement (for example interest) _____ \$ _____
4. This is your NEW ACCOUNT REGISTER BALANCE _____ \$ _____

NOW, with your Account Statement:

1. List your Statement Ending Balance here _____ \$ _____
2. Add any deposits not shown on this statement _____ \$ _____

SUBTOTAL _____ \$ _____

3. List and total all outstanding checks, ATM, Check Card and other electronic withdrawals

Checks, ATM, Check Card, Electronic Withdrawals		Checks, ATM, Check Card, Electronic Withdrawals		Checks, ATM, Check Card, Electronic Withdrawals	
Date/Check #	Amount	Date/Check #	Amount	Date/Check #	Amount

4. TOTAL OF OUTSTANDING CHECKS, ATM, Check Card and other electronic withdrawals _____ \$ _____
5. Subtract total outstanding checks, ATM, Check Card and other electronic withdrawals from Subtotal
This Balance should match your new Account Register Balance _____ \$ _____

Upon receipt of your statement, differences, if any, should be reported to the bank promptly in writing and in accordance with provisions in your deposit agreement.

IMPORTANT INFORMATION FOR BANK DEPOSIT ACCOUNTS

Change of Address. Please call us at the telephone number listed on the front of this statement to tell us about a change of address.

Deposit Agreement. When you opened your account, you received a deposit agreement and fee schedule and agreed that your account would be governed by the terms of these documents, as we may amend them from time to time. Those documents are part of the contract for your deposit account and govern all transactions relating to your account, including all deposits and withdrawals. Copies of both the deposit agreement and fee schedule, which contain the current version of the terms and conditions of your account relationship, may be obtained at our banking centers.

Electronic Transfers: In case of errors or questions about your electronic transfers if you think your statement or receipt is wrong or if you need more information about an electronic transfer (e.g., ATM transactions, direct deposits or withdrawals, point-of-sale transactions) on the statement or receipt, telephone or write us at the address and number listed on the front of this statement as soon as you can. We must hear from you no later than 60 days after we sent you the FIRST statement on which the error or problem appeared.

- * Tell us your name and account number.
- * Describe the error or the transfer you are unsure about, and explain as clearly as you can why you believe there is an error or why you need more information.
- * Tell us the dollar amount of the suspected error.

For consumer accounts used primarily for personal, family or household purposes, we will investigate your complaint and will correct any error promptly. If we take more than 10 business days (10 calendar days if you are a Massachusetts customer) (20 business days if you are a new customer, for electronic transfers occurring during the first 30 days after the first deposit is made to your account) to do this, we will recredit your account for the amount you think is in error, so that you will have use of the money during the time it takes us to complete our investigation.

For other accounts, we investigate, and if we find we have made an error, we credit your account at the conclusion of our investigation.

Reporting Other Problems. You must examine your statement carefully and promptly. You are in the best position to discover errors and unauthorized transactions on your account. If you fail to notify us in writing of suspected problems or unauthorized transactions within the time periods specified in the deposit agreement (which periods are no more than 60 days after we make the statement available to you and in some cases are 30 days or less), we are not liable to you for, and you agree not to make a claim against us for the problems or unauthorized transactions.

Direct Deposits. If you have arranged to have direct deposits made to your account at least once every 60 days from the same person or company, you may call us at the telephone number listed on the front of this statement to find out if the deposit was made as scheduled.

Bank of America, N.A. Member FDIC and



Equal Housing Lender

PROCESS DATE:10/25/11
24.907
PROCESS THRU:10/25/11

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NME ELECTRONIC TRANSACTION REPORT

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BANK OF AMERICA, NA
PROPRIETARY

CHANNEL:MTL

TXN DATE	TIME	TIME ZONE	A/P IND	CONFIRM #	TXN AMOUNT	DR CR	EFF DATE	TXN CODE	TYPE	ACCOUNT #	ENTITY	REFERENCE
10/25/11	14:11:35	PT	A	6157709407	420,000.00	DR	10/25/11	3021	BUS	[REDACTED]	NTX	957710257521977
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2012-05-09 14:35:42

Page 1

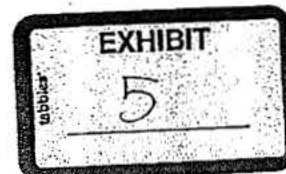
Message :

type : SWI.103 msg_fmt 194225826
 network : SWIFT
 direction : outgoing
 sender : Crèdit Andorra
 receiver : WELLS FARGO BANK, N.A.
 rtsstamp : 09-MAY-2012 12:07:42
 status : sent & ack
 send date planned : 09-MAY-2012
 send condition 1 :
 send condition 2 :
 send condition 3 :
 internal id :
 external ref nr :
 settlement order : 163553185

SHIFT.MT103

genm
 Transaction Reference Number
 Bank Operation Code
 Value Date, Currency Code, Amount
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 amt
 Currency/Instructed Amount
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 Ordering Customer
 acc
 addr
 Account with Institution
 bic
 Beneficiary Customer
 acc
 addr
 Details of Payment
 Details of Charges

163553185/10000X
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 MANAGEMENT GROUP
 PASSPORT NUMBER
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APP092

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THE SOLOMON FUND LP

Page 2 of 3
 Statement Period
 02/01/13 through 02/28/13
 EOI: PA 0A 41
 Enclosures 0
 Account Number [REDACTED] 0726

Deposits and Credits

Date Posted	Amount (\$)	Description	Bank Reference
[REDACTED]	[REDACTED]	[REDACTED]	903702020220104
[REDACTED]	[REDACTED]	[REDACTED]	903702090186162

Withdrawals and Debits

Other Debits

Date Posted	Amount (\$)	Description	Bank Reference
02/01	20,000.00	Transfer The Solomon Fund Lp:Dfw New Beignnings Confirmation# 0613440294	957202017538064
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
02/07	280,000.00	Wire Type:Wire Out Date:120207 Time:1137 Et Trn:2012020700144005 Service Ref:004006 Bnf:Dfw New Beignnings ID:01119478 Bnf Bk:Pointb. Nk ID:111906006 Pmt Dst:72777262	903702070144005
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

Daily Ledger Balances

Date	Balance (\$)	Date	Balance (\$)	Date	Balance (\$)
02/01	2,254.55	02/09	34,511.55	02/21	27,276.55
02/02	282,232.55	02/15	30,466.55	02/28	26,706.29
02/07	2,023.55	02/23	27,286.55	02/29	24,706.29

OT000S13



Bank of America

HH

Page 3 of 3

How To Balance Your Bank of America Account

FIRST, start with your Account Register/Checkbook:

- 1. List your Account Register/Checkbook Balance here _____ \$ _____
- 2. Subtract any service charges or other deductions not previously recorded that are listed on this statement _____ \$ _____
- 3. Add any credits not previously recorded that are listed on this statement (for example Interest) _____ \$ _____
- 4. This is your NEW ACCOUNT REGISTER BALANCE _____ \$ _____

NOW, with your Account Statement:

- 1. List your Statement Ending Balance here _____ \$ _____
- 2. Add any deposits not shown on this statement _____ \$ _____

SUBTOTAL _____ \$ _____

3. List and total all outstanding checks, ATM, Check Card and other electronic withdrawals

Checks, ATM, Check Card, Electronic Withdrawals		Checks, ATM, Check Card, Electronic Withdrawals		Checks, ATM, Check Card, Electronic Withdrawals	
Date/Check #	Amount	Date/Check #	Amount	Date/Check #	Amount

- 4. TOTAL OF OUTSTANDING CHECKS, ATM, Check Card and other electronic withdrawals _____ \$ _____
- 5. Subtract total outstanding checks, ATM, Check Card and other electronic withdrawals from Subtotal
This Balance should match your new Account Register Balance _____ \$ _____

Upon receipt of your statement, differences, if any, should be reported to the bank promptly in writing and in accordance with provisions in your deposit agreement.

IMPORTANT INFORMATION FOR BANK DEPOSIT ACCOUNTS

Change of Address. Please call us at the telephone number listed on the front of this statement to tell us about a change of address.

Deposit Agreement. When you opened your account you received a deposit agreement and fee schedule and agreed that your account would be governed by the terms of these documents, as we may amend them from time to time. These documents are part of the contract for your deposit account and govern all transactions relating to your account, including all deposits and withdrawals. Copies of both the deposit agreement and fee schedule, which contain the current version of the terms and conditions of your account relationship, may be obtained at our banking centers.

Electronic Transfers: In case of errors or questions about your electronic transfers if you think your statement or receipt is wrong or if you need more information about an electronic transfer (e.g., ATM transactions, direct deposits or withdrawals, point-of-sale transactions) on the statement or receipt, telephone or write us at the address and number listed on the front of this statement as soon as you can. We must hear from you no later than 60 days after we send you the FIRST statement on which the error or problem appeared.

- Tell us your name and account number.
- Describe the error or the transfer you are unsure about, and explain as clearly as you can why you believe there is an error or why you need more information.
- Tell us the dollar amount of the suspected error.

For consumer accounts used primarily for personal, family or household purposes, we will investigate your complaint and will correct any error promptly. If we take more than 10 business days (10 calendar days if you are a Massachusetts customer) (20 business days if you are a new customer, for electronic transfers occurring during the first 30 days after the first deposit is made to your account) to do this, we will credit your account for the amount you think is in error, so that you will have use of the money during the time it takes us to complete our investigation.

For other accounts, we investigate, and if we find we have made an error, we credit your account at the conclusion of our investigation. **Reporting Other Problems.** You must examine your statement carefully and promptly. You are in the best position to discover errors and unauthorized transactions on your account. If you fail to notify us in writing of suspected problems or unauthorized transactions within the time periods specified in the deposit agreement (which periods are no more than 60 days after we make the statement available to you and in some cases are 30 days or less), we are not liable to you for, and you agree not to make a claim against us for the problems or unauthorized transactions.

Direct Deposits. If you have arranged to have direct deposits made to your account at least once every 60 days from the same person or company, you may call us at the telephone number listed on the front of this statement to find out if the deposit was made as scheduled.



Bank of America, N.A.
P.O. Box 25118
Tampa, FL 33622-5118

Page 1 of 4
Statement Period
02/01/12 through 02/29/12
En E PB EB 50 0147867

Account Number [REDACTED]



61099 E01 SCH999 0

DELSA ULRICA THOMAS SOLE PROP
DBA THE D. CHRISTOPHER GROUP
OPERATING ACCOUNT
13901 MIDWAY RD STE 102-364
DALLAS, TX 75244-4359

Our Online Banking service allows you to check balances, track account activity and more.
With Online Banking you can also view up to 18 months of this statement online.
Enroll at www.bankofamerica.com/smallbusiness.

Customer Service Information
www.bankofamerica.com

For additional information or service, you may call:
1.888.BUSINESS (1.888.287.4637)

Or you may write to:
Bank of America, N.A.
P.O. Box 25118
Tampa, FL 33622-5118

Deposit Accounts

Business Economy Checking

DELSA ULRICA THOMAS SOLE PROP DBA THE D. CHRISTOPHER GROUP
OPERATING ACCOUNT

Your Account at a Glance

Account Number	[REDACTED]	Statement Beginning Balance	\$38,224.86
Statement Period	02/01/12 through 02/29/12	Amount of Deposits/Credits	\$2,000.00
Number of Deposits/Credits	1	Amount of Withdrawals/Debits	\$37,315.46
Number of Withdrawals/Debits	14	Statement Ending Balance	\$2,909.40
Number of Deposited Items	0	Average Ledger Balance	\$1,622.19
Number of Days in Cycle	29	Service Charge	\$0.00

F-BOA-P-0000365

APP097

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DELSA ULRICA THOMAS SOLE PROP
 DBA TIE D. CHRISTOPHER GROUP
 OPERATING ACCOUNT

Page 2 of 4
 Statement Period
 02/01/12 through 02/29/12
 E9 E PB EB 59

Account Number. [REDACTED]

Deposits and Credits

Date Posted	Amount (\$)	Description	Bank Reference
[REDACTED]			

Check Number	Amount (\$)	Date Posted	Bank Reference	Check Number	Amount (\$)	Date Posted	Bank Reference
[REDACTED]							

Date Posted	Amount (\$)	Description	Bank Reference
02/02	30,000.00	Transfer Delsa Ulrica Thomas :Dfw New Beginnings Confirmation# 1420754917	957202027556052
[REDACTED]			

Daily Ledger Balances

Date	Balance (\$)	Date	Balance (\$)	Date	Balance (\$)
02/01	36,823.90	02/10	6,199.06	02/17	1,189.06
02/02	6,609.06	02/13	3,189.06	02/21	1,092.29
02/03	6,599.06	02/14	3,189.06	02/24	1,062.29
02/09	6,399.06	02/15	1,689.06	02/29	2,909.40

F-BOA-P-0000364



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Page 3 of 4

0147099

How To Balance Your Bank of America Account

FIRST, start with your Account Register/Checkbook

- 1. List your Account Register/Checkbook Balance here _____ \$ _____
- 2. Subtract any service charges or other deductions not previously recorded that are listed on this statement _____ \$ _____
- 3. Add any credits not previously recorded that are listed on this statement (for example interest) _____ \$ _____
- 4. This is your NEW ACCOUNT REGISTER BALANCE _____ \$ _____

NOW, with your Account Statement:

- 1. List your Statement Ending Balance here _____ \$ _____
- 2. Add any deposits not shown on this statement _____ \$ _____

SUBTOTAL _____ \$ _____

3. List and total all outstanding checks, ATM, Check Card and other electronic withdrawals

Checks, ATM, Check Card, Electronic Withdrawals		Checks, ATM, Check Card, Electronic Withdrawals		Checks, ATM, Check Card, Electronic Withdrawals	
Date/Check #	Amount	Date/Check #	Amount	Date/Check #	Amount

- 4. TOTAL OF OUTSTANDING CHECKS, ATM, Check Card and other electronic withdrawals _____ \$ _____
- 5. Subtract total outstanding checks, ATM, Check Card and other electronic withdrawals from Subtotal
This Balance should match your now Account Register Balance _____ \$ _____

Upon receipt of your statement, differences, if any, should be reported to the bank promptly in writing and in accordance with provisions in your deposit agreement.

IMPORTANT INFORMATION FOR BANK DEPOSIT ACCOUNTS

Change of Address. Please call us at the telephone number listed on the front of this statement to tell us about a change of address.

Deposit Agreement. When you opened your account, you received a deposit agreement and fee schedule and agreed that your account would be governed by the terms of these documents, as we may amend them from time to time. These documents are part of the contract for your deposit account and govern all transactions relating to your account, including all deposits and withdrawals. Copies of both the deposit agreement and fee schedule, which contain the current version of the terms and conditions of your account relationship, may be obtained at our banking centers.

Electronic Transfers: In case of errors or questions about your electronic transfers If you think your statement or receipt is wrong or if you need more information about an electronic transfer (e.g., ATM transactions, direct deposits or withdrawals, point-of-sale transactions) on the statement or receipt, telephone or write us at the address and number listed on the front of this statement as soon as you can. We must hear from you no later than 60 days after we sent you the FIRST statement on which the error or problem appeared.

- Tell us your name and account number.
- Describe the error or the transfer you are unsure about, and explain as clearly as you can why you believe there is an error or why you need more information.
- Tell us the dollar amount of the suspected error.

For consumer accounts used primarily for personal, family or household purposes, we will investigate your complaint and will correct any error promptly. If we take more than 10 business days (10 calendar days if you are a Massachusetts customer) (20 business days if you are a new customer, for electronic transfers occurring during the first 30 days after the first deposit is made to your account) to do this, we will recredit your account for the amount you think is in error, so that you will have use of the money during the time it takes us to complete our investigation.

For other accounts, we investigate, and if we find we have made an error, we credit your account at the conclusion of our investigation.

Reporting Other Problems. You must examine your statement carefully and promptly. You are in the best position to discover errors and unauthorized transactions on your account. If you fail to notify us in writing of suspected problems or unauthorized transactions within the time periods specified in the deposit agreement (which periods are no more than 60 days after we make the statement available to you and in some cases are 30 days or less), we are not liable to you for, and you agree not to make a claim against us for the problems or unauthorized transactions.

Direct Deposits. If you have arranged to have direct deposits made to your account at least once every 60 days from the same person or company, you may call us at the telephone number listed on the front of this statement to find out if the deposit was made as scheduled.

M.S. Howells & Co.

20555 N Pima Road
Suite 100
Scottsdale, AZ 85255
Phone: 480-563-2000

001283 XPADVD01

THE SOLOMON FUND LP
ATTN DELSA THOMAS
545 EAST JOHN CARPENTER FREEWAY
SUITE 300
IRVING TX 75062-3964

January 3, 2012

Account Number: [REDACTED]
Financial Institution Number: N09
M.S. HOWELLS & CO.



Federal Funds Wire Transfer

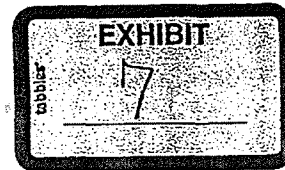
Based on your instruction, we have completed a federal funds wire transfer from your above-referenced account as follows:

Date: January 3, 2012
Amount: \$90,000.00
Sent to: BANK OF AMERICA, N.A

MS HOWELLS & CO provides this notice to you as added security in the event that either you did not authorize the transaction or details regarding the transfer are incorrect.

Please contact us at the above address or telephone number with any questions that you may have regarding this transaction.

001283 XPADVD01 001467



Clearing Through Printing LLC a subsidiary
of The Bank of New York Mellon Corporation
Printing LLC member FINRA, NYSE, SIPC

DT000739



From: Mary Howells [REDACTED]
Sent: Tuesday, January 3, 2012 10:37 PM
To: Delsa Thomas [REDACTED]
Cc: Prime Brokerage [REDACTED]
Subject: Wire Request - The Solomon Fund, LP

Pursuant to your faxed request, the following wire was sent today from The Solomon Fund, LP account, [REDACTED]

Wire Instructions

Amount: \$ 90,000.00
Account Type : Cash
Letter of Authorization on File: Yes
Release Date: 01/03/2012

Processing Bank Information

Processing Bank : BNYW - THE BANK OF NEW YORK MELLON

Bank Information

ABA #: 026009593
Bank Name: BANK OF AMERICA, N.A., NY
City and State: NEW YORK, NEW YORK

Branch Information (Optional)

Branch Name: BANK OF AMERICA
City and State: PHILADELPHIA, PENNSYLVANIA

Ultimate Beneficiary Information

Beneficiary Name: AMERICAN CAPITAL HOLDINGS, LLC

Fed Fund Reference #: B1Q8154C009348

If you have any questions regarding the above, please do not hesitate to call.

Mary Howells



M. S. Howells & Co.

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F-MSH-E-0000100

APP101

Bank of America, N.A.
 P.O. Box 25115
 Tampa, FL 33622-5115

Page 3 of 3
 Statement Period
 01/01/12 through 01/31/12
 PB P PA 03 35
 Enclosure 0
 Account Number [REDACTED]

01494 001 SCH999 0
 AMERICAN CAPITAL HOLDINGS, LLC
 1151 FREEPORT RD # 366
 PITTSBURGH, PA 15238-3103

Our Online Banking service allows you to check balances, track account activity and more.
 With Online Banking you can also view up to 18 months of this statement online.
 Enroll at www.bankofamerica.com/smallbusiness.

Customer Service Information
www.bankofamerica.com

For additional information or service, you may call:
 1.888.BUSINESS (1.888.287.4637)

Or you may write to:
 Bank of America, N.A.
 P.O. Box 25115
 Tampa, FL 33622-5115

Deposit Accounts

Business Advantage Checking
 AMERICAN CAPITAL HOLDINGS, LLC

Your Account at a Glance

Account Number	[REDACTED]	Statement Beginning Balance	\$57,385.34
Statement Period	01/01/12 through 01/31/12	Amount of Deposits/Credits	\$90,000.00
Number of Deposits/Credits	1	Amount of Withdrawals/Debits	\$120,537.02
Number of Withdrawals/Debits	57	Statement Ending Balance	\$26,848.32
Number of Deposited Items	0	Average Ledger Balance	\$60,513.16
Number of Days in Cycle	31	Service Charge	\$0.00

AMERICAN CAPITAL HOLDINGS, LLC

Page 2 of 5
 Statement Period
 01/01/12 through 01/31/12
 Ed P PA OA 55
 Enclosures 0
 Account Number [REDACTED]

Deposits and Credits

Date Posted	Amount (\$)	Description	Bank Reference
01/03	90,000.00	Wire Type:Wire IN Date: 120103 Time:1724 Et Trn:2012010300353134 Seq:Fts1201032764700/009348 Orig:The Solomon Fund Lp [REDACTED] Snd Bk:The Bank Of New York Mellon ID:021000018 Pmt Det:/Bnf [REDACTED]	903701030353134

Withdrawals and Debits

Other Debits

Date Posted	Amount (\$)	Description	Bank Reference
01/04	3,000.00	[REDACTED]	[REDACTED]
01/04	25.00	[REDACTED]	[REDACTED]
01/09	50,000.00	[REDACTED]	[REDACTED]
01/09	32,000.00	[REDACTED]	[REDACTED]
01/09	4,000.00	[REDACTED]	[REDACTED]
01/09	25.00	[REDACTED]	[REDACTED]
01/09	25.00	[REDACTED]	[REDACTED]
01/09	25.00	[REDACTED]	[REDACTED]
01/11	2,500.00	[REDACTED]	[REDACTED]
01/11	25.00	[REDACTED]	[REDACTED]
01/12	2,500.00	[REDACTED]	[REDACTED]
01/13	10.00	[REDACTED]	[REDACTED]
01/17	2,500.00	[REDACTED]	[REDACTED]
01/18	2,600.00	[REDACTED]	[REDACTED]
01/18	10.00	[REDACTED]	[REDACTED]

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AMERICAN CAPITAL HOLDINGS, LLC

Page 3 of 5
 Statement Period
 01/01/12 through 01/31/12
 ED P PA OA 55
 Enclosures 0
 Account Number [REDACTED]

Withdrawals and Debits - Continued
 Other Debits

Date Posted	Amount (\$)	Description	Bank Reference		
01/24	2,500.00				
01/24	800.00				
01/25	10.00				
01/25	10.00				
01/27	1,500.00				
01/27	1,500.00				
01/27	25.00				
01/30	10.00				
01/31	2,000.00				
Card Account #					
01/03	800.00				
01/03	631.20				
01/03	6.59				
01/06	1,784.60				
01/06	145.74				
01/09	603.00				
01/09	300.00				
01/09	10.00				
01/09	2.00				
01/10	600.00				
01/12	660.00				
01/12	286.50				
01/12	21.53				
01/13	255.50				
01/17	1,000.00				
01/17	500.00				
01/17	500.00				
01/17	500.00				
01/17	136.05				
01/17	47.07				
01/17	41.00				
01/17	36.28				
01/18	97.90				
01/23	660.00				
01/23	500.00				
01/24	700.00				
01/25	490.90				
01/25	10.00				
01/25	10.00				
01/26	700.00				
01/30	300.00				
01/30	233.46				
01/31	367.70				
Subtotal	12,937.02				

F-BOA-P-0000094

APP104

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AMERICAN CAPITAL HOLDINGS, LLC

Page 4 of 5
Statement Period
01/01/12 through 01/31/12
ED P PA 0A 56
Enclosures 0
Account Number [REDACTED]

Daily Ledger Balances

Date	Balance (\$)	Date	Balance (\$)	Date	Balance (\$)
01/01	57,385.34	01/11	50,877.21	01/24	34,015.38
01/03	145,947.55	01/12	47,409.18	01/25	33,484.48
01/04	142,922.55	01/13	47,143.68	01/26	32,784.48
01/06	140,992.21	01/17	41,883.28	01/27	29,759.48
01/09	54,002.21	01/18	39,175.38	01/30	29,216.02
01/10	53,402.21	01/23	38,015.38	01/31	26,848.32

F-BOA-P-0000095

APP105

How To Balance Your Bank of America Account

FIRST, start with your Account Register/Checkbook:

- 1. List your Account Register/Checkbook Balance here _____ \$ _____
- 2. Subtract any service charges or other deductions not previously recorded that are listed on this statement _____ \$ _____
- 3. Add any credits not previously recorded that are listed on this statement (for example interest) _____ \$ _____
- 4. This is your NEW ACCOUNT REGISTER BALANCE _____ \$ _____

NOW, with your Account Statement:

- 1. List your Statement Ending Balance here _____ \$ _____
- 2. Add any deposits not shown on this statement _____ \$ _____

SUBTOTAL _____ \$ _____

3. List and total all outstanding checks, ATM, Check Card and other electronic withdrawals

Checks, ATM, Check Card, Electronic Withdrawals		Checks, ATM, Check Card, Electronic Withdrawals		Checks, ATM, Check Card, Electronic Withdrawals	
Date/Check #	Amount	Date/Check #	Amount	Date/Check #	Amount

- 4. TOTAL OF OUTSTANDING CHECKS, ATM, Check Card and other electronic withdrawals _____ \$ _____
- 5. Subtract total outstanding checks, ATM, Check Card and other electronic withdrawals from Subtotal
This Balance should match your new Account Register Balance _____ \$ _____

Upon receipt of your statement, differences, if any, should be reported to the bank promptly in writing and in accordance with provisions in your deposit agreement.

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- * Tell us your name and account number.
- * Describe the error or the transfer you are unsure about, and explain as clearly as you can why you believe there is an error or why you need more information.
- * Tell us the dollar amount of the suspected error.

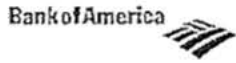
For consumer accounts used primarily for personal, family or household purposes, we will investigate your complaint and will correct any error promptly. If we take more than 10 business days (10 calendar days if you are a Massachusetts customer) (20 business days if you are a new customer, for electronic transfers occurring during the first 30 days after the first deposit is made to your account) to do this, we will recredit your account for the amount you think is in error, so that you will have use of the money during the time it takes us to complete our investigation.

For other accounts, we investigate, and if we find we have made an error, we credit your account at the conclusion of our investigation.

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Direct Deposits. If you have arranged to have direct deposits made to your account at least once every 60 days from the same person or company, you may call us at the telephone number listed on the front of this statement to find out if the deposit was made as scheduled.

Bank of America, N.A. Member FDIC and  Equal Housing Lender



Capture Date: 04/26/2012 Sequence #: 5892278827

THE D. CHRISTOPHER GROUP 1055
 13301 MIDWAY RD., STE. 102-364
 DALLAS, TX 75224

DATE April 19, 2012 12-2/1110 TX 419

PAY TO THE ORDER OF [REDACTED] \$ 62,500.00

Sixty-two thousand Five hundred DOLLARS

Bank of America

ACH RT 11020025

FOR Investment repayment (50%) [REDACTED]

⑆001055⑆ ⑆111000025⑆ [REDACTED]

ED

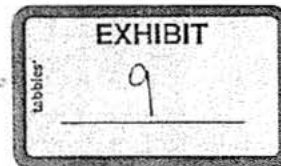
1104 0

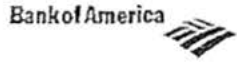
[REDACTED]

Electronic Endorsements
 Date Sequence
 04/26/2012 005892278827
 04/26/2012 5430028540000
 04/26/2012 05430028540000
 No Payee Endorsements Found



Name
 BANK OF AMERICA, NA
 COMERICA BANK
 COMERICA BANK





Capture Date: 04/23/2012 Sequence #: 8992122010

THE D. CHRISTOPHER GROUP
13901 MIDWAY RD., STE. 102-364
DALLAS, TX 75224

1056

DATE April 19, 2012 ST-21115 TX 419

PAY TO THE ORDER OF [REDACTED] \$ 62,500.00

Sixty-two thousand five hundred DOLLARS

Bank of America
ACH PD 01220025


FOR Investment Repayment (50%) [REDACTED]

⑆001056⑆ ⑆111000025⑆ [REDACTED]

20120423005400090902 3377

Electronic Endorsements
Date Sequence Bank # Endrs Type TRN RRC Bank Name
04/23/2012 000005400090902 [REDACTED] Rtn Loc/BOFD Y THE FROST NATIONAL B
04/23/2012 000400090902 [REDACTED] Undetermined N THE FROST NATIONAL B
04/23/2012 008992122010 [REDACTED] Pay Bank N BANK OF AMERICA, NA
No Payee Endorsements Found



Bank of America 

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PAGE 1 OF 1
BANK OF AMERICA, N.A.
WIRE TRANSFER ADVICE
1 FLEET WAY PA6-580-04-05
SCRANTON, PA 18507

|||||
MX 0000 000 533 025317 #801 AT 0.374
THE SOLOMON FUND LP
545 E JOHN CARPENTER FWY STE 300
IRVING TX 75062-3964

DATE: 03/15/12
DIRECT INQUIRIES TO:
800.729.9473 OPTION 2
ACCOUNT: [REDACTED]

THE FOLLOWING WIRE WAS DEBITED TODAY:

USD AMOUNT \$4,000.00


TRANSACTION REF: 2012031500191440
RELATED REF: [REDACTED]
INSTRUCTING BANK: CONSUMER [REDACTED]
BENEFICIARY: [REDACTED]
BENEFICIARY'S BANK: WELLS FARGO BANK, N.A.

SERVICE REF: 007062
IMAD: [REDACTED]
ID: OI RS [REDACTED]
ID: [REDACTED]
ID: [REDACTED]

DT000775

APP111



Bank of America 

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PAGE 1 OF 1
BANK OF AMERICA, N.A.
WIRE TRANSFER ADVICE
1 FLEET WAY PA6-580-04-05
SCRANTON, PA 18507

WX 0000 000 753 032416 #001 AT 0.375
THE SOLOMON FUND LP
545 E JOHN CARPENTER Fwy STE 300
IRVING TX 75062-3964

DATE: 04/16/12
DIRECT INQUIRIES TO:
800.729.9673 OPTION 2
ACCOUNT: [REDACTED]

THE FOLLOWING WIRE WAS DEBITED TODAY:


USD AMOUNT \$4,000.00

TRANSACTION REF: 2012061600219975
RELATED REF: [REDACTED]
INSTRUCTING BANK: [REDACTED]
BENEFICIARY: [REDACTED]
BENEFICIARY'S BANK: WELLS FARGO BANK, N.A.

SERVICE REF: 007580
IMAD: [REDACTED]
ID: 01HS
ID: [REDACTED]
ID: [REDACTED]

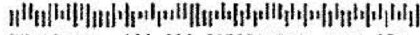
DT000777



Bank of America 

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PAGE 1 OF 1
BANK OF AMERICA, N.A.
WIRE TRANSFER ADVICE
1 FLEET WAY PA6-580-04-05
SCRANTON, PA 18507



WX 0000 000 922 027111 #001 AT 0.374
THE SOLOMON FUND LP
545 CARPENTER ST STE 300
IRVING TX 75062-3964

DATE: 05/15/12
DIRECT INQUIRIES TO:
800.729.9673 OPTION 2
ACCOUNT: [REDACTED]

THE FOLLOWING WIRE WAS DEBITED TODAY:

USD AMOUNT \$4,000.00

TRANSACTION REF: 2012051500160182
RELATED REF: [REDACTED]
INSTRUCTING BANK: CONSUMER
BENEFICIARY: [REDACTED]
BENEFICIARY'S BANK: WELLS FARGO BANK, N.A.

SERVICE REF: 005033
IMAD: [REDACTED]
ID: 0185
ID: [REDACTED]
ID: [REDACTED]

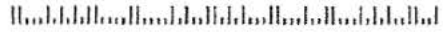
DT000781

APP113



Bank of America, N.A.
P.O. Box 25118
Tampa, FL 33622-5118

Page 1 of 1
Statement Period
05/01/12 through 05/31/12
FD P PA QA AS
Enclosures 0
Account Number [REDACTED]



01099 001 SCH999 0

THE D. CHRISTOPHER CAPITAL MGMT GRP LLCA
545 CARPENTER ST STE 300
IRVING, TX 75062-3964

Our Online Banking service allows you to check balances, track account activity and more.
With Online Banking you can also view up to 18 months of this statement online.
Enroll at www.bankofamerica.com/smallbusiness.

Customer Service Information
www.bankofamerica.com

For additional information or service, you may call:
1.888.BUSINESS (1-888-287-4637)

Or you may write to:
Bank of America, N.A.
P.O. Box 25118
Tampa, FL 33622-5118

Deposit Accounts

Business Advantage Checking

THE D. CHRISTOPHER CAPITAL MGMT GRP LLCA

Your Account at a Glance

Account Number	[REDACTED]	Statement Beginning Balance	\$191.57
Statement Period	05/01/12 through 05/31/12	Amount of Deposits/Credits	\$395,000.00
Number of Deposits/Credits	2	Amount of Withdrawals/Debits	\$359,251.77
Number of Withdrawals/Debits	15	Statement Ending Balance	\$35,909.80
Number of Deposited Items	0		
Number of Days in Cycle	31	Average Ledger Balance	\$82,361.08
		Service Charge	\$0.00

F-BOA-P-0000587

APP114

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THE D. CHRISTOPHER CAPITAL MGMT GRP LLC

Page 2 of 4
 Statement Period
 05/01/12 through 05/31/12
 ED P PA 0A 45
 Enclosures 0
 Account Number [REDACTED]

Deposits and Credits

Date Posted	Amount (\$)	Description	Bank Reference
05/11		[REDACTED]	
05/30		[REDACTED]	

Withdrawals and Debits
 Checks

Check Number	Amount (\$)	Date Posted	Bank Reference	Check Number	Amount (\$)	Date Posted	Bank Reference
[REDACTED]							

Other Debits

Date Posted	Amount (\$)	Description	Bank Reference
05/31	8,000.00	Wire Type:Wire Out Date:120531 Time:0511 Et Trn:2012053000308921 Service Ref:002156 Bnf: [REDACTED] Bnf Bk:Wells Fa Rgo Bank, N.A. III Pmt Det: [REDACTED]	903705300308921
[REDACTED]			



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THE D. CHRISTOPHER CAPITAL MGMT GRP LLCA

Page 3 of 4
Statement Period
05/01/12 through 05/31/12
ED P PA 0A 48 0199342
Enclosures 0
Account Number [REDACTED]

Daily Ledger Balances

Date	Balance (\$)	Date	Balance (\$)	Date	Balance (\$)
05/01	191.57	05/16	53,008.57	05/30	43,934.80
05/08	120.57	05/21	51,508.57	05/31	35,909.80
05/11	385,108.57	05/23	51,434.80		
05/15	308,108.57	05/24	33,934.80		

F-BOA-P-0000589

APP116

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Page 4 of 4

How To Balance Your Bank of America Account

FIRST, start with your Account Register/Checkbook:

- 1. List your Account Register/Checkbook Balance here _____ \$ _____
- 2. Subtract any service charges or other deductions not previously recorded that are listed on this statement _____ \$ _____
- 3. Add any credits not previously recorded that are listed on this statement (for example Interest) _____ \$ _____
- 4. This is your **NEW ACCOUNT REGISTER BALANCE** _____ \$ _____

NOW, with your Account Statement:

- 1. List your Statement Ending Balance here _____ \$ _____
- 2. Add any deposits not shown on this statement _____ \$ _____

SUBTOTAL _____ \$ _____

3. List and total all outstanding checks, ATM, Check Card and other electronic withdrawals

Checks, ATM, Check Card, Electronic Withdrawals	Checks, ATM, Check Card, Electronic Withdrawals	Checks, ATM, Check Card, Electronic Withdrawals	
Date/Check #	Amount	Date/Check #	Amount

- 4. **TOTAL OF OUTSTANDING CHECKS, ATM, Check Card and other electronic withdrawals** _____ \$ _____
- 5. Subtract total outstanding checks, ATM, Check Card and other electronic withdrawals from Subtotal
This Balance should match your new Account Register Balance _____ \$ _____

Upon receipt of your statement, differences, if any, should be reported to the bank promptly in writing and in accordance with provisions in your deposit agreement.

IMPORTANT INFORMATION FOR BANK DEPOSIT ACCOUNTS

Change of Address. Please call us at the telephone number listed on the front of this statement to tell us about a change of address.

Deposit Agreement. When you opened your account, you received a deposit agreement and fee schedule and agreed that your account would be governed by the terms of these documents, as we may amend them from time to time. Those documents are part of the contract for your deposit account and govern all transactions relating to your account, including all deposits and withdrawals. Copies of both the deposit agreement and fee schedule, which contain the current version of the terms and conditions of your account relationship, may be obtained at our banking centers.

Electronic Transfers: In case of errors or questions about your electronic transfers if you think your statement or receipt is wrong or if you need more information about an electronic transfer (e.g., ATM transactions, direct deposits or withdrawals, point-of-sale transactions) on the statement or receipt, telephone or write us at the address and number listed on the front of this statement as soon as you can. We must hear from you no later than 60 days after we sent you the FIRST statement on which the error or problem appeared.

- Tell us your name and account number.
- Describe the error or the transfer you are unsure about, and explain as clearly as you can why you believe there is an error or why you need more information.
- Tell us the dollar amount of the suspected error.

For consumer accounts used primarily for personal, family or household purposes, we will investigate your complaint and will correct any error promptly. If we take more than 10 business days (10 calendar days if you are a Massachusetts customer) (20 business days if you are a new customer, for electronic transfers occurring during the first 30 days after the first deposit is made to your account) to do this, we will recredit your account for the amount you think is in error, so that you will have use of the money during the time it takes us to complete our investigation.

For other accounts, we investigate, and if we find we have made an error, we credit your account at the conclusion of our investigation.

Reporting Other Problems. You must examine your statement carefully and promptly. You are in the best position to discover errors and unauthorized transactions on your account. If you fail to notify us in writing of suspected problems or unauthorized transactions within the time periods specified in the deposit agreement (which periods are no more than 60 days after we make the statement available to you and in some cases are 30 days or less), we are not liable to you for, and you agree not to make a claim against us for the problems or unauthorized transactions.

Direct Deposits. If you have arranged to have direct deposits made to your account at least once every 60 days from the same person or company, you may call us at the telephone number listed on the front of this statement to find out if the deposit was made as scheduled.



Bank of America

PAGE 1 OF 1
BANK OF AMERICA, N.A.
WIRE TRANSFER ADVICE
1 FLEET WAY PA6-580-04-05
SCRANTON, PA 18507

00X 0000 000 262 027123 0001 MT 0.374
THE SOLOMON FUND LP
545 E JOHN CARPENTER HWY STE 500
IRVING TX 75062-3964

DATE: 04/25/12
DIRECT INQUIRIES TO:
800.729.9473 OPTION 2
ACCOUNT: [REDACTED]

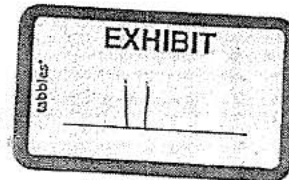
THE FOLLOWING WIRE WAS DEBITED TODAY:

USD AMOUNT \$19,000.00

TRANSACTION REF: 2012062000272260
RELATED REF: [REDACTED]
INSTRUCTING BANK: [REDACTED]
BENEFICIARY: [REDACTED]
BENEFICIARY'S BANK: TORONTO DOMINION BANK

SERVICE REF: 191878
ID: 0105
ID: [REDACTED]
ID: [REDACTED]

PAYMENT DETAIL: BUSINESS

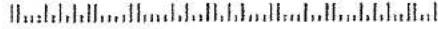


DT000787



Bank of America, N.A.
P.O. Box 25118
Tampa, FL 33622-5118

Page 1 of 4
Statement Period
05/01/12 through 05/31/12
FD F PA 0A AS 0199340
Enclosures 0
Account Number [REDACTED]



01099 001 SCH999 0

THE D. CHRISTOPHER CAPITAL MGMT GRP LLCA
545 CARPENTER ST STE 300
IRVING, TX 75062-3964

Our Online Banking service allows you to check balances, track account activity and more.
With Online Banking you can also view up to 18 months of this statement online.
Enroll at www.bankofamerica.com/smallbusiness.

Customer Service Information
www.bankofamerica.com

For additional information or service, you may call
1.888.BUSINESS (1.888.287.4537)

Or you may write to:
Bank of America, N.A.
P.O. Box 25118
Tampa, FL 33622-5118

Deposit Accounts

Business Advantage Checking

THE D. CHRISTOPHER CAPITAL MGMT GRP LLCA

Your Account at a Glance

Account Number	[REDACTED]	Statement Beginning Balance	\$191.57
Statement Period	05/01/12 through 05/31/12	Amount of Deposits/Credits	\$395,000.00
Number of Deposits/Credits	2	Amount of Withdrawals/Debits	\$359,281.77
Number of Withdrawals/Debits	15	Statement Ending Balance	\$35,909.80
Number of Deposited Items	0		
Number of Days in Cycle	31	Average Ledger Balance	\$82,361.68
		Service Charge	\$0.00

THE D. CHRISTOPHER CAPITAL SGMT GRP LLC

Page 2 of 4
 Statement Period
 05/01/12 through 05/31/12
 ED P PA 0A 45
 Enclosures 0
 Account Number [REDACTED]

Deposits and Credits

Date Posted	Amount (\$)	Description	Bank Reference
[REDACTED]			

Withdrawals and Debits
Checks

Check Number	Amount (\$)	Date Posted	Bank Reference	Check Number	Amount (\$)	Date Posted	Bank Reference
[REDACTED]							

Other Debits

Date Posted	Amount (\$)	Description	Bank Reference
[REDACTED]			

05/16 31,000.00 Wire Type: Intl Out Date: 120516 Time: 0510 ET 903705160000043
 Trn: 2012051600000043 Service Ref: 610560
 [REDACTED] Bnf Bk: Toronto
 O Dominion Bank ID [REDACTED] 5336 Pmt Det: 77470430 B
 Heiness

[REDACTED]			
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THE D. CHRISTOPHER CAPITAL MGMT GRP LLC

Page 3 of 4
Statement Period
05/01/12 through 05/31/12
EO P PA OA 48 0199342
Enclosures 0
Account Number [REDACTED] 1

Daily Ledger Balances

Date	Balance (\$)	Date	Balance (\$)	Date	Balance (\$)
05/01	191.57	05/16	53,008.57	05/30	43,934.80
05/08	120.57	05/21	51,508.57	05/31	35,909.80
05/11	385,108.57	05/23	51,434.80		
05/15	308,108.57	05/24	33,934.80		

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Page 4 of 4

How To Balance Your Bank of America Account

FIRST, start with your Account Register/Checkbook

- 1. List your Account Register/Checkbook Balance here _____ \$ _____
- 2. Subtract any service charges or other deductions not previously recorded that are listed on this statement _____ \$ _____
- 3. Add any credits not previously recorded that are listed on this statement (for example interest) _____ \$ _____
- 4. This is your NEW ACCOUNT REGISTER BALANCE _____ \$ _____

NOW, with your Account Statement

- 1. List your Statement Ending Balance here _____ \$ _____
- 2. Add any deposits not shown on this statement _____ \$ _____

SUBTOTAL _____ \$ _____

3. List and total all outstanding checks, ATM, Check Card and other electronic withdrawals

Checks, ATM, Check Card, Electronic Withdrawals		Checks, ATM, Check Card, Electronic Withdrawals		Checks, ATM, Check Card, Electronic Withdrawals	
Date/Check #	Amount	Date/Check #	Amount	Date/Check #	Amount

- 4. TOTAL OF OUTSTANDING CHECKS, ATM, Check Card and other electronic withdrawals _____ \$ _____
- 5. Subtract total outstanding checks, ATM, Check Card and other electronic withdrawals from Subtotal
This Balance should match your new Account Register Balance _____ \$ _____

Upon receipt of your statement, differences, if any, should be reported to the bank promptly in writing and in accordance with provisions in your deposit agreement.

IMPORTANT INFORMATION FOR BANK DEPOSIT ACCOUNTS

Change of Address. Please call us at the telephone number listed on the front of this statement to tell us about a change of address.

Deposit Agreement. When you opened your account, you received a deposit agreement and fee schedule and agreed that your account would be governed by the terms of these documents, as we may amend them from time to time. These documents are part of the contract for your deposit account and govern all transactions relating to your account, including all deposits and withdrawals. Copies of both the deposit agreement and fee schedule, which contain the current version of the terms and conditions of your account relationship, may be obtained at our banking centers.

Electronic Transfers: In case of errors or questions about your electronic transfers

If you think your statement or receipt is wrong or if you need more information about an electronic transfer (e.g., ATM transactions, direct deposits or withdrawals, point-of-sale transactions) on the statement or receipt, telephone or write us at the address and number listed on the front of this statement as soon as you can. We must hear from you no later than 60 days after we sent you the FIRST statement on which the error or problem appeared.

- Tell us your name and account number.
- Describe the error or the transfer you are unsure about, and explain as clearly as you can why you believe there is an error or why you need more information.
- Tell us the dollar amount of the suspected error.

For consumer accounts used primarily for personal, family or household purposes, we will investigate your complaint and will correct any error promptly. If we take more than 10 business days (10 calendar days if you are a Massachusetts customer) (20 business days if you are a new customer, for electronic transfers occurring during the first 30 days after the first deposit is made to your account) to do this, we will credit your account for the amount you think is in error, so that you will have use of the money during the time it takes us to complete our investigation.

For other accounts, we investigate, and if we find we have made an error, we credit your account at the conclusion of our investigation.

Reporting Other Problems. You must examine your statement carefully and promptly. You are in the best position to discover errors and unauthorized transactions on your account. If you fail to notify us in writing of suspected problems or unauthorized transactions within the time periods specified in the deposit agreement (which periods are no more than 60 days after we make the statement available to you and in some cases are 30 days or less), we are not liable to you for, and you agree not to make a claim against us for the problems or unauthorized transactions.

Direct Deposits. If you have arranged to have direct deposits made to your account at least once every 60 days from the same person or company, you may call us at the telephone number listed on the front of this statement to find out if the deposit was made as scheduled.

Bank of America, N.A. Member FDIC and




Equal Housing Lender

F-BOA-P-0000590

APP122



Bank of America 

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PAGE 1 OF 1
BANK OF AMERICA, N.A.
WIRE TRANSFER ADVICE
1 FLEET WAY PA6-560-04-05
SCRANTON, PA 18507

|||||
WX 0000 000 111 028008 W001 AT 0.374
THE SOLOMON FUND LP
545 CARPENTER ST STE 300
IRVING TX 75062-3964

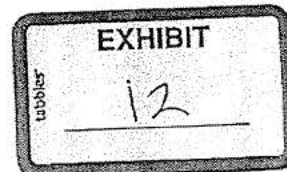
DATE: 05/04/12
DIRECT INQUIRIES TO:
800.729.9673 OPTION 2
ACCOUNT: [REDACTED]

THE FOLLOWING WIRE WAS DEBITED TODAY:

USD AMOUNT \$465,000.00

TRANSACTION REF: [REDACTED]
RELATED REF: [REDACTED]
INSTRUCTING BANK: [REDACTED]
BENEFICIARY: [REDACTED]
BENEFICIARY'S BANK: ROYAL BANK OF CANADA

SERVICE REF: 532370
ID: DLBS
ID: [REDACTED]
ID: ROYCCAT2



DT000790



Bank of America

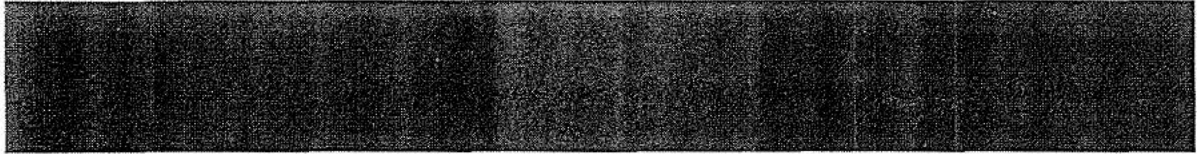


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PAGE 1 OF 1
BANK OF AMERICA, N.A.
WIRE TRANSFER ADVICE
1 FLEET WAY PA6-580-04-05
SCRANTON, PA 18507

0000 900 767 000321 4001 52 0.450
THE SOLOMON FUND LP
545 E JOHN CARPENTER FWY STE 300
IRVING TX 75062-3964

DATE: 04/18/12
DIRECT INQUIRIES TO:
800.729.9473 OPTIM
ACCOUNT: [REDACTED]



THE FOLLOWING WIRE WAS DEBITED TODAY:

USD AMOUNT \$350,000.00

TRANSACTION REF: 2012041800206360
RELATED REF:
INSTRUCTING BANK: [REDACTED]
BENEFICIARY:
BENEFICIARY'S BANK: THE ROYAL BANK OF CANADA NC.
RECEIVING BANK: JPMORGAN CHASE BANK, N.A.

SERVICE REF: 330501
ID: 0185
ID: [REDACTED] 5585
ID: ROYCCAT2/CCH055253/AC001
ID: 0002

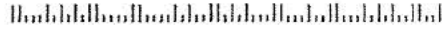
DT000785





Bank of America, N.A.
P.O. Box 25118
Tampa, FL 33622-5118

Page 1 of 1
Statement Period
05/01/12 through 05/31/12
E P PA OA 48 0199340
Enclosures 0
Account Number [REDACTED]



01099 001 SCH999 0

THE D. CHRISTOPHER CAPITAL MGMT GRP LLCA
545 CARPENTER ST STE 300
IRVING, TX 75062-3964

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www.bankofamerica.com

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1.888.BUSINESS (1.888.287.4637)

Or you may write to:
Bank of America, N.A.
P.O. Box 25118
Tampa, FL 33622-5118

Deposit Accounts

Business Advantage Checking

THE D. CHRISTOPHER CAPITAL MGMT GRP LLCA

Your Account at a Glance

Account Number	[REDACTED]	Statement Beginning Balance	\$191.57
Statement Period	05/01/12 through 05/31/12	Amount of Deposits/Credits	\$395,000.00
Number of Deposits/Credits	2	Amount of Withdrawals/Debits	\$359,281.77
Number of Withdrawals/Debits	15	Statement Ending Balance	\$35,909.80
Number of Deposited Items	0		
Number of Days in Cycle	31	Average Ledger Balance	\$82,361.08
		Service Charge	\$0.00

F-BOA-P-0000587

APP126

8

THE D. CHRISTOPHER CAPITAL MGMT GRP LLC

Page 2 of 4
 Statement Period
 05/01/12 through 05/31/12
 ED P PA 6A 48
 Enclosures 0
 Account Number [REDACTED]

Deposits and Credits

Date Posted	Amount (\$)	Description	Bank Reference
[REDACTED]			

Withdrawals and Debits
 Checks

Check Number	Amount (\$)	Date Posted	Bank Reference	Check Number	Amount (\$)	Date Posted	Bank Reference
[REDACTED]							

Other Debits

Date Posted	Amount (\$)	Description	Bank Reference
[REDACTED]			
05/16	224,000.00	Wire Type: Intl Out Date: 120516 Time: 0510 Et Trn: 2012051600000045 Service Ref: 610562 Bnf: [REDACTED] Bnf Bk: Royal Bank Of Canada ID: Royccat2 Pmt Det: 77 470232 Business	903705160000045
[REDACTED]			



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THE D. CHRISTOPHER CAPITAL MGMT GRP LLCA

Page 3 of 4
Statement Period
05/01/12 through 05/31/12
ED P PA 0A 48 0199342
Enclosures 0
Account Number [REDACTED]

Daily Ledger Balances

Date	Balance (\$)	Date	Balance (\$)	Date	Balance (\$)
05/01	191.57	05/16	53,008.57	05/30	43,934.80
05/08	120.57	05/21	51,508.57	05/31	35,909.80
05/11	385,108.57	05/23	51,434.80		
05/15	308,108.57	05/24	33,934.80		

F-BOA-P-0000589

APP128

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Page 4 of 4

How To Balance Your Bank of America Account

FIRST, start with your Account Register/Checkbook

- 1. List your Account Register/Checkbook Balance here _____ \$ _____
- 2. Subtract any service charges or other deductions not previously recorded that are listed on this statement _____ \$ _____
- 3. Add any credits not previously recorded that are listed on this statement (for example interest) _____ \$ _____
- 4. This is your NEW ACCOUNT REGISTER BALANCE _____ \$ _____

NOW, with your Account Statement:

- 1. List your Statement Ending Balance here _____ \$ _____
- 2. Add any deposits not shown on this statement _____ \$ _____

SUBTOTAL _____ \$ _____

3. List and total all outstanding checks, ATM, Check Card and other electronic withdrawals

Checks, ATM, Check Card, Electronic Withdrawals		Checks, ATM, Check Card, Electronic Withdrawals		Checks, ATM, Check Card, Electronic Withdrawals	
Date/Check #	Amount	Date/Check #	Amount	Date/Check #	Amount

- 4. TOTAL OF OUTSTANDING CHECKS, ATM, Check Card and other electronic withdrawals _____ \$ _____
- 5. Subtract total outstanding checks, ATM, Check Card and other electronic withdrawals from Subtotal
This Balance should match your new Account Register Balance _____ \$ _____

Upon receipt of your statement, differences, if any, should be reported to the bank promptly in writing and in accordance with provisions in your deposit agreement.

IMPORTANT INFORMATION FOR BANK DEPOSIT ACCOUNTS

Change of Address. Please call us at the telephone number listed on the front of this statement to tell us about a change of address.

Deposit Agreement. When you opened your account, you received a deposit agreement and fee schedule and agreed that your account would be governed by the terms of these documents, as we may amend them from time to time. These documents are part of the contract for your deposit account and govern all transactions relating to your account, including all deposits and withdrawals. Copies of both the deposit agreement and fee schedule, which contain the current version of the terms and conditions of your account relationship, may be obtained at our banking centers.

Electronic Transfers: In case of errors or questions about your electronic transfers if you think your statement or receipt is wrong or if you need more information about an electronic transfer (e.g., ATM transactions, direct deposits or withdrawals, point-of-sale transactions) on the statement or receipt, telephone or write us at the address and number listed on the front of this statement as soon as you can. We must hear from you no later than 60 days after we sent you the FIRST statement on which the error or problem appeared.

- * Tell us your name and account number.
- * Describe the error or the transfer you are unsure about, and explain as clearly as you can why you believe there is an error or why you need more information.
- * Tell us the dollar amount of the suspected error.

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Direct Deposits. If you have arranged to have direct deposits made to your account at least once every 60 days from the same person or company, you may call us at the telephone number listed on the front of this statement to find out if the deposit was made as scheduled.

Bank of America, N.A. Member FDIC and



Equal Housing Lender

F-BOA-P-0000590

APP129



Bank of America, N.A.
P.O. Box 25118
Tampa, FL 33622-5118

Page 1 of 4
Statement Period
04/01/12 through 04/30/12
ED E PS EB 50

0150312

Account Number [REDACTED]



01099 E01 SCH999 0

DELSA ULRICA THOMAS SOLE PROP
DBA THE D. CHRISTOPHER GROUP
OPERATING ACCOUNT
13901 MIDWAY RD STE 102-364
DALLAS, TX 75244-4359

Our Online Banking service allows you to check balances, track account activity and more.
With Online Banking you can also view up to 18 months of this statement online.
Enroll at www.bankofamerica.com/smallbusiness.

Customer Service Information
www.bankofamerica.com

For additional information or service, you may call:
1.888.BUSINESS (1.888.287.4637)

Or, you may write to:
Bank of America, N.A.
P.O. Box 25118
Tampa, FL 33622-5118

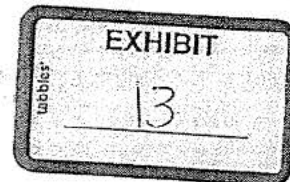
Deposit Accounts

Business Economy Checking

DELSA ULRICA THOMAS SOLE PROP DBA THE D. CHRISTOPHER GROUP
OPERATING ACCOUNT

Your Account at a Glance

Account Number	[REDACTED]	Statement Beginning Balance	\$880.54
Statement Period	04/01/12 through 04/30/12	Amount of Deposits/Credits	\$227,000.00
Number of Deposits/Credits	3	Amount of Withdrawals/Debits	\$226,466.09
Number of Withdrawals/Debits	13	Statement Ending Balance	\$1,414.45
Number of Deposited Items	0		
Number of Days in Cycle	30	Average Ledger Balance	\$40,651.20
		Service Charge	\$0.00



F-BOA-P-0000358

APP130

H

DELSA ULRICA THOMAS SOLE PROP
 DBA THE D. CHRISTOPHER GROUP
 OPERATING ACCOUNT

Page 2 of 4
 Statement Period
 04/01/12 through 04/30/12
 ED E PB EB 50

Account Number [REDACTED]

Deposits and Credits

Date Posted	Amount (\$)	Description	Bank Reference
[REDACTED]			

Withdrawals and Debits
 Checks

Check Number	Amount (\$)	Date Posted	Bank Reference	Check Number	Amount (\$)	Date Posted	Bank Reference
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	1057	100,000.00	04/24	813005692774954

Other Debits

Date Posted	Amount (\$)	Description	Bank Reference
Card Account # [REDACTED] [REDACTED]			

Daily Ledger Balances

Date	Balance (\$)	Date	Balance (\$)	Date	Balance (\$)
04/01	890.54	04/12	576.11	04/23	163,914.45
04/02	820.41	04/13	515.19	04/24	63,914.45
04/04	806.78	04/16	414.45	04/26	1,414.45
04/09	1,714.16	04/19	226,414.45		



H

Page 3 of 4

0150314

How To Balance Your Bank of America Account

FIRST, start with your Account Register/Checkbook

- 1. List your Account Register/Checkbook Balance here _____ \$ _____
- 2. Subtract any service charges or other deductions not previously recorded that are listed on this statement _____ \$ _____
- 3. Add any credits not previously recorded that are listed on this statement (for example interest) _____ \$ _____
- 4. This is your NEW ACCOUNT REGISTER BALANCE _____ \$ _____

NOW, with your Account Statement:

- 1. List your Statement Ending Balance here _____ \$ _____
- 2. Add any deposits not shown on this statement _____ \$ _____

SUBTOTAL _____ \$ _____

3. List and total all outstanding checks, ATM, Check Card and other electronic withdrawals

Checks, ATM, Check Card, Electronic Withdrawals		Checks, ATM, Check Card, Electronic Withdrawals		Checks, ATM, Check Card, Electronic Withdrawals	
Date/Check #	Amount	Date/Check #	Amount	Date/Check #	Amount

- 4. TOTAL OF OUTSTANDING CHECKS, ATM, Check Card and other electronic withdrawals _____ \$ _____
- 5. Subtract total outstanding checks, ATM, Check Card and other electronic withdrawals from Subtotal
This Balance should match your now Account Register Balance _____ \$ _____

Upon receipt of your statement, differences, if any, should be reported to the bank promptly in writing and in accordance with provisions in your deposit agreement.

IMPORTANT INFORMATION FOR BANK DEPOSIT ACCOUNTS

Change of Address. Please call us at the telephone number listed on the front of this statement to tell us about a change of address.

Deposit Agreement. When you opened your account, you received a deposit agreement and fee schedule and agreed that your account would be governed by the terms of those documents, as we may amend them from time to time. These documents are part of the contract for your deposit account and govern all transactions relating to your account, including all deposits and withdrawals. Copies of both the deposit agreement and fee schedule, which contain the current version of the terms and conditions of your account relationship, may be obtained at our banking centers.

Electronic Transfers: In case of errors or questions about your electronic transfers if you think your statement or receipt is wrong or if you need more information about an electronic transfer (e.g., ATM transactions, direct deposits or withdrawals, point-of-sale transactions) on the statement or receipt, telephone or write us at the address and number listed on the front of this statement as soon as you can. We must hear from you no later than 60 days after we sent you the FIRST statement on which the error or problem appeared.

- Tell us your name and account number.
- Describe the error or the transfer you are unsure about, and explain as clearly as you can why you believe there is an error or why you need more information.
- Tell us the dollar amount of the suspected error.

For consumer accounts used primarily for personal, family or household purposes, we will investigate your complaint and will correct any error promptly. If we take more than 10 business days (10 calendar days if you are a Massachusetts customer) (20 business days if you are a new customer, for electronic transfers occurring during the first 30 days after the first deposit is made to your account) to do this, we will recredit your account for the amount you think is in error, so that you will have use of the money during the time it takes us to complete our investigation.

For other accounts, we investigate, and if we find we have made an error, we credit your account at the conclusion of our investigation.

Reporting Other Problems. You must examine your statement carefully and promptly. You are in the best position to discover errors and unauthorized transactions on your account. If you fail to notify us in writing of suspected problems or unauthorized transactions within the time periods specified in the deposit agreement (which periods are no more than 60 days after we make the statement available to you and in some cases are 30 days or less), we are not liable to you for, and you agree not to make a claim against us for the problems or unauthorized transactions.

Direct Deposits. If you have arranged to have direct deposits made to your account at least once every 60 days from the same person or company, you may call us at the telephone number listed on the front of this statement to find out if the deposit was made as scheduled.


THE D. CHRISTOPHER GROUP 13901 MIDWAY RD., STE. 102-354 DALLAS, TX 75224		1057
DATE <u>April 23, 2012</u>		32-2/1110 TX 419
PAY TO THE ORDER OF	<u>[REDACTED]</u>	\$ <u>100,000.00</u>
<u>One hundred thousand</u>		DOLLARS
Bank of America ACH RPT 11100025		
FOR	<u>Deposit</u>	<u>[REDACTED]</u>
⑆001057⑆ ⑆111000025⑆ <u>[REDACTED]</u> <u>[REDACTED]</u>		

F-BPPR-P-0000010

APP133

4/24/2012
Banco Popular de PR




CCTM DEPOSIT CHECK

F-BPPR-P-000009

APP134



F-BPPR-P-000011

APP135

Page: 1 Document Name: TANYA

ACCOUNT NAME/ADDRESS INFORMATION :

NEXT PAGE 1
08/22/12 16:15:34

ACCOUNT NAME/ADDRESS FOR BANK 002 IDA [REDACTED] 7383 ADDR STD
N/A TYPE EFF DATE
N ERMA E THOMAS 001 04/23/2012
% OR DELSA U THOMAS

[REDACTED]

CUSTOMER NAME/ADDRESS FOR BASE 001 CUST# [REDACTED]

N ERMA E THOMAS
S [REDACTED]
C [REDACTED]

LAST PAGE

Date: 8/22/2012 Time: 4:15:35 PM

F-BPPR-P-0000004

APP136



Bank of America



H

PAGE 1 OF 1
BANK OF AMERICA, N.A.
WIRE TRANSFER ADVICE
1 FLEET WAY PA6-580-04-05
SCRANTON, PA 18507

0000 000 767 000321 0001 SP 0.450
THE SOLOMON FUND LP
545 E JOHN CARPENTER HWY STE 300
IRVING TX 75062-3964

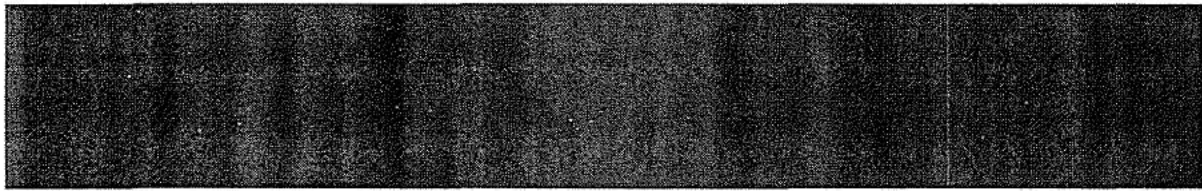
DATE: 04/18/12
DIRECT INQUIRIES TO:
800.729.9673 OPTION 2
ACCOUNT: [REDACTED]

THE FOLLOWING WIRE WAS DEBITED TODAY:

USD AMOUNT \$30,000.00

TRANSACTION REF: 2012041800198810
RELATED REF: [REDACTED]
INSTRUCTING BANK: [REDACTED]
BENEFICIARY:
BENEFICIARY'S BANK: WELLS FARGO BANK, N.A.

SERVICE REF: 007355
IMAD: 20120418B687HU3R007355
ID: 01RS
ID: [REDACTED]

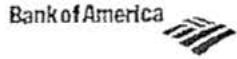


DT000785

3042-75 8540-1-11-11-11-11-11



APP138



Capture Date: 05/15/2012 Sequence #: 6592407421

THE D. CHRISTOPHER CAPITAL MGMT GRP LLCA 1002
 545 E JOHN CARPENTER FWY STE 300
 IRVING TX 75082-2334

DATE May 10, 2012 212119 IX
 411

PAY TO THE ORDER OF [REDACTED] \$ 35,000.⁰⁰

Thirty-five thousand DOLLARS

Bank of America

FOR Conf Return on investment [REDACTED]

⑈001002⑈ ⑆111000025⑆ [REDACTED]

07131998821666 05142012

Electronic Endorsements

Date	Sequence	Bank #	Endrs Type	TRW	RRC	Bank Name
05/14/2012	00000005883990	[REDACTED]		Y		FIRSTBANK PUERTO RIC
05/15/2012	6617666230	[REDACTED]		N		FED RES BANK OF PHIL
05/15/2012	006592407421	[REDACTED]		N		BANK OF AMERICA, NA

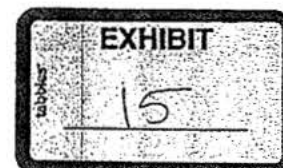
No Payee Endorsements Found

Tuesday, May 07, 2013
1:52 PM



U.S. Securities and Exchange Commission Division of Enforcement Prejudgment Interest Report

Quarter Range	Annual Rate	Period Rate	Quarter Interest	Principal+Interest
Violation Amount				\$1,980,000.00
03/01/2013-03/31/2013	3%	0.25%	\$5,044.93	\$1,985,044.93
04/01/2013-04/30/2013	3%	0.25%	\$4,894.63	\$1,989,939.56
Prejudgment Violation Range			Quarter Interest Total	Prejudgment Total
03/01/2013-04/30/2013			\$9,939.56	\$1,989,939.56



DECLARATION OF JESSICA B. MAGEE
IN SUPPORT OF ENTRY OF DEFAULT JUDGMENT

Pursuant to 28 U.S.C. § 1746, Jessica B. Magee states and declares as follows:

1. I am the attorney of record for the Plaintiff Securities and Exchange Commission in the above-entitled cause, and I submit this declaration in support of Plaintiff Securities and Exchange Commission's Motion for Entry of Default Judgment against Defendants Delsa U. Thomas, The D. Christopher Capital Management Group, LLC, and The Solomon Fund, LP (collectively "Defendants").

2. Defendants were served with the Summons and Complaint on February 19, 2013 [Doc. 1].

3. I caused the affidavits of service to be filed with this Court on February 21, 2013 [Doc. 5].

4. Defendants have not filed an answer to the Commission's Complaint, nor have they otherwise appeared before this Court to defend in this cause.

5. Defendants are not an infant or incompetent, nor are Defendants eligible for relief under the Soldiers' and Sailors' Civil Relief Act of 1940 [50 U.S.C. Appendix, § 501 et seq.].

I declare under penalty of perjury that the foregoing is true and correct.

Executed May 10, 2013.



Jessica B. Magee



UPS CampusShip: View/Print Label

1. Ensure there are no other shipping or tracking labels attached to your package. Select the Print button on the print dialog box that appears. Note: If your browser does not support this function select Print from the File menu to print the label.
2. Fold the printed sheet containing the label at the line so that the entire shipping label is visible. Place the label on a single side of the package and cover it completely with clear plastic shipping tape. Do not cover any seams or closures on the package with the label. Place the label in a UPS Shipping Pouch. If you do not have a pouch, affix the folded label using clear plastic shipping tape over the entire label.
3. **GETTING YOUR SHIPMENT TO UPS**
 UPS locations include the UPS Store®, UPS drop boxes, UPS customer centers, authorized retail outlets and UPS drivers.
 Schedule a same day or future day Pickup to have a UPS driver pickup all your CampusShip packages.
 Hand the package to any UPS driver in your area.
 Take your package to any location of The UPS Store®, UPS Drop Box, UPS Customer Center, UPS Alliances (Office Depot® or Staples®) or Authorized Shipping Outlet near you. Items sent via UPS Return Services(SM) (including via Ground) are also accepted at Drop Boxes. To find the location nearest you, please visit the Resources area of CampusShip and select UPS Locations.

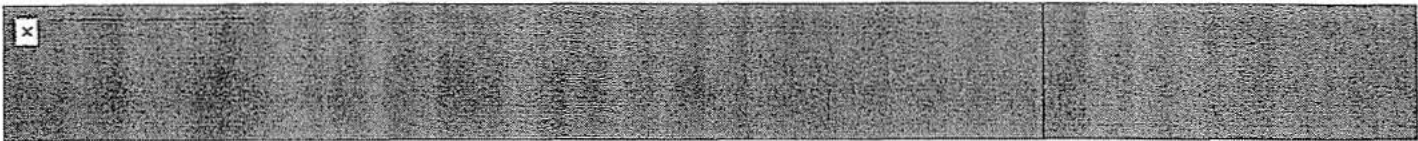
Customers with a Daily Pickup
 Your driver will pickup your shipment(s) as usual.

FOLD HERE

REBECCA PAIRCHILD 817-900-2608 SEC-FORT WORTH 801 CHERRY ST FORT WORTH TX 76102 SHIP TO: DELSA U. THOMAS 	1.0 LBS LTR 1 OF 1	TX 752 9-62 	UPS NEXT DAY AIR TRACKING #: 1Z A37 81X 01 9970 9147 	BILLING: P/P Reference # 1: FW-3718 Reference # 2: COS 11  <small>CS 15.1 10. INTLERO 39.0A 04/2013</small>
---	-----------------------	--	---	--

Fairchild, Rebecca R.

From: UPS Quantum View <auto-notify@ups.com>
Sent: Tuesday, May 14, 2013 10:01 AM
To: Fairchild, Rebecca R.
Subject: UPS Delivery Notification, Tracking Number 1ZA3781X0199709147



UPS My Choice® can help you avoid missed home deliveries.

[Learn More](#)

***Do not reply to this e-mail. UPS and SEC-FORT WORTH will not receive your reply.

At the request of SEC-FORT WORTH, this notice is to confirm that the following shipment has been delivered.



Important Delivery Information

Tracking Number: [1ZA3781X0199709147](#)
Delivery Date / Time: 14-May-2013 / 9:44 AM

Driver Release Location: FRONT DOOR

Shipment Detail

Ship To:
Delsa U. Thomas



Number of Packages: 1
UPS Service: NEXT DAY AIR
Weight: 1.0 LBS
Reference Number 1: FW-3718
Reference Number 2: COS 11

UPS CampusShip: View/Print Label

1. Ensure there are no other shipping or tracking labels attached to your package. Select the Print button on the print dialog box that appears. Note: If your browser does not support this function select Print from the File menu to print the label.
2. Fold the printed sheet containing the label at the line so that the entire shipping label is visible. Place the label on a single side of the package and cover it completely with clear plastic shipping tape. Do not cover any seams or closures on the package with the label. Place the label in a UPS Shipping Pouch. If you do not have a pouch, affix the folded label using clear plastic shipping tape over the entire label.
3. **GETTING YOUR SHIPMENT TO UPS**
UPS locations include the UPS Store®, UPS drop boxes, UPS customer centers, authorized retail outlets and UPS drivers.
 Schedule a same day or future day Pickup to have a UPS driver pickup all your CampusShip packages.
 Hand the package to any UPS driver in your area.
 Take your package to any location of The UPS Store®, UPS Drop Box, UPS Customer Center, UPS Alliances (Office Depot® or Staples®) or Authorized Shipping Outlet near you. Items sent via UPS Return Services(SM) (including via Ground) are also accepted at Drop Boxes. To find the location nearest you, please visit the Resources area of CampusShip and select UPS Locations.

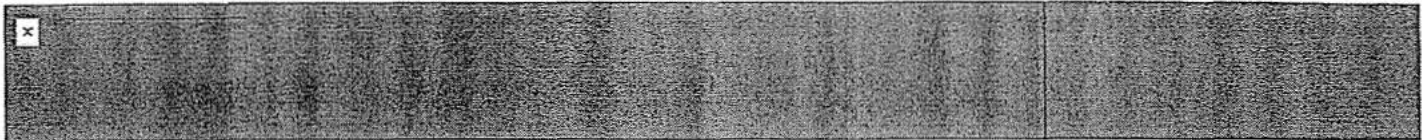
Customers with a Daily Pickup
 Your driver will pickup your shipment(s) as usual.

FOLD HERE

<p>REBECCA FAIRCHILD 817-900-2608 SEC FORT WORTH 801 CHERRY ST FORT WORTH TX 76102</p> <p>SHIP TO: DELSA U. THOMAS 111-111-1111 D. CHRISTOPHER CAPITAL MGMT GRP, LL [REDACTED]</p>	<p>TX 752 9-62</p> 	<p>UPS NEXT DAY AIR</p> <p>1</p> <p>TRACKING #: 1Z A37 81X 01 9599 0957</p>		<p>BILLING: P/P</p> <p>Reference # 1: FW-3718 Reference # 2: COS 11</p> <p style="font-size: small;">CS 15.1.10. WNT1E0 3P.0A.04/2013</p> 
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Fairchild, Rebecca R.

From: UPS Quantum View <auto-notify@ups.com>
Sent: Tuesday, May 14, 2013 10:01 AM
To: Fairchild, Rebecca R.
Subject: UPS Delivery Notification, Tracking Number 1ZA3781X0195990957



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[Learn More](#)

***Do not reply to this e-mail. UPS and SEC-FORT WORTH will not receive your reply.

At the request of SEC-FORT WORTH, this notice is to confirm that the following shipment has been delivered.



Important Delivery Information

Tracking Number: 1ZA3781X0195990957
Delivery Date / Time: 14-May-2013 / 9:44 AM

Driver Release Location: FRONT DOOR

Shipment Detail

Ship To:
Delsa U. Thomas
D. Christopher Capital Mgmt Grp, LL





Number of Packages: 1
UPS Service: NEXT DAY AIR
Weight: 1.0 LBS
Reference Number 1: FW-3718
Reference Number 2: COS 11

UPS CampusShip: View/Print Label

1. Ensure there are no other shipping or tracking labels attached to your package. Select the Print button on the print dialog box that appears. Note: If your browser does not support this function select Print from the File menu to print the label.
2. Fold the printed sheet containing the label at the line so that the entire shipping label is visible. Place the label on a single side of the package and cover it completely with clear plastic shipping tape. Do not cover any seams or closures on the package with the label. Place the label in a UPS Shipping Pouch. If you do not have a pouch, affix the folded label using clear plastic shipping tape over the entire label.
3. **GETTING YOUR SHIPMENT TO UPS**
 UPS locations include the UPS Store®, UPS drop boxes, UPS customer centers, authorized retail outlets and UPS drivers.
 Schedule a same day or future day Pickup to have a UPS driver pickup all your CampusShip packages.
 Hand the package to any UPS driver in your area.
 Take your package to any location of The UPS Store®, UPS Drop Box, UPS Customer Center, UPS Alliances (Office Depot® or Staples®) or Authorized Shipping Outlet near you. Items sent via UPS Return Services(SM) (including via Ground) are also accepted at Drop Boxes. To find the location nearest you, please visit the Resources area of CampusShip and select UPS Locations.

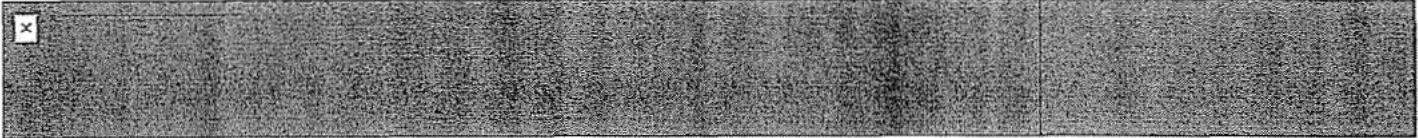
Customers with a Daily Pickup
 Your driver will pickup your shipment(s) as usual.

FOLD HERE

<p>REBECCA PAIRCHILD 817-900-2508 SEC-FORT WORTH 801 CHERRY ST FORT WORTH, TX 76102</p> <p>SHIP TO: DELSA U. THOMAS 111-111-1111</p> <div style="background-color: black; width: 100px; height: 40px; margin-top: 5px;"></div>	<p>1.0 LBS LTR</p> <p>1 OF 1</p> <p>TX 752 9-62</p> 	<p>UPS NEXT DAY AIR</p> <p>TRACKING #: 1Z A37 81X 01 9689 6361</p> <p>1</p> 	<p>BILLING: P/P</p> <p>Reference # 1: RW-3718 Reference # 2: COS 11</p> <p style="text-align: right;"><small>CS 15.1.10. WNTT560 39.0A 04/2013</small></p> 
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Fairchild, Rebecca R.

From: UPS Quantum View <auto-notify@ups.com>
Sent: Tuesday, May 14, 2013 10:01 AM
To: Fairchild, Rebecca R.
Subject: UPS Delivery Notification, Tracking Number 1ZA3781X0196896361



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[Learn More](#)

***Do not reply to this e-mail. UPS and SEC-FORT WORTH will not receive your reply.

At the request of SEC-FORT WORTH, this notice is to confirm that the following shipment has been delivered.



Important Delivery Information

Tracking Number: 1ZA3781X0196896361
Delivery Date / Time: 14-May-2013 / 9:44 AM
Driver Release Location: FRONT DOOR

Shipment Detail

Ship To:
Delsa U. Thomas
The Solomon Fund LP



Number of Packages: 1
UPS Service: NEXT DAY AIR
Weight: 1.0 LBS
Reference Number 1: FW-3718
Reference Number 2: COS 11

**EXHIBIT 6
TO MAGEE
DECLARATION**

companies, made Ponzi payments to investors in Thomas's earlier investment programs, and squandered many of the remaining funds on personal expenses." Pl.'s Compl. 1-2. The Commission further alleges that "Thomas, as the sole principal and actor for the entity Defendants, made material misrepresentations and omissions of fact about her experience and success, the safety of the supposed investments she and the entities offered, and potential investment returns." *Id.* at 2. The Commission alleges that "Defendants continue to lull investors with empty promises of repayment despite having no funds with which to compensate their victims." *Id.* The Commission alleges that Defendants engaged in fraud in connection with the offer, purchase, and sale of securities in violation of the antifraud provisions of: (1) section 17(a) of the Securities Act of 1933 ("Securities Act"), 15 U.S.C. § 77q(a); (2) section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. § 78j(b); and (3) Rules 10b-5(a) and (c) of the Exchange Act, 17 C.F.R. §§ 240.10b-5. The Commission also alleges that Thomas and DCCMG engaged in fraudulent behavior in violation of sections 206(1), (2), and (4) of the Investment Advisers Act ("Advisers Act"), 15 U.S.C. § 80b-6(1), (2), (4); Rule 206(4)-8 of the Advisers Act, 17 C.F.R. 275.206(4)-8; and section 203A of the Advisers Act, 15 U.S.C. § 80b-3a.

Defendants were properly served on February 19, 2013, and to date have not filed an answer to the Complaint or otherwise defended in this lawsuit. Plaintiff requested the clerk to issue entry of default on May 9, 2013, and default was entered by the clerk on the same day. Plaintiff now requests entry of default judgment against Defendants in the form of a civil monetary penalty, a permanent injunction, disgorgement, and prejudgment and postjudgment interest.

II. Analysis

The court finds that because Defendants have neither filed an answer to the Commission's Complaint nor otherwise defended in this lawsuit, and because Defendants are not infants, incompetent or in the military, the Commission is entitled to judgment against Defendants. Pl.'s Mot., Exh. B (Doc. 11-17); 50 U.S.C. App. §§ 501-527. The court, therefore, accepts as true the well-pleaded allegations stated by the Commission in its Complaint and the facts set forth in the evidence in support of the Commission's Motion for Final Default Judgment.

A. Permanent Injunction

Plaintiff requests the court to permanently enjoin Defendants from violating the aforementioned securities laws. Section 20(b) of the Securities Act, section 21(d) of the Exchange Act, and section 209(d) of the Advisers Act authorize the Commission to seek injunctive relief upon a "proper showing" that the defendant "is engaged or is about to engage" in violations of the securities laws. *SEC v. Zale Corp.*, 650 F.2d 718, 720 (5th Cir. 1981) (citations omitted). "[T]he Commission is entitled to prevail when the inferences flowing from the defendant's prior illegal conduct, viewed in light of present circumstances, betoken a 'reasonable likelihood' of future transgressions." *Id.* (citations omitted). After a careful review of the evidence and applicable authority, the court determines that permanent injunctive relief is appropriate pursuant to section 20(b) of the Securities Act, section 21(d) of the Exchange Act, and section 209(d) of the Advisers Act.

Accordingly, Defendants, their agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Order or the Judgment in this case by personal service or otherwise are permanently **restrained and enjoined** from:

1. violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)] in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails:
 - a. to employ any device, scheme, or artifice to defraud;
 - b. to obtain money or property by means of any untrue statement of a material fact or any omission of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
 - c. to engage in any transaction, practice, or course of business that operates or would operate as a fraud or deceit upon the purchaser; and
2. violating Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], in connection with the purchase or sale of a security, by making use of any means or instrumentality of interstate commerce, of the mails or of any facility of any national securities exchange:
 - a. to use or employ any manipulative or deceptive device or contrivance;
 - b. to employ any device, scheme, or artifice to defraud;
 - c. to make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and
 - d. to engage in any act, practice, or course of business that operates or would operate as a fraud or deceit upon any person.

Further, Defendants Thomas and DCCGM, their agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Order or the Judgment in this case by personal service or otherwise are permanently **restrained and enjoined** from:

1. violating Section 203A of the Exchange Act [15 U.S.C. §§ 80b-3a], by making use of the mails or any means or instrumentality of interstate commerce in connection with their business as an investment adviser while not registered with the Commission as an investment adviser; and
2. aiding or abetting, in violation of sections 206(1), (2), and (4) of the Advisers Act [15 U.S.C. §§ 80b-6(1) and 80b-6(2)] and Rule 206(4)-8 thereunder [17 C.F.R. 275.206(4)-8].

B. Disgorgement and Prejudgment Interest

Plaintiff also seeks disgorgement and prejudgment interest. Disgorgement is an equitable remedy designed to “wrest[] ill-gotten gains from the hands of a wrongdoer.” *SEC v. Huffman*, 996 F.2d 800, 802 (5th Cir. 1993) (citations omitted). District courts have broad discretion in ordering disgorgement and calculating the amount of disgorgement. *Allstate Ins. Co v. Receivable Fin. Co. LLC*, 501 F.3d 398, 413 (5th Cir. 2007) (“In actions brought by the SEC involving a securities violation, ‘disgorgement need only be a reasonable approximation of profits causally connected to the violation.’”); *SEC v. Huffman*, 996 F.2d 800, 802 (5th Cir. 1993). The remedy of disgorgement is remedial rather than punitive; thus, “it is limited to property causally related to the wrongdoing at issue.” *Allstate Ins. Co.*, 501 F.3d at 413.

“[T]he decision whether to grant prejudgment interest and the rate used if such interest is granted are matters confided to the district court’s broad discretion.” *SEC v. United Energy Partners, Inc.*, 2003 WL 223392, at *1 (N.D. Tex. Jan. 28, 2003) *aff’d*, 88 F. App’x 744 (5th Cir. 2004), *cert. denied*, *Quinn v. SEC*, 543 U.S. 1034 (2004) (citing *SEC v. First Jersey Sec., Inc.*, 101 F.3d 1450, 1476 (2d Cir. 1996)). “[W]hether prejudgment interest should be awarded in a Rule 10b-5 action is a question of fairness resting within the District Court’s sound discretion.” *Id.* (citing *Wolf v. Frank*, 477 F.2d 467, 479 (5th Cir. 1973)). Generally, the appropriate benchmark for calculating prejudgment interest is the rate used by the Internal Revenue Service for unpaid balances (“IRS underpayment rate”). *First Jersey*, 101 F.3d at 1476; *see also United Energy Partners*, 88 F. App’x at 747 (finding no abuse of discretion where the district court applied the IRS underpayment rate of interest for a portion of the applicable period and reduced the IRS underpayment rate by half for the remaining portion of the applicable period).

Plaintiff contends that Defendants should be held jointly and severally liable for disgorgement and prejudgment interest because Thomas orchestrated the fraudulent scheme by which she and the other Defendants raised over \$2.3 million from investors. Joint and several liability is appropriate in securities cases where, as here, individuals or entities collaborate or have close relationships in engaging in illegal conduct. *United Energy Partners*, 88 F. App’x at 747; *SEC v. AmeriFirst Funding, Inc.*, 2008 WL 1959843, at *2 (N.D. Tex. May 5, 2008). The allegations of the Complaint establish that Defendants jointly engaged in a fraudulent scheme resulting in substantial loss to investors, and the Commission presented evidence that Defendants received at least \$1.98 million from their participation in the fraud (\$2.31 million raised minus \$330,000 returned to New Beginnings). The Commission also presented evidence regarding the calculation

of prejudgment interest at the applicable underpayment rate. According to the declaration of Ronda J. Blair (“Blair”), the Commission requests and is entitled to \$9,939.56 in prejudgment interest. Accordingly, the court **orders** that Defendants are jointly and severally liable for disgorgement of **\$1,980,000**, representing ill-gotten gains as a result of the conduct alleged in the Complaint, plus prejudgment interest of **\$9,939.56**, for a total of **\$1,988,838.56**.

C. Third-Tier Civil Penalty

Finally, the Commission requests that the court impose the maximum third-tier civil penalty against Defendants under Section 20(d) of the Securities Act, 15 U.S.C. §77t(d); section 21(d)(3) of the Exchange Act, 15 U.S.C. §78u(d)(3); and section 209(e) of the Advisers Act, 15 U.S.C. § 80b-9(e). “Civil penalties are designed to punish the individual violator and deter future violations of the securities laws.” *AmeriFirst Funding*, 2008 WL 1959843, at *2 (citation omitted). “Without civil penalties, the only financial risk to violators is the forfeiture of their ill-gotten gains.” *Id.* (citation omitted). The applicable penalty provisions set forth an escalating three-tier penalty structure for securities laws violations depending on the egregiousness of the conduct. Third-tier penalties are proper if: (1) “the violation . . . involved fraud, deceit, manipulation, or deliberate or reckless disregard of a regulatory requirement,” and (2) “such violation directly or indirectly resulted in substantial losses or created a significant risk of substantial losses to other persons.” *United Energy Partners*, 88 F. App’x at 747; 15 U.S.C. §§ 77t(d)(2)(C); 78u(d)(3)(B)(iii); 15 U.S.C. § 80b-9(e).

For individuals, the maximum penalty is \$150,000 per third-tier violation or the defendant’s gross amount of pecuniary gain, which ever is greater. 17 C.F.R. 201.1004 (increasing statutory penalty amounts to account for inflation). For entities, the maximum penalty is \$725,000 per

third-tier violation or the defendant's gross amount of pecuniary gain, which ever is greater. *Id.* The Commission states in its motion that Thomas's civil penalty range is "\$0 up to the low maximum of \$150,000 per violation, or the high maximum of \$1.98 million, the gross amount of her pecuniary gain" and DCCMG's and Solomon Fund's civil penalty ranges are "\$0 up to the low maximum of \$725,000 per violation, or the high maximum of \$1.98 million, the gross amount of their pecuniary gain." Pl.'s Mot. 19-20.

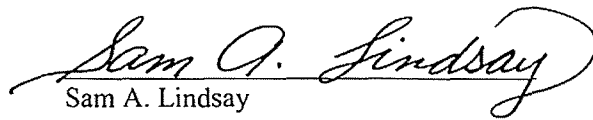
The court determines that a third-tier civil penalty is appropriate because Defendants' violations of the federal securities laws, as described in the Complaint, involved fraud, deceit, and a deliberate or reckless disregard of a regulatory requirement, and such violations directly or indirectly resulted in substantial losses to other investors. Accordingly, the court **orders** Defendant Thomas to pay a civil penalty in the amount **\$150,000**; and Defendants DCCMG and Solomon Fund shall each pay civil penalties in the amount of **\$725,000**.

III. Conclusion

For the reasons explained, the court grants Plaintiff's Motion for Final Default Judgment (Doc. 11). Accordingly, the court **permanently enjoins** Defendants from violating section 17(a) of the Securities Act and Section 10(b) of the Exchange Act; and **permanently enjoins** Defendants Thomas and DCCMG from violating section 203A of the Exchange Act and sections 206(1), (2), and (4) of the Advisers Act, and Rule 206(4)-8 of 17 C.F.R. 275.206(4)-9, as herein set forth. The court hereby **orders** that default judgment be entered in favor of Plaintiff and that Defendants are jointly and severally liable for disgorgement of **\$1,980,000**, plus prejudgment interest of **\$9,939.56**, for a total of **\$1,988,838.56**.

Further, the court assesses a third-tier civil penalty against: Thomas in the amount **\$150,000**; DCCMG in the amount of **\$725,000**; and Solomon Fund in the amount of **\$725,000**. Postjudgment interest on the total amount of disgorgement and prejudgment interest shall accrue at the applicable federal rate as of the date of entry of this judgment until it is paid in full. In accordance with Rule 58 of the Federal Rules of Civil Procedure, a judgment will issue by separate document. Once judgment is entered, the court **directs** the clerk of the court to close this action.

It is so ordered this 4th day of March, 2014.


Sam A. Lindsay
United States District Judge

**EXHIBIT 7
TO MAGEE
DECLARATION**

It is further **ordered, adjudged, and decreed** that postjudgment interest on the total amount of disgorgement and prejudgment interest, **\$1,988,838.56**, shall accrue at the applicable federal rate of **.12%** as of the date of entry of this judgment until it is paid in full.

It is further **ordered, adjudged, and decreed** that Defendants, their agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Order or the Judgment in this case by personal service or otherwise are permanently **restrained and enjoined** from:

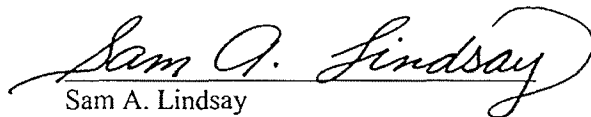
1. violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)] in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly:
 - a. to employ any device, scheme, or artifice to defraud;
 - b. to obtain money or property by means of any untrue statement of a material fact or any omission of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
 - c. to engage in any transaction, practice, or course of business that operates or would operate as a fraud or deceit upon the purchaser; and
2. violating Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], in connection with the purchase or sale of a security, by making use of any means or instrumentality of interstate commerce, of the mails or of any facility of any national securities exchange:
 - a. to use or employ any manipulative or deceptive device or contrivance;

- b. to employ any device, scheme, or artifice to defraud;
- c. to make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and/or
- d. to engage in any act, practice, or course of business that operates or would operate as a fraud or deceit upon any person; and that

Defendants Thomas and DCCGM, their agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Order or the Judgment in this case by personal service or otherwise are permanently **restrained and enjoined** from:

1. violating Section 203A of the Exchange Act [15 U.S.C. §§ 80b-3a], by making use of the mails or any means or instrumentality of interstate commerce in connection with their business as an investment adviser while not registered with the Commission as an investment adviser; and
2. aiding or abetting, in violation of sections 206(1), (2), and (4) of the Advisers Act [15 U.S.C. §§ 80b-6(1) and 80b-6(2)] and Rule 206(4)-8 thereunder [17 C.F.R. 275.206(4)-8].

Signed this 4th day of March, 2014.


Sam A. Lindsay
United States District Judge

**EXHIBIT 8
TO MAGEE
DECLARATION**

A B S T R A C T O F J U D G M E N T

N O T I C E

Pursuant to Title 28, United States Code, Section 3201, this judgment, upon the filing of this abstract in the manner in which a notice of tax lien would be filed under paragraphs (1) and (2) of 26 U.S.C. §6323(f), creates a lien on all real property of the defendant(s) and has priority over all other liens or encumbrances which are perfected later in time. The lien created by this section is effective, unless satisfied, for a period of 20 years and may be renewed by filing a notice of renewal. If such notice of renewal is filed before the expiration of the 20-year period to prevent the expiration of the lien and the court approves the renewal, the lien shall relate back to the date the judgment is filed.

Names and Addresses of Parties against whom Judgments have been obtained		Names of Parties in whose favor judgments have been obtained
Delsa U. Thomas 5862 Foxglove Lane Dallas, TX 75249		UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Amount of Judgment	Names of Creditors' Attorneys	Docketed
\$150,000 (Penalties), Plus post-judgment interest	U.S. Securities and Exchange Commission Division of Enforcement Collections Unit 100 F. Street, N.E. Washington, DC 20549-4010	Judgment Entry Date: 3/4/2014 Case No. 13cv00739-L Docket No. 13

UNITED STATES OF AMERICA, CLERK'S OFFICE U.S. DISTRICT COURT FOR THE

Northern

DISTRICT OF

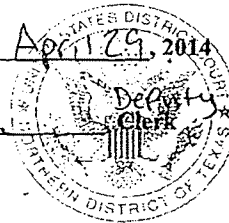
Texas

I CERTIFY that the foregoing is a correct Abstract of the Judgment entered or registered by this Court.

Date. [Dallas, TX] _____

By _____


Curtis



**EXHIBIT 9
TO MAGEE
DECLARATION**

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC**
ADV - SEC Initial, Page 1
8/3/2011 11:00:01 AM


CRD Number:

Rev. 11/2010

ADV Part 1A, Page 1

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 3.


Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you.

- A. Your full legal name (if you are a sole proprietor, your last, first, and middle names):
THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC
- B. Name under which you primarily conduct your advisory business, if different from Item 1.A.
THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC
List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.
- C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of
 your legal name or your primary business name:
- D. If you are registered with the SEC as an investment adviser, your SEC file number: 801-72658
- E. If you have a number ("CRD Number") assigned by FINRA's CRD system or by the IARD system, your CRD number: 
If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC**
ADV - SEC Initial, Page 2
8/3/2011 11:00:01 AM

CRD Number:

Rev. 11/2010

Item 1 Identifying Information (Continued)

- F. *Principal Office and Place of Business*
(1) Address (do not use a P.O. Box):

Number and Street 1:		Number and Street 2:	
545 EAST JOHN CARPENTER FREEWAY		SUITE 300	
City:	State:	Country:	ZIP+4/Postal Code:
IRVING	TX	UNITED STATES	75062

If this address is a private residence, check this box:

List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for registration, or are registered only, with the SEC, list the largest five offices in terms of numbers of employees.

(2) Days of week that you normally conduct business at your principal office and place of business:

Monday-Friday Other:

Normal business hours at this location:

8:30 AM TO 4 PM (CST)

(3) Telephone number at this location:

(972) 719-9001

(4) Facsimile number at this location:

(972) 719-9195

G. Mailing address, if different from your principal office and place of business address:

Number and Street 1:		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:

If this address is a private residence, check this box:

H. If you are a sole proprietor, state your full residence address, if different from your principal office and place of business address in Item 1.F.:

Number and Street 1:		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT

CRD Number:

GROUP, LLC

158639

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8/3/2011 11:00:01 AM

Item 1 Identifying Information (Continued)

I. Do you have World Wide Web site addresses?

YES NO

If "yes," list these addresses on Section 1.I. of Schedule D. If a web address serves as a portal through which to access other information you have published on the World Wide Web, you may list the portal without listing addresses for all of the other information.

Some advisers may need to list more than one portal address. Do not provide individual electronic mail addresses in response to this Item.

J. Contact Employee:

Name:	DELSA THOMAS	Title:	MANAGING MEMBER
Telephone Number:	(972) 719-9001	Facsimile Number:	(972) 719-9195
Number and Street 1:	545 EAST JOHN CARPENTER FREEWAY	Number and Street 2:	SUITE 300
City:	IRVING	State:	TX
		Country:	UNITED STATES
		ZIP+4/Postal Code:	75062

Electronic mail (e-mail) address, if contact employee has one:
DELSA.THOMAS@DCCMG.COM

The contact employee should be an employee whom you have authorized to receive information and respond to questions about this Form ADV.

YES NO

- K. Do you maintain some or all of the books and records you are required to keep under Section 204 of the Advisers Act, or similar state law, somewhere other than your principal office and place of business? YES NO

If "yes," complete Section 1.K. of Schedule D.

YES NO

- L. Are you registered with a foreign financial regulatory authority? YES NO

Answer "no" if you are not registered with a foreign financial regulatory authority, even if you have an affiliate that is registered with a foreign financial regulatory authority. If "yes," complete Section 1.L. of Schedule D.

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC

CRD Number:
158639

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Item 2 SEC Registration

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2 only if you are applying for SEC registration or submitting an *annual updating amendment* to your SEC registration.

- A. To register (or remain registered) with the SEC, you must check at least one of the Items 2.A(1) through 2.A(11), below. If you are submitting an *annual updating amendment* to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A(12). You:

(1) have assets under management of \$25 million (in U.S. dollars) or more;

See Part 1A Instruction 2.a. to determine whether you should check this box.

(2) have your principal office and place of business in Wyoming;

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- (3) have your *principal office and place of business* outside the United States;
- (4) are an investment adviser (or sub-adviser) to an investment company registered under the Investment Company Act of 1940;

See Part 1A Instruction 2.b. to determine whether you should check this box.

- (5) have been designated as a nationally recognized statistical rating organization;

See Part 1A Instruction 2.c. to determine whether you should check this box.

- (6) are a pension consultant that qualifies for the exemption in rule 203A-2(b);

See Part 1A Instruction 2.d. to determine whether you should check this box.

- (7) are relying on rule 203A-2(c) because you are an investment adviser that *controls, is controlled by, or is under common control with*, an investment adviser that is registered with the SEC, and your *principal office and place of business* is the same as the registered adviser;

See Part 1A Instruction 2.e. to determine whether you should check this box. If you check this box, complete Section 2.A(7) of Schedule D.

- (8) are a newly formed adviser relying on rule 203A-2(d) because you expect to be eligible for SEC registration within 120 days;

See Part 1A Instruction 2.f. to determine whether you should check this box. If you check this box, complete Section 2.A(8) of Schedule D.

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC

CRD Number:

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Item 2 SEC Registration (Continued)

- (9) are a multi-state adviser relying on rule 203A-2(e);

See Part 1A Instruction 2.g. to determine whether you should check this box. If you check this box, complete Section 2.A(9) of Schedule D.

- (10) are an Internet investment adviser relying on rule 203A-2(f);

See Part 1A Instructions 2.h. to determine whether you should check this box.

- (11) have received an SEC order exempting you from the prohibition against registration with the SEC;

If you checked this box, complete Section 2.A(11) of Schedule D.

- (12) are no longer eligible to remain registered with the SEC.

See Part 1A Instructions 2.i. to determine whether you should check this box.

- B. Under state laws, SEC-registered advisers may be required to provide to *state securities authorities* a copy of the Form ADV and any amendments they file with the SEC. These are called *notice filings*. If this is an initial application, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings you submit to the SEC. If this is an amendment to direct your *notice filings* to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings you submit to the SEC. If this is an amendment to your registration to stop your *notice filings* from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

<input type="checkbox"/> AL	<input type="checkbox"/> ID	<input type="checkbox"/> MO	<input type="checkbox"/> PA
<input type="checkbox"/> AK	<input type="checkbox"/> IL	<input type="checkbox"/> MT	<input type="checkbox"/> PR
<input type="checkbox"/> AZ	<input type="checkbox"/> IN	<input type="checkbox"/> NE	<input type="checkbox"/> RI
<input type="checkbox"/> AR	<input type="checkbox"/> IA	<input type="checkbox"/> NV	<input type="checkbox"/> SC
<input type="checkbox"/> CA	<input type="checkbox"/> KS	<input type="checkbox"/> NH	<input type="checkbox"/> SD
<input type="checkbox"/> CO	<input type="checkbox"/> KY	<input type="checkbox"/> NJ	<input type="checkbox"/> TN
<input type="checkbox"/> CT	<input type="checkbox"/> LA	<input type="checkbox"/> NM	<input type="checkbox"/> TX
<input type="checkbox"/> DE	<input type="checkbox"/> ME	<input type="checkbox"/> NY	<input type="checkbox"/> UT
<input type="checkbox"/> DC	<input type="checkbox"/> MD	<input type="checkbox"/> NC	<input type="checkbox"/> VT
<input type="checkbox"/> FL	<input type="checkbox"/> MA	<input type="checkbox"/> ND	<input type="checkbox"/> VI
<input type="checkbox"/> GA	<input type="checkbox"/> MI	<input type="checkbox"/> OH	<input type="checkbox"/> VA
<input type="checkbox"/> GU	<input type="checkbox"/> MN	<input type="checkbox"/> OK	<input type="checkbox"/> WA
<input type="checkbox"/> HI	<input type="checkbox"/> MS	<input type="checkbox"/> OR	<input type="checkbox"/> WV
			<input type="checkbox"/> WI

If you are amending your registration to stop your notice filings from going to a state that currently receives them and you do not want to pay that state's notice filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

Item 3 Form Of Organization

- A. How are you organized?

- Corporation
 Sole Proprietorship
 Limited Liability Partnership (LLP)
 Partnership
 Limited Liability Company (LLC)
 Other (specify):

If you are changing your response to this Item, see Part 1A Instruction 4.

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC**
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8/3/2011 11:00:01 AM

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[REDACTED]
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Item 3 Form Of Organization (Continued)

- B. In what month does your fiscal year end each year?
December
- C. Under the laws of what state or country are you organized?
State: Country:
Texas UNITED STATES

Item 4 Successions

- | | YES | NO |
|--|-----------------------|----------------------------------|
| A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser? | <input type="radio"/> | <input checked="" type="radio"/> |

If "yes," complete Item 4.B. and Section 4 of Schedule D.

- B. Date of Succession: (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

Item 5 Information About Your Advisory Business

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly-formed advisers for completing this Item 5.

Employees

- A. Approximately how many *employees* do you have? Include full and part-time *employees* but do not include any clerical workers.

<input checked="" type="radio"/> 1-5	<input type="radio"/> 6-10	<input type="radio"/> 11-50	<input type="radio"/> 51-250	<input type="radio"/> 251-500
<input type="radio"/> 501-1,000	<input type="radio"/> More than 1,000	If more than 1,000, how many? (round to the nearest 1,000)		

- B.

- (1) Approximately how many of these *employees* perform investment advisory functions (including research)?

<input type="radio"/> 0	<input checked="" type="radio"/> 1-5	<input type="radio"/> 6-10	<input type="radio"/> 11-50	<input type="radio"/> 51-250
<input type="radio"/> 251-500	<input type="radio"/> 501-1,000	<input type="radio"/> More than 1,000	If more than 1,000, how many? (round to the nearest 1,000)	

- (2) Approximately how many of these *employees* are registered representatives of a broker-dealer?

<input checked="" type="radio"/> 0	<input type="radio"/> 1-5	<input type="radio"/> 6-10	<input type="radio"/> 11-50	<input type="radio"/> 51-250
------------------------------------	---------------------------	----------------------------	-----------------------------	------------------------------

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251-500
 501-1,000
 More than 1,000
 If more than 1,000, how many? (round to the nearest 1,000)

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Items 5.A(1) and 5.B(2). If an employee performs more than one function, you should count that employee in each of your responses to Item 5.B(1) and 5.B(2).

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

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Item 5 Information About Your Advisory Business (Continued)

(3) Approximately how many firms or other persons solicit advisory clients on your behalf?

0
 1-5
 6-10
 11-50
 51-250
 251-500
 501-1,000
 More than 1,000
 If more than 1,000, how many? (round to the nearest 1,000)

In your response to Item 5.B(3), do not count any of your employees and count a firm only once -- do not count each of the firm's employees that solicit on your behalf.

Clients

C. To approximately how many clients did you provide investment advisory services during your most-recently completed fiscal year?

0
 1-10
 11-25
 26-100
 101-250
 251-500
 More than 500
 If more than 500, how many? (round to the nearest 500)

D. What types of clients do you have? Indicate the approximate percentage that each type of client comprises of your total number of clients.

	None to 10%	Up to 10%	11-25%	26-50%	51-75%	More Than 75%
(1) Individuals (other than high net worth individuals)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(2) High net worth individuals	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(3) Banking or thrift institutions	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(4) Investment companies (including mutual funds)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(5) Pension and profit sharing plans (other than plan participants)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(6) Other pooled investment vehicles (e.g., hedge funds)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

- (7) Charitable organizations
- (8) Corporations or other businesses not listed above
- (9) State or municipal government entities
- (10) Other:

The category "individuals" includes trusts, estates, 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships.

Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, check "None" in response to Item 5.D(4).

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

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Item 5 Information About Your Advisory Business (Continued)

Compensation Arrangements

E. You are compensated for your investment advisory services by (check all that apply):

- (1) A percentage of assets under your management
- (2) Hourly charges
- (3) Subscription fees (for a newsletter or periodical)
- (4) Fixed fees (other than subscription fees)
- (5) Commissions
- (6) Performance-based fees
- (7) Other (specify):

Assets Under Management

- | | | |
|---|----------------------------------|--------------------------|
| | YES | NO |
| F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios? | <input checked="" type="radio"/> | <input type="radio"/> |
| (2) If yes, what is the amount of your assets under management and total number of accounts? | | |
| | U.S. Dollar Amount | Total Number of Accounts |
| Discretionary: | (a) \$ 0 .00 | (d) 0 |
| Non-Discretionary: | (b) \$ 600000000 .00 | (e) 1 |
| Total: | (c) \$ 600000000 .00 | (f) 1 |

Part 1A Instruction 5.b. explains how to calculate your assets under management. You must follow these instructions carefully when completing this Item.

Advisory Activities

G. What type(s) of advisory services do you provide? Check all that apply.

- (1) Financial planning services
- (2) Portfolio management for individuals and/or small businesses
- (3) Portfolio management for investment companies
- (4) Portfolio management for businesses or institutional *clients* (other than investment companies)
- (5) Pension consulting services
- (6) Selection of other advisers
- (7) Publication of periodicals or newsletters
- (8) Security ratings or pricing services
- (9) Market timing services
- (10) Other (specify):

Do not check Item 5.G(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940.

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC

CRD Number:

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Item 5 Information About Your Advisory Business (Continued)

H. If you provide financial planning services, to how many *clients* did you provide these services during your last fiscal year?

- 0 1-10 11-25 26-50 51-100
- 101-250 251-500 More than 500 If more than 500, how many?
(round to the nearest 500)

I. If you participate in a *wrap fee program*, do you (check all that apply):

- (1) *sponsor* the *wrap fee program* ?
- (2) act as a portfolio manager for the *wrap fee program*?

If you are a portfolio manager for a wrap fee program, list the names of the programs and their sponsors in Section 5.I(2) of Schedule D.

If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program, do not check either Item 5.I(1) or 5.I(2).

Item 6 Other Business Activities

In this Item, we request information about your other business activities.

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A. You are actively engaged in business as a (check all that apply):

- (1) Broker-dealer
 (2) Registered representative of a broker-dealer
 (3) Futures commission merchant, commodity pool operator, or commodity trading advisor
 (4) Real estate broker, dealer, or agent
 (5) Insurance broker or agent
 (6) Bank (including a separately identifiable department or division of a bank)
 (7) Other financial product salesperson (specify):

YES NO

B. (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?

YES NO

(2) If yes, is this other business your primary business?

YES NO

If "yes," describe this other business on Section 6.B. of Schedule D.

YES NO

(3) Do you sell products or provide services other than investment advice to your advisory clients?

YES NO

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Item 7 Financial Industry Affiliations

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your *clients*.

Item 7 requires you to provide information about you and your *related persons*. Your *related persons* are all of your *advisory affiliates* and any *related person* that is under common control with you.

A. You have a *related person* that is a (check all that apply):

- (1) broker-dealer, municipal securities dealer, or government securities broker or dealer
 (2) investment company (including mutual funds)
 (3) other investment adviser (including financial planners)
 (4) futures commission merchant, commodity pool operator, or commodity trading advisor
 (5) banking or thrift institution
 (6) accountant or accounting firm
 (7) lawyer or law firm
 (8) insurance company or agency
 (9) pension consultant
 (10) real estate broker or dealer
 (11) sponsor or syndicator of limited partnerships

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If you checked Items 7.A.(1) or (3), you must list on Section 7.A. of Schedule D all your related persons that are investment advisers, broker-dealers, municipal securities dealers, or government securities broker or dealers.

- | | Yes | No |
|---|----------------------------------|-----------------------|
| B. Are you or any related person a general partner in an investment-related limited partnership or manager of an investment-related limited liability company, or do you advise any other "private fund" as defined under SEC rule 203(b)(3)-1? | <input checked="" type="radio"/> | <input type="radio"/> |

If "yes," for each limited partnership or limited liability company, or (if applicable) private fund, complete Section 7.B. of Schedule D. If, however, you are an SEC-registered adviser and you have related persons that are SEC-registered advisers who are the general partners of limited partnerships or the managers of limited liability companies, you do not have to complete Section 7.B. of Schedule D with respect to those related advisers' limited partnerships or limited liability companies.

To use this alternative procedure, you must state in the Miscellaneous Section of Schedule D : (1) that you have related SEC-registered investment advisers that manage limited partnerships or limited liability companies that are not listed in Section 7.B. of Schedule D ; (2) that complete and accurate information about those limited partnerships or limited liability companies is available in Section 7.B. of Schedule D of the Form ADVs of your related SEC-registered advisers; and (3) whether your clients are solicited to invest in any of those limited partnerships or limited liability companies.


Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your *clients'* transactions. Like Item 7, this information identifies areas in which conflicts of interest may occur between you and your *clients*.

Like Item 7, Item 8 requires you to provide information about you and your *related persons*.

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Item 8 Participation or Interest in Client Transactions (Continued)

Proprietary Interest in Client Transactions

- | | Yes | No |
|--|----------------------------------|----------------------------------|
| A. Do you or any related person: | | |
| (1) buy securities for yourself from advisory <i>clients</i> , or sell securities you own to advisory <i>clients</i> (principal transactions)? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory <i>clients</i> ? | <input checked="" type="radio"/> | <input type="radio"/> |

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- (3) recommend securities (or other investment products) to advisory *clients* in which you or any *related person* has some other proprietary (ownership) interest (other than those mentioned in Items 8.A(1) or (2))?

Sales Interest in *Client* Transactions

- B. Do you or any *related person*:
- | | Yes | No |
|--|-----------------------|-----------------------|
| (1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory <i>client</i> securities are sold to or bought from the brokerage customer (agency cross transactions)? | <input type="radio"/> | <input type="radio"/> |
| (2) recommend purchase of securities to advisory <i>clients</i> for which you or any <i>related person</i> serves as underwriter, general or managing partner, or purchaser representative? | <input type="radio"/> | <input type="radio"/> |
| (3) recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)? | <input type="radio"/> | <input type="radio"/> |

Investment or Brokerage Discretion

- C. Do you or any *related person* have *discretionary authority* to determine the:
- | | Yes | No |
|--|-----------------------|-----------------------|
| (1) securities to be bought or sold for a <i>client's</i> account? | <input type="radio"/> | <input type="radio"/> |
| (2) amount of securities to be bought or sold for a <i>client's</i> account? | <input type="radio"/> | <input type="radio"/> |
| (3) broker or dealer to be used for a purchase or sale of securities for a <i>client's</i> account? | <input type="radio"/> | <input type="radio"/> |
| (4) commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions? | <input type="radio"/> | <input type="radio"/> |

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Item 8 Participation or Interest in *Client* Transactions (Continued)

- | | | |
|--|-----------------------|-----------------------|
| D. Do you or any <i>related person</i> recommend brokers or dealers to <i>clients</i> ? | <input type="radio"/> | <input type="radio"/> |
| E. Do you or any <i>related person</i> receive research or other products or services other than execution from a broker-dealer or a third party in connection with <i>client</i> securities transactions? | <input type="radio"/> | <input type="radio"/> |
| F. Do you or any <i>related person</i> , directly or indirectly, compensate any person for <i>client</i> referrals? | <input type="radio"/> | <input type="radio"/> |

In responding to this Item 8.F., consider in your response all cash and non-cash compensation that you or a related person gave any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.

Item 9 Custody

In this Item, we ask you whether you or a *related person* has custody of *client* assets and about your custodial practices.

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- A. (1) Do you have *custody* of any advisory *clients*': Yes No
 (a) cash or bank accounts?
 (b) securities?

If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisory fees directly from your clients' accounts, or (ii) a related person maintains client funds or securities as a qualified custodian but you have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)(2)-(d) (5)) from the related person.

- (2) If you checked "yes" to Item 9.A(1)(a) or (b), what is the amount of *client* funds and securities and total number of *clients* for which you have *custody*:
- | | |
|--------------------|-------------------------|
| U.S. Dollar Amount | Total Number of Clients |
| (a)\$ | (b) |

If your related person serves as qualified custodian of client assets, do not include the amount of those assets and the number of those clients in your response to Item 9.A.(2). Instead, include that information in your response to Item 9.B.(2).

- B. (1) Do any of your *related persons* have *custody* of any of your advisory *clients*': Yes No
 (a) cash or bank accounts?
 (b) securities?

You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).

- (2) If you checked "yes" to Item 9.B.(1)(a) or (b), what is the amount of *client* funds and securities and total number of *clients* for which your *related persons* have *custody*:
- | | |
|--------------------|-------------------------|
| U.S. Dollar Amount | Total Number of Clients |
| (a)\$ | (b) |

- C. If you or your *related persons* have *custody* of *client* funds or securities, check all the following that apply:

- (1) A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage.
- (2) An independent public accountant audits annually the pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the investors in the pools.
- (3) An independent public accountant conducts an annual surprise examination of *client* funds and securities.
- (4) An independent public accountant prepares an internal control report with respect to custodial services when you or your *related persons* are qualified custodians for *client* funds and securities.

If you checked Item 9.C.(2), C.(3) or C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal control report.

- D. Do you or your *related persons* act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*? Yes No
- (1) you act as a qualified custodian
 - (2) your *related persons* act as qualified custodians

If you checked "yes" to Item 9.D.(2), list in Section 9.D. of Schedule D all your related persons that act as qualified custodians for your clients in connection with advisory services you provide to clients (you do not have to list broker-dealers already identified as qualified custodians in Section 7.A. of Schedule D).

- E. If you are filing your annual updating amendment and you were subject to a surprise examination by an independent public accountant during your last fiscal year, provide the date (MM/YYYY) the examination commenced:

Item 10 Control Persons

In this Item, we ask you to identify every person that, directly or indirectly, controls you.

If you are submitting an initial application, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application, you must complete Schedule C.

Does any person not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, control your management or policies?

YES NO

If yes, complete Section 10 of Schedule D.

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Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your advisory affiliates. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below.

Your advisory affiliates are: (1) all of your current employees (other than employees performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any person performing similar functions); and (3) all persons directly or indirectly controlling you or controlled by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your advisory affiliates are.

If you are registered or registering with the SEC, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A(1), 11.A(2), 11.B(1), 11.B(2), 11.D(4), and 11.H(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary

orders, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

For "yes" answers to the following questions, complete a Criminal Action DRP:

- | A. In the past ten years, have you or any <i>advisory affiliate</i> : | YES | NO |
|--|-----------------------|----------------------------------|
| (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any <i>felony</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) been <i>charged</i> with any <i>felony</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |

If you are registered or registering with the SEC, you may limit your response to Item 11.A (2) to charges that are currently pending.

- | B. In the past ten years, have you or any <i>advisory affiliate</i> : | YES | NO |
|--|-----------------------|----------------------------------|
| (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a <i>misdemeanor</i> involving: investments or an <i>investment-related</i> business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) been <i>charged</i> with a <i>misdemeanor</i> listed in 11.B(1)? | <input type="radio"/> | <input checked="" type="radio"/> |

If you are registered or registering with the SEC, you may limit your response to Item 11.B (2) to charges that are currently pending.

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Item 11 Disclosure Information (Continued)

For "yes" answers to the following questions, complete a Regulatory Action DRP:

- | C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever: | YES | NO |
|--|-----------------------|----------------------------------|
| (1) <i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) <i>found</i> you or any <i>advisory affiliate</i> to have been <i>involved</i> in a violation of SEC or CFTC regulations or statutes? | <input type="radio"/> | <input checked="" type="radio"/> |
| (3) <i>found</i> you or any <i>advisory affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted? | <input type="radio"/> | <input checked="" type="radio"/> |
| (4) entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with <i>investment-related</i> activity? | <input type="radio"/> | <input checked="" type="radio"/> |
| (5) imposed a civil money penalty on you or any <i>advisory affiliate</i> , or <i>ordered</i> you or any <i>advisory affiliate</i> to cease and desist from any activity? | <input type="radio"/> | <input checked="" type="radio"/> |

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- D. Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority:
- (1) ever found you or any advisory affiliate to have made a false statement or omission, or been dishonest, unfair, or unethical?
 - (2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?
 - (3) ever found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?
 - (4) in the past ten years, entered an order against you or any advisory affiliate in connection with an investment-related activity?
 - (5) ever denied, suspended, or revoked your or any advisory affiliate's registration or license, or otherwise prevented you or any advisory affiliate, by order, from associating with an investment-related business or restricted your or any advisory affiliate's activity?
- E. Has any self-regulatory organization or commodities exchange ever:
- (1) found you or any advisory affiliate to have made a false statement or omission?
 - (2) found you or any advisory affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the SEC)?
 - (3) found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?
 - (4) disciplined you or any advisory affiliate by expelling or suspending you or the advisory affiliate from membership, barring or suspending you or the advisory affiliate from association with other members, or otherwise restricting your or the advisory affiliate's activities?

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Item 11 Disclosure Information (Continued)

- | | YES | NO |
|---|-----------------------|----------------------------------|
| F. Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any advisory affiliate ever been revoked or suspended? | <input type="radio"/> | <input checked="" type="radio"/> |
| G. Are you or any advisory affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.? | <input type="radio"/> | <input checked="" type="radio"/> |
| <u>For "yes" answers to the following questions, complete a Civil Judicial Action DRP:</u> | | |
| H. (1) Has any domestic or foreign court: | YES | NO |

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- (a) in the past ten years, *enjoined* you or any *advisory affiliate* in connection with any *investment-related* activity?
- (b) ever *found* that you or any *advisory affiliate* were *involved* in a violation of *investment-related* statutes or regulations?
- (c) ever dismissed, pursuant to a settlement agreement, an *investment-related* civil action brought against you or any *advisory affiliate* by a state or *foreign financial regulatory authority*?
- (2) Are you or any *advisory affiliate* now the subject of any *civil proceeding* that could result in a "yes" answer to any part of Item 11.H(1)?

Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC and you indicated in response to Item 5.F(2)(c) that you have assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

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Item 12 Small Businesses (Continued)

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- Control means the power to direct or cause the direction of the management or policies of a *person*, whether through ownership of securities, by contract, or otherwise. Any *person* that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another *person* is presumed to control the other *person*.

- | | YES | NO |
|--|-----------------------|----------------------------------|
| A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year? | <input type="radio"/> | <input checked="" type="radio"/> |
| <i>If "yes," you do not need to answer Items 12.B. and 12.C.</i> | | |
| B. Do you: | | |
| (1) <i>control</i> another investment adviser that had assets under management of \$25 million or more on the last day of its most recent fiscal year? | <input type="radio"/> | <input checked="" type="radio"/> |

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- (2) *control* another *person* (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?
- C. Are you:
- (1) *controlled* by or under common *control* with another investment adviser that had assets under management of \$25 million or more on the last day of its most recent fiscal year?
- (2) *controlled* by or under common *control* with another *person* (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?

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You must complete this Part 1B only if you are applying for registration, or are registered, as an investment adviser with any of the *state securities authorities*.

Part 1B Item 1 - State Registration

Complete this Item 1 if you are submitting an initial application for state registration or requesting additional state registration(s). Check the boxes next to the states to which you are submitting this application. If you are already registered with at least one state and are applying for registration with an additional state or states, check the boxes next to the states in which you are applying for registration. Do not check the boxes next to the states in which you are currently registered or where you have an application for registration pending.

- | | | | |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AL | <input type="checkbox"/> ID | <input type="checkbox"/> MO | <input type="checkbox"/> PA |
| <input type="checkbox"/> AK | <input type="checkbox"/> IL | <input type="checkbox"/> MT | <input type="checkbox"/> PR |
| <input type="checkbox"/> AZ | <input type="checkbox"/> IN | <input type="checkbox"/> NE | <input type="checkbox"/> RI |
| <input type="checkbox"/> AR | <input type="checkbox"/> IA | <input type="checkbox"/> NV | <input type="checkbox"/> SC |
| <input type="checkbox"/> CA | <input type="checkbox"/> KS | <input type="checkbox"/> NH | <input type="checkbox"/> SD |
| <input type="checkbox"/> CO | <input type="checkbox"/> KY | <input type="checkbox"/> NJ | <input type="checkbox"/> TN |
| <input type="checkbox"/> CT | <input type="checkbox"/> LA | <input type="checkbox"/> NM | <input type="checkbox"/> TX |
| <input type="checkbox"/> DE | <input type="checkbox"/> ME | <input type="checkbox"/> NY | <input type="checkbox"/> UT |
| <input type="checkbox"/> DC | <input type="checkbox"/> MD | <input type="checkbox"/> NC | <input type="checkbox"/> VT |
| <input type="checkbox"/> FL | <input type="checkbox"/> MA | <input type="checkbox"/> ND | <input type="checkbox"/> VI |
| <input type="checkbox"/> GA | <input type="checkbox"/> MI | <input type="checkbox"/> OH | <input type="checkbox"/> VA |
| <input type="checkbox"/> GU | <input type="checkbox"/> MN | <input type="checkbox"/> OK | <input type="checkbox"/> WA |
| <input type="checkbox"/> HI | <input type="checkbox"/> MS | <input type="checkbox"/> OR | <input type="checkbox"/> WV |

WI

Part 1B Item 2 - Additional Information**A. Person responsible for supervision and compliance:**

Name:

Title:

Telephone:

Fax:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

Email address, if available:

If this address is a private residence, check this box: **B. Bond/Capital Information, if required by your home state.**

(1) Name of Issuing Insurance Company:

(2) Amount of Bond:

\$.00

(3) Bond Policy Number:

Yes No

(4) If required by your home state, are you in compliance with your home state's minimum capital requirements?

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Part 1B Item 2 - Additional Information (Continued)

	Yes	No
For "yes" answers to the following question, complete a Bond DRP.		
C. Has a bonding company ever denied, paid out on, or revoked a bond for you?	<input type="radio"/>	<input type="radio"/>
For "yes" answers to the following question, complete a Judgment/Lien DRP:		
D. Do you have any unsatisfied judgments or liens against you?	<input type="radio"/>	<input type="radio"/>
For "yes" answers to the following questions, complete an Arbitration DRP:		
E. Are you, any advisory affiliate, or any management person currently the subject of, or have you, any advisory affiliate, or any management person been the subject of, an arbitration claim alleging damages in excess of \$2,500, involving any of the following:		
(1) any investment or an investment-related business of activity?	<input type="radio"/>	<input type="radio"/>

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- (2) fraud, false statement, or omission?
- (3) theft, embezzlement, or other wrongful taking of property?
- (4) bribery, forgery, counterfeiting, or extortion?
- (5) dishonest, unfair, or unethical practices?

For "yes" answers to the following questions, complete a Civil Judicial Action DRP:

F. Are you, any *advisory affiliate*, or any *management person* currently subject to, or have you, any *advisory affiliate*, or any *management person* been found liable in, a civil, *self-regulatory organization*, or administrative proceeding involving any of the following:

- (1) an investment or *investment-related* business or activity?
- (2) fraud, false statement, or omission?
- (3) theft, embezzlement, or other wrongful taking of property?
- (4) bribery, forgery, counterfeiting, or extortion?
- (5) dishonest, unfair, or unethical practices?

G. Other Business Activities

(1) You are actively engaged in business as a(n) (check all that apply):

- Attorney
- Certified Public Accountant
- Tax Preparer

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Part 1B Item 2 - Additional Information (Continued)

(2) If you are actively engaged in any business other than those listed in Item 6.A of Part 1A or Item 2.G(1) of Part 1B, describe the business and the approximate amount of time spent on that business:

H. If you provide financial planning services, the investments made based on those services at the end of your last fiscal year totaled:

	Securities Investments	Non-Securities Investments
Under \$100,000	<input type="radio"/>	<input type="radio"/>
\$100,001 to \$500,000	<input type="radio"/>	<input type="radio"/>
\$500,001 to \$1,000,000	<input type="radio"/>	<input type="radio"/>
\$1,000,001 to \$2,500,000	<input type="radio"/>	<input type="radio"/>
\$2,500,001 to \$5,000,000	<input type="radio"/>	<input type="radio"/>
More than \$5,000,000	<input type="radio"/>	<input type="radio"/>

If securities investments are over \$5,000,000, how much? (round to the nearest \$1,000,000)

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If non-securities investments are over \$5,000,000, how much? (round to the nearest \$1,000,000)

	Yes	No
I. Custody		
(1) Do you withdraw advisory fees directly from your <i>clients'</i> accounts? If you answered "yes", respond to the following:	<input type="radio"/>	<input type="radio"/>
(a) Do you send a copy of your invoice to the custodian or trustee at the same time that you send a copy to the <i>client</i> ?	<input type="radio"/>	<input type="radio"/>
(b) Does the custodian send quarterly statements to your <i>clients</i> showing all disbursements for the custodian account, including the amount of the advisory fees?	<input type="radio"/>	<input type="radio"/>
(c) Do your <i>clients</i> provide written authorization permitting you to be paid directly for their accounts held by the custodian or trustee?	<input type="radio"/>	<input type="radio"/>
(2) Do you act as a general partner for any partnership or trustee for any trust in which your advisory <i>clients</i> are either partners of the partnership or beneficiaries of the trust? If you answered "yes", respond to the following:	<input type="radio"/>	<input type="radio"/>
(a) As the general partner of a partnership, have you engaged an attorney or an independent certified public accountant to provide authority permitting each direct payment or any transfer of funds or securities from the partnership account?	<input type="radio"/>	<input type="radio"/>
(3) Do you require the prepayment of fees of more than \$500 per <i>client</i> and for six months or more in advance?	<input type="radio"/>	<input type="radio"/>

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC

CRD Number:

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Part 1B Item 2 - Additional Information (Continued)

	Yes	No
J. If you are organized as a sole proprietorship, please answer the following:		
(1) (a) Have you passed, on or after January 1, 2000, the Series 65 examination?	<input type="radio"/>	<input type="radio"/>
(b) Have you passed, on or after January 1, 2000, the Series 66 examination and also passed, at any time, the Series 7 examination?	<input type="radio"/>	<input type="radio"/>
(2) (a) Do you have any investment advisory professional designations? If "no", you do not need to answer Item 2.J(2)(b).	<input type="radio"/>	<input type="radio"/>
(b) I have earned and I am in good standing with the organization that issued the following credential:		
<input type="checkbox"/> Certified Financial Planner ("CFP")		
<input type="checkbox"/> Chartered Financial Analyst ("CFA")		
<input type="checkbox"/> Chartered Financial Consultant ("ChFC")		
<input type="checkbox"/> Chartered Investment Counselor ("CIC")		
<input type="checkbox"/> Personal Financial Specialist ("PFS")		
<input type="checkbox"/> None of the above		

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(3) Your Social Security Number: _____

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number: [REDACTED]

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Amend, retire or file new brochures:

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number: [REDACTED]

ADV - SEC Initial, SCHEDULE A
8/3/2011 11:00:01 AM

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Form ADV, Schedule A

Direct Owners and Executive Officers

1. Complete Schedule A only if you are submitting an initial application. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
2. Direct Owners and Executive Officers. List below the names of:
 - (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer (Chief Compliance Officer is required and cannot be more than one individual), director, and any other individuals with similar status or functions;
 - (b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);

Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

- (c) if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
- (d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and

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For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are:
- | | |
|---------------------------|--|
| C - 25% but less than 50% | E - 75% or more |
| D - 50% but less than 75% | F - Other (general partner, trustee, or elected manager) |
7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
- (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15 (d) of the Exchange Act.
- (c) Complete each column.

No Indirect Owner Information Filed

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

ADV - SEC Initial, SCHEDULE C
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Form ADV, Schedule C

Amendments to Schedules A and B

1. Use Schedule C only to amend information requested on either Schedule A or Schedule B. Refer to Schedule A and Schedule B for specific instructions for completing this Schedule C. Complete each column.

- 2. In the Type of Amendment column, indicate "A" (addition), "D" (deletion), or "C" (change in information about the same *person*).
- 3. Ownership codes are:

NA - less than 5%	C - 25% but less than 50%	G - Other (general partner, trustee, or elected member)
A - 5% but less than 10%	D - 50% but less than 75%	
B - 10% but less than 25%	E - 75% or more	
- 4. List below all changes to Schedule A (Direct Owners and Executive Officers):
No Changes to Direct Owner / Executive Officer Information Filed
- 5. List below all changes to Schedule B (Indirect Owners):
No Changes to Indirect Owner Information Filed

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

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Form ADV, Schedule D Page 1

Certain items in Part 1A of Form ADV require additional information on Schedule D. Use this Schedule D Page 1 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Section 1.B. Other Business Names

List your other business names and the jurisdictions in which you use them. You must complete a separate Schedule D for each business name.

No Information Filed

Section 1.F. Other Offices

Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Page 1 for each location. If you are applying for registration, or are registered, only with the SEC, list only the largest five (in terms of numbers of *employees*).

No Information Filed

Section 1.I. World Wide Web Site Addresses

List your World Wide Web site addresses. You must complete a separate Schedule D for each World Wide Web site address.

No Information Filed

Section 1.K. Locations of Books and Records

Complete the following information for each location at which you keep your books and records, other than your *principal office and place of business*. You must complete a separate Schedule D Page 1 for each location.

No Information Filed

**FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

**ADV - SEC Initial, SCHEDULE D, Page 2
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Form ADV, Schedule D Page 2

Use this Schedule D Page 2 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Section 1.L. Registration with Foreign Financial Regulatory Authorities

List the name, in English, of each *foreign financial regulatory authority* and country with which you are registered. You must complete a separate Schedule D Page 2 for each *foreign financial regulatory authority* with whom you are registered.

No Information Filed

Section 2.A(7) Affiliated Adviser

If you are relying on the exemption in rule 203A-2(c) from the prohibition on registration because you *control*, are *controlled by*, or are under common *control* with an investment adviser that is registered with the SEC and your *principal office and place of business* is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser (if any)

SEC Number of Registered Investment Adviser
801-

Section 2.A(8) Newly Formed Adviser

If you are relying on rule 203A-2(d), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

Section 2.A(9) Multi-State Adviser

If you are relying on rule 203A-2(e), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

- I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 30 or more states to register as an investment adviser with the securities authorities in those states.
- I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 25 states to register as an investment adviser with the securities authorities of those states.

If you are submitting your *annual updating amendment*, you must make this representation:

- Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 25 states to register as an investment adviser with the securities authorities in those states.

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC

CRD Number:

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Form ADV, Schedule D Page 3

Use this Schedule D Page 3 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Section 2.A(11) SEC Exemptive Order

No Information Filed

Section 4 Successions

Complete the following information if you are succeeding to the business of a currently-registered investment adviser. If you acquired more than one firm in the succession you are reporting on this Form ADV, you must complete a separate Schedule D Page 3 for each acquired firm. See Part 1A Instruction 4.

No Information Filed

Section 5.I(2) Wrap Fee Programs

If you are a portfolio manager for one or more *wrap fee programs*, list the name of each program and its *sponsor*. You must complete a separate Schedule D Page 3 for each *wrap fee program* for which you are a portfolio manager.

No Information Filed

Section 6.B. Description of Primary Business

No Information Filed

SECTION 7.A. Affiliated Investment Advisers and Broker-Dealers

No Information Filed

**FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

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Form ADV, Schedule D Page 4

Use this Schedule D Page 4 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Section 7.B. Limited Partnership Participation or Other Private Fund Participation

You must complete a separate Schedule D Page 4 for each limited partnership in which you or a *related person* is a general partner, each limited liability company for which you or a *related person* is a manager, and each other private fund that you advise.

Name of Limited Partnership, Limited Liability Company, or other Private Fund:
THE SOLOMON FUND, LP

Name of General Partner or Manager:
THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(b)(3)-1? Yes No

Are your *clients* solicited to invest in the limited partnership, limited liability company, or other private fund?

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund?
0 %

Minimum investment commitment required of a limited partner, member, or other investor:
\$ 250000

Current value of the total assets of the limited partnership, limited liability company, or other private fund:
\$ 600000000

SECTION 9.C. Independent Public Accountant

No Information Filed

SECTION 9.D. Related Person Qualified Custodian

No Information Filed

Section 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Individual Name (if applicable) (Last, First, Middle)

THOMAS, DELSA, U

CRD Number (if any)

██████████

Effective Date

06/28/2011

Termination Date

Business Address:

Number and Street 1:		Number and Street 2:	
545 EAST JOHN CARPENTER FREEWAY		SUITE 300	
City:	State:	Country:	ZIP+4/Postal Code:
IRVING	TX	UNITED STATES	75062


If this address is a private residence, check this box:

Briefly describe the nature of the control:

DELSA THOMAS IS THE MANAGING MEMBER AND 100% OWNER OF THE BUSINESS. SHE IS RESPONSIBLE FOR ALL INVESTMENT RELATED AND BUSINESS DECISIONS.

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC
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Form ADV, Schedule D Page 5


Use this Schedule D Page 5 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC
ADV - SEC Initial, DRP Pages
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CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

Bond DRPs

No Information Filed

Judgment/Lien DRPs

No Information Filed

Arbitration DRPs

No Information Filed

FORM ADV**UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

**Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC**

CRD Number:

**ADV - SEC Initial, Execution Pages
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DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for SEC registration and all amendments to registration.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:
DELSA THOMAS

Date: MM/DD/YYYY
08/03/2011

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Printed Name:
DELSA THOMAS

Title:
MANAGING MEMBER

Adviser CRD Number:
[REDACTED]

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for SEC registration and all amendments to registration.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

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I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

Date: MM/DD/YYYY

Printed Name:

Title:

Adviser CRD Number:



State Registered Investment Adviser Execution Page

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for state registration and all amendments to registration.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the legally designated officers and their successors, of the state in which you maintain your *principal office and place of business* and any other state in which you are applying for registration or amending your registration, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are applying for registration or amending your registration.

2. State-Registered Investment Adviser Affidavit

If you are subject to state regulation, by signing this Form ADV, you represent that, you are in compliance with the registration requirements of the state in which you maintain your principal place of business and are in compliance with the bonding, capital, and recordkeeping requirements of that state.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature	Date MM/DD/YYYY
CRD Number 158639	
Printed Name	Title

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**EXHIBIT 10
TO MAGEE
DECLARATION**

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

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ADV Part 1A, Page 1

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 3.

Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you.

- A. Your full legal name (if you are a sole proprietor, your last, first, and middle names):
THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC
- B. Name under which you primarily conduct your advisory business, if different from Item 1.A.
THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC
List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.
- C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of
 your legal name or your primary business name:
- D. If you are registered with the SEC as an investment adviser, your SEC file number: 801-72658
- E. If you have a number ("CRD Number") assigned by FINRA's CRD system or by the IARD system, your CRD number: 158639
If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

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Item 1 Identifying Information (Continued)

- F. *Principal Office and Place of Business*
(1) Address (do not use a P.O. Box):

Number and Street 1:		Number and Street 2:	
545 EAST JOHN CARPENTER FREEWAY		SUITE 300	
City:	State:	Country:	ZIP+4/Postal Code:
IRVING	TX	UNITED STATES	75062

If this address is a private residence, check this box:

List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for registration, or are registered only, with the SEC, list the largest five offices in terms of numbers of employees.

(2) Days of week that you normally conduct business at your principal office and place of business:

Monday-Friday Other:

Normal business hours at this location:

8:30 AM TO 4 PM (CST)

(3) Telephone number at this location:

(972) 719-9001

(4) Facsimile number at this location:

(972) 719-9195

G. Mailing address, if different from your principal office and place of business address:

Number and Street 1:		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:

If this address is a private residence, check this box:

H. If you are a sole proprietor, state your full residence address, if different from your principal office and place of business address in Item 1.F.:

Number and Street 1:		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
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Item 1 Identifying Information (Continued)

I. Do you have World Wide Web site addresses?

YES NO

If "yes," list these addresses on Section 1.I. of Schedule D. If a web address serves as a portal through which to access other information you have published on the World Wide Web, you may list the portal without listing addresses for all of the other information.

Some advisers may need to list more than one portal address. Do not provide individual electronic mail addresses in response to this Item.

J. Contact Employee:

Name:	Title:		
DELSA THOMAS	MANAGING MEMBER		
Telephone Number:	Facsimile Number:		
(972) 719-9001	(972) 719-9195		
Number and Street 1:	Number and Street 2:		
545 EAST JOHN CARPENTER FREEWAY	SUITE 300		
City:	State:	Country:	ZIP+4/Postal Code:
IRVING	TX	UNITED STATES	75062

Electronic mail (e-mail) address, if contact employee has one:
DELSA.THOMAS@DCCMG.COM

The contact employee should be an employee whom you have authorized to receive information and respond to questions about this Form ADV.

YES NO

- K. Do you maintain some or all of the books and records you are required to keep under Section 204 of the Advisers Act, or similar state law, somewhere other than your principal office and place of business? YES NO
- If "yes," complete Section 1.K. of Schedule D.

YES NO

- L. Are you registered with a foreign financial regulatory authority? YES NO
- Answer "no" if you are not registered with a foreign financial regulatory authority, even if you have an affiliate that is registered with a foreign financial regulatory authority. If "yes," complete Section 1.L. of Schedule D.

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Item 2 SEC Registration

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2 only if you are applying for SEC registration or submitting an annual updating amendment to your SEC registration.

- A. To register (or remain registered) with the SEC, you must check at least one of the Items 2.A(1) through 2.A(11), below. If you are submitting an annual updating amendment to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A(12). You:

(1) have assets under management of \$25 million (in U.S. dollars) or more;

See Part 1A Instruction 2.a. to determine whether you should check this box.

(2) have your principal office and place of business in Wyoming;

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(3) have your *principal office and place of business* outside the United States;

(4) are an investment adviser (or sub-adviser) to an investment company registered under the Investment Company Act of 1940;

See Part 1A Instruction 2.b. to determine whether you should check this box.

(5) have been designated as a nationally recognized statistical rating organization;

See Part 1A Instruction 2.c. to determine whether you should check this box.

(6) are a pension consultant that qualifies for the exemption in rule 203A-2(b);

See Part 1A Instruction 2.d. to determine whether you should check this box.

(7) are relying on rule 203A-2(c) because you are an investment adviser that *controls, is controlled by, or is under common control with*, an investment adviser that is registered with the SEC, and your *principal office and place of business* is the same as the registered adviser;

See Part 1A Instruction 2.e. to determine whether you should check this box. If you check this box, complete Section 2.A(7) of Schedule D.

(8) are a newly formed adviser relying on rule 203A-2(d) because you expect to be eligible for SEC registration within 120 days;

See Part 1A Instruction 2.f. to determine whether you should check this box. If you check this box, complete Section 2.A(8) of Schedule D.

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Item 2 SEC Registration (Continued)

(9) are a multi-state adviser relying on rule 203A-2(e);

See Part 1A Instruction 2.g. to determine whether you should check this box. If you check this box, complete Section 2.A(9) of Schedule D.

(10) are an Internet investment adviser relying on rule 203A-2(f);

See Part 1A Instructions 2.h. to determine whether you should check this box.

- (11) have received an SEC order exempting you from the prohibition against registration with the SEC;

If you checked this box, complete Section 2.A(11) of Schedule D.

- (12) are no longer eligible to remain registered with the SEC.

See Part 1A Instructions 2.i. to determine whether you should check this box.

- B. Under state laws, SEC-registered advisers may be required to provide to state securities authorities a copy of the Form ADV and any amendments they file with the SEC. These are called *notice filings*. If this is an initial application, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings you submit to the SEC. If this is an amendment to direct your *notice filings* to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings you submit to the SEC. If this is an amendment to your registration to stop your *notice filings* from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

<input type="checkbox"/> AL	<input type="checkbox"/> ID	<input type="checkbox"/> MO	<input type="checkbox"/> PA
<input type="checkbox"/> AK	<input type="checkbox"/> IL	<input type="checkbox"/> MT	<input type="checkbox"/> PR
<input type="checkbox"/> AZ	<input type="checkbox"/> IN	<input type="checkbox"/> NE	<input type="checkbox"/> RI
<input type="checkbox"/> AR	<input type="checkbox"/> IA	<input type="checkbox"/> NV	<input type="checkbox"/> SC
<input type="checkbox"/> CA	<input type="checkbox"/> KS	<input type="checkbox"/> NH	<input type="checkbox"/> SD
<input type="checkbox"/> CO	<input type="checkbox"/> KY	<input type="checkbox"/> NJ	<input type="checkbox"/> TN
<input type="checkbox"/> CT	<input type="checkbox"/> LA	<input type="checkbox"/> NM	<input checked="" type="checkbox"/> TX
<input type="checkbox"/> DE	<input type="checkbox"/> ME	<input type="checkbox"/> NY	<input type="checkbox"/> UT
<input type="checkbox"/> DC	<input type="checkbox"/> MD	<input type="checkbox"/> NC	<input type="checkbox"/> VT
<input type="checkbox"/> FL	<input type="checkbox"/> MA	<input type="checkbox"/> ND	<input type="checkbox"/> VI
<input type="checkbox"/> GA	<input type="checkbox"/> MI	<input type="checkbox"/> OH	<input type="checkbox"/> VA
<input type="checkbox"/> GU	<input type="checkbox"/> MN	<input type="checkbox"/> OK	<input type="checkbox"/> WA
<input type="checkbox"/> HI	<input type="checkbox"/> MS	<input type="checkbox"/> OR	<input type="checkbox"/> WV
			<input type="checkbox"/> WI

If you are amending your registration to stop your notice filings from going to a state that currently receives them and you do not want to pay that state's notice filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

Item 3 Form Of Organization

A. How are you organized?

- Corporation
 Sole Proprietorship
 Limited Liability Partnership (LLP)
 Partnership
 Limited Liability Company (LLC)
 Other (specify):

If you are changing your response to this Item, see Part 1A Instruction 4.

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Item 3 Form Of Organization (Continued)

- B. In what month does your fiscal year end each year?
 December
- C. Under the laws of what state or country are you organized?
 State: Country:
 Texas UNITED STATES

Item 4 Successions

- | | YES | NO |
|--|-----------------------|----------------------------------|
| A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser?
<i>If "yes," complete Item 4.B. and Section 4 of Schedule D.</i> | <input type="radio"/> | <input checked="" type="radio"/> |
| B. Date of Succession: (MM/DD/YYYY) | | |

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

Item 5 Information About Your Advisory Business

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly-formed advisers for completing this Item 5.

Employees

- A. Approximately how many *employees* do you have? Include full and part-time *employees* but do not include any clerical workers.

<input checked="" type="radio"/> 1-5	<input type="radio"/> 6-10	<input type="radio"/> 11-50	<input type="radio"/> 51-250	<input type="radio"/> 251-500
<input type="radio"/> 501-1,000	<input type="radio"/> More than 1,000	If more than 1,000, how many? (round to the nearest 1,000)		

B.

- (1) Approximately how many of these *employees* perform investment advisory functions (including research)?

<input type="radio"/> 0	<input checked="" type="radio"/> 1-5	<input type="radio"/> 6-10	<input type="radio"/> 11-50	<input type="radio"/> 51-250
<input type="radio"/> 251-500	<input type="radio"/> 501-1,000	<input type="radio"/> More than 1,000	If more than 1,000, how many? (round to the nearest 1,000)	

- (2) Approximately how many of these *employees* are registered representatives of a broker-dealer?

<input checked="" type="radio"/> 0	<input type="radio"/> 1-5	<input type="radio"/> 6-10	<input type="radio"/> 11-50	<input type="radio"/> 51-250
------------------------------------	---------------------------	----------------------------	-----------------------------	------------------------------

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251-500
 501-1,000
 More than 1,000
 If more than 1,000, how many? (round to the nearest 1,000)

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Items 5.A(1) and 5.B(2). If an employee performs more than one function, you should count that employee in each of your responses to Item 5.B(1) and 5.B(2).

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Item 5 Information About Your Advisory Business (Continued)

(3) Approximately how many firms or other persons solicit advisory clients on your behalf?

0
 1-5
 6-10
 11-50
 51-250
 251-500
 501-1,000
 More than 1,000
 If more than 1,000, how many? (round to the nearest 1,000)

In your response to Item 5.B(3), do not count any of your employees and count a firm only once -- do not count each of the firm's employees that solicit on your behalf.

Clients

C. To approximately how many clients did you provide investment advisory services during your most-recently completed fiscal year?

0
 1-10
 11-25
 26-100
 101-250
 251-500
 More than 500
 If more than 500, how many? (round to the nearest 500)

D. What types of clients do you have? Indicate the approximate percentage that each type of client comprises of your total number of clients.

	None	Up to 10%	11-25%	26-50%	51-75%	More Than 75%
(1) Individuals (other than high net worth individuals)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(2) High net worth individuals	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(3) Banking or thrift institutions	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(4) Investment companies (including mutual funds)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(5) Pension and profit sharing plans (other than plan participants)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(6) Other pooled investment vehicles (e.g., hedge funds)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>

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- (7) Charitable organizations
- (8) Corporations or other businesses not listed above
- (9) State or municipal *government entities*
- (10) Other:

The category "individuals" includes trusts, estates, 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships.

Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, check "None" in response to Item 5.D(4).

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Item 5 Information About Your Advisory Business (Continued)

Compensation Arrangements

E. You are compensated for your investment advisory services by (check all that apply):

- (1) A percentage of assets under your management
- (2) Hourly charges
- (3) Subscription fees (for a newsletter or periodical)
- (4) Fixed fees (other than subscription fees)
- (5) Commissions
- (6) *Performance-based fees*
- (7) Other (specify):

Assets Under Management

F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios? YES NO

(2) If yes, what is the amount of your assets under management and total number of accounts?

	U.S. Dollar Amount	Total Number of Accounts
Discretionary:	(a) \$ 0 .00	(d) 0
Non-Discretionary:	(b) \$ 600000000 0.00	(e) ± 0
Total:	(c) \$ 600000000 0.00	(f) ± 0

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Part 1A Instruction 5.b. explains how to calculate your assets under management. You must follow these instructions carefully when completing this Item.

Advisory Activities

G. What type(s) of advisory services do you provide? Check all that apply.

- (1) Financial planning services
- (2) Portfolio management for individuals and/or small businesses
- (3) Portfolio management for investment companies
- (4) Portfolio management for businesses or institutional *clients* (other than investment companies)
- (5) Pension consulting services
- (6) Selection of other advisers
- (7) Publication of periodicals or newsletters
- (8) Security ratings or pricing services
- (9) Market timing services
- (10) Other (specify):
PORTFOLIO MANAGEMENT FOR PRIVATE INVESTMENT VEHICLE

Do not check Item 5.G(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940.

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Item 5 Information About Your Advisory Business (Continued)

H. If you provide financial planning services, to how many *clients* did you provide these services during your last fiscal year?

- 0
 - 1-10
 - 11-25
 - 26-50
 - 51-100
 - 101-250
 - 251-500
 - More than 500
- If more than 500, how many? (round to the nearest 500)

I. If you participate in a *wrap fee program*, do you (check all that apply):

- (1) sponsor the *wrap fee program* ?
- (2) act as a portfolio manager for the *wrap fee program*?

If you are a portfolio manager for a *wrap fee program*, list the names of the programs and their sponsors in Section 5.I(2) of Schedule D.

If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program, do not check either Item 5.I(1) or 5.I(2).

Item 6 Other Business Activities

In this Item, we request information about your other business activities.

A. You are actively engaged in business as a (check all that apply):

- (1) Broker-dealer
- (2) Registered representative of a broker-dealer
- (3) Futures commission merchant, commodity pool operator, or commodity trading advisor
- (4) Real estate broker, dealer, or agent
- (5) Insurance broker or agent
- (6) Bank (including a separately identifiable department or division of a bank)
- (7) Other financial product salesperson (specify):

YES NO

B. (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?

(2) If yes, is this other business your primary business?

If "yes," describe this other business on Section 6.B. of Schedule D.

YES NO

(3) Do you sell products or provide services other than investment advice to your advisory clients?

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Item 7 Financial Industry Affiliations

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your clients.

Item 7 requires you to provide information about you and your related persons. Your related persons are all of your advisory affiliates and any related person that is under common control with you.

A. You have a related person that is a (check all that apply):

- (1) broker-dealer, municipal securities dealer, or government securities broker or dealer
- (2) investment company (including mutual funds)
- (3) other investment adviser (including financial planners)
- (4) futures commission merchant, commodity pool operator, or commodity trading advisor
- (5) banking or thrift institution
- (6) accountant or accounting firm
- (7) lawyer or law firm

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- (8) insurance company or agency
- (9) pension consultant
- (10) real estate broker or dealer
- (11) sponsor or syndicator of limited partnerships

If you checked Items 7.A.(1) or (3), you must list on Section 7.A. of Schedule D all your related persons that are investment advisers, broker-dealers, municipal securities dealers, or government securities broker or dealers.

Yes No

- B. Are you or any *related person* a general partner in an *investment-related* limited partnership or manager of an *investment-related* limited liability company, or do you advise any other "private fund" as defined under SEC rule 203(b)(3)-1?

If "yes," for each limited partnership or limited liability company, or (if applicable) private fund, complete Section 7.B. of Schedule D. If, however, you are an SEC-registered adviser and you have related persons that are SEC-registered advisers who are the general partners of limited partnerships or the managers of limited liability companies, you do not have to complete Section 7.B. of Schedule D with respect to those related advisers' limited partnerships or limited liability companies.

To use this alternative procedure, you must state in the Miscellaneous Section of Schedule D : (1) that you have related SEC-registered investment advisers that manage limited partnerships or limited liability companies that are not listed in Section 7.B. of Schedule D ; (2) that complete and accurate information about those limited partnerships or limited liability companies is available in Section 7.B. of Schedule D of the Form ADVs of your related SEC-registered advisers; and (3) whether your clients are solicited to invest in any of those limited partnerships or limited liability companies.

Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your *clients'* transactions. Like Item 7, this information identifies areas in which conflicts of interest may occur between you and your *clients*.

Like Item 7, Item 8 requires you to provide information about you and your *related persons*.

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Item 8 Participation or Interest in Client Transactions (Continued)

Proprietary Interest in Client Transactions

- A. Do you or any *related person*: Yes No

- (1) buy securities for yourself from advisory *clients*, or sell securities you own to advisory *clients* (principal transactions)?
- (2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory *clients*?
- (3) recommend securities (or other investment products) to advisory *clients* in which you or any *related person* has some other proprietary (ownership) interest (other than those mentioned in Items 8.A(1) or (2))?

Sales Interest in Client Transactions

- B. Do you or any *related person*: Yes No
- (1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory *client* securities are sold to or bought from the brokerage customer (agency cross transactions)?
- (2) recommend purchase of securities to advisory *clients* for which you or any *related person* serves as underwriter, general or managing partner, or purchaser representative?
- (3) recommend purchase or sale of securities to advisory *clients* for which you or any *related person* has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)?

Investment or Brokerage Discretion

- C. Do you or any *related person* have *discretionary authority* to determine the: Yes No
- (1) securities to be bought or sold for a *client's* account?
- (2) amount of securities to be bought or sold for a *client's* account?
- (3) broker or dealer to be used for a purchase or sale of securities for a *client's* account?
- (4) commission rates to be paid to a broker or dealer for a *client's* securities transactions?

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Item 8 Participation or Interest in Client Transactions (Continued)

- D. Do you or any *related person* recommend brokers or dealers to *clients*?
- E. Do you or any *related person* receive research or other products or services other than execution from a broker-dealer or a third party in connection with *client* securities transactions?
- F. Do you or any *related person*, directly or indirectly, compensate any person for *client* referrals?

In responding to this Item 8.F., consider in your response all cash and non-cash compensation that you or a related person gave any person in exchange for client referrals,

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including any bonus that is based, at least in part, on the number or amount of client referrals.

Item 9 Custody

In this Item, we ask you whether you or a *related person* has custody of *client* assets and about your custodial practices.

- | | |
|--|--|
| A. (1) Do you have custody of any advisory clients': | Yes No |
| (a) cash or bank accounts? | <input type="radio"/> <input checked="" type="radio"/> |
| (b) securities? | <input type="radio"/> <input checked="" type="radio"/> |

If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisory fees directly from your clients' accounts, or (ii) a related person maintains client funds or securities as a qualified custodian but you have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)(2)-(d)(5)) from the related person.

- (2) If you checked "yes" to Item 9.A(1)(a) or (b), what is the amount of *client* funds and securities and total number of *clients* for which you have custody:

U.S. Dollar Amount	Total Number of Clients
(a)\$	(b)

If your related person serves as qualified custodian of *client* assets, do not include the amount of those assets and the number of those clients in your response to Item 9.A.(2). Instead, include that information in your response to Item 9.B.(2).

- | | |
|---|--|
| B. (1) Do any of your <i>related persons</i> have custody of any of your advisory clients': | Yes No |
| (a) cash or bank accounts? | <input type="radio"/> <input checked="" type="radio"/> |
| (b) securities? | <input type="radio"/> <input checked="" type="radio"/> |

You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).

- (2) If you checked "yes" to Item 9.B.(1)(a) or (b), what is the amount of *client* funds and securities and total number of *clients* for which your related persons have custody:

U.S. Dollar Amount	Total Number of Clients
(a)\$	(b)

- C. If you or your *related persons* have custody of *client* funds or securities, check all the following that apply:

- (1) A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage.
- (2) An independent public accountant audits annually the pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the investors in the pools.
- (3) An independent public accountant conducts an annual surprise examination of *client* funds and securities.
- (4) An independent public accountant prepares an internal control report with respect to custodial services when you or your *related persons* are qualified custodians for *client* funds and securities.

If you checked Item 9.C.(2), C.(3) or C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal control report.

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D. Do you or your *related persons* act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*? **Yes No**

(1) you act as a qualified custodian

(2) your *related persons* act as qualified custodians

If you checked "yes" to Item 9.D.(2), list in Section 9.D. of Schedule D all your *related persons* that act as qualified custodians for your *clients* in connection with advisory services you provide to *clients* (you do not have to list broker-dealers already identified as qualified custodians in Section 7.A. of Schedule D).

E. If you are filing your annual updating amendment and you were subject to a surprise examination by an independent public accountant during your last fiscal year, provide the date (MM/YYYY) the examination commenced:

Item 10 Control Persons

In this Item, we ask you to identify every *person* that, directly or indirectly, *controls* you.

If you are submitting an initial application, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application, you must complete Schedule C.

Does any *person* not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, *control* your management or policies? **YES NO**

If yes, complete Section 10 of Schedule D.

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Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your *advisory affiliates*. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below.

Your *advisory affiliates* are: (1) all of your current *employees* (other than *employees* performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any *person* performing similar functions); and (3) all *persons* directly or indirectly *controlling* you or *controlled* by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your *advisory affiliates* are.

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If you are registered or registering with the SEC, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A(1), 11.A(2), 11.B(1), 11.B(2), 11.D(4), and 11.H(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

For "yes" answers to the following questions, complete a Criminal Action DRP:

- | A. In the past ten years, have you or any <i>advisory affiliate</i> : | YES | NO |
|--|-----------------------|----------------------------------|
| (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any <i>felony</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) been charged with any <i>felony</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |

If you are registered or registering with the SEC, you may limit your response to Item 11.A(2) to charges that are currently pending.

- | B. In the past ten years, have you or any <i>advisory affiliate</i> : | YES | NO |
|--|-----------------------|----------------------------------|
| (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a <i>misdemeanor</i> involving: investments or an <i>investment-related</i> business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) been charged with a <i>misdemeanor</i> listed in 11.B(1)? | <input type="radio"/> | <input checked="" type="radio"/> |

If you are registered or registering with the SEC, you may limit your response to Item 11.B(2) to charges that are currently pending.

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Item 11 Disclosure Information (Continued)

For "yes" answers to the following questions, complete a Regulatory Action DRP:

- | C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever: | YES | NO |
|---|-----------------------|----------------------------------|
| (1) found you or any <i>advisory affiliate</i> to have made a false statement or omission? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) found you or any <i>advisory affiliate</i> to have been involved in a violation of SEC or CFTC regulations or statutes? | <input type="radio"/> | <input checked="" type="radio"/> |

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- (3) *found* you or any *advisory affiliate* to have been a cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?
- (4) entered an *order* against you or any *advisory affiliate* in connection with *investment-related* activity?
- (5) imposed a civil money penalty on you or any *advisory affiliate*, or *ordered* you or any *advisory affiliate* to cease and desist from any activity?
- D. Has any other federal regulatory agency, any state regulatory agency, or any *foreign financial regulatory authority*:
- (1) ever *found* you or any *advisory affiliate* to have made a false statement or omission, or been dishonest, unfair, or unethical?
- (2) ever *found* you or any *advisory affiliate* to have been *involved* in a violation of *investment-related* regulations or statutes?
- (3) ever *found* you or any *advisory affiliate* to have been a cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?
- (4) in the past ten years, entered an *order* against you or any *advisory affiliate* in connection with an *investment-related* activity?
- (5) ever denied, suspended, or revoked your or any *advisory affiliate's* registration or license, or otherwise prevented you or any *advisory affiliate*, by *order*, from associating with an *investment-related* business or restricted your or any *advisory affiliate's* activity?
- E. Has any *self-regulatory organization* or commodities exchange ever:
- (1) *found* you or any *advisory affiliate* to have made a false statement or omission?
- (2) *found* you or any *advisory affiliate* to have been *involved* in a violation of its rules (other than a violation designated as a "*minor rule violation*" under a plan approved by the SEC)?
- (3) *found* you or any *advisory affiliate* to have been the cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?
- (4) disciplined you or any *advisory affiliate* by expelling or suspending you or the *advisory affiliate* from membership, barring or suspending you or the *advisory affiliate* from association with other members, or otherwise restricting your or the *advisory affiliate's* activities?

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Item 11 Disclosure Information (Continued)

YES NO

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F. Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any *advisory affiliate* ever been revoked or suspended?

G. Are you or any *advisory affiliate* now the subject of any regulatory *proceeding* that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?

For "yes" answers to the following questions, complete a Civil Judicial Action DRP:

H. (1) Has any domestic or foreign court: **YES NO**

(a) in the past ten years, *enjoined* you or any *advisory affiliate* in connection with any *investment-related* activity?

(b) ever *found* that you or any *advisory affiliate* were *involved* in a violation of *investment-related* statutes or regulations?

(c) ever dismissed, pursuant to a settlement agreement, an *investment-related* civil action brought against you or any *advisory affiliate* by a state or *foreign financial* regulatory authority?

(2) Are you or any *advisory affiliate* now the subject of any *civil proceeding* that could result in a "yes" answer to any part of Item 11.H(1)?

Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC and you indicated in response to Item 5.F(2)(c) that you have assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

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Item 12 Small Businesses (Continued)

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- Control means the power to direct or cause the direction of the management or policies of a *person*, whether through ownership of securities, by contract, or otherwise. Any *person* that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another *person* is presumed to control the other *person*.

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- | | YES | NO |
|--|-----------------------|----------------------------------|
| A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year? | <input type="radio"/> | <input checked="" type="radio"/> |
| <i>If "yes," you do not need to answer Items 12.B. and 12.C.</i> | | |
| B. Do you: | | |
| (1) control another investment adviser that had assets under management of \$25 million or more on the last day of its most recent fiscal year? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) control another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year? | <input type="radio"/> | <input checked="" type="radio"/> |
| C. Are you: | | |
| (1) controlled by or under common control with another investment adviser that had assets under management of \$25 million or more on the last day of its most recent fiscal year? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) controlled by or under common control with another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year? | <input type="radio"/> | <input checked="" type="radio"/> |

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

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You must complete this Part 1B only if you are applying for registration, or are registered, as an investment adviser with any of the state securities authorities.

Part 1B Item 1 - State Registration

Complete this Item 1 if you are submitting an initial application for state registration or requesting additional state registration(s). Check the boxes next to the states to which you are submitting this application. If you are already registered with at least one state and are applying for registration with an additional state or states, check the boxes next to the states in which you are applying for registration. Do not check the boxes next to the states in which you are currently registered or where you have an application for registration pending.

- | | | | |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AL | <input type="checkbox"/> ID | <input type="checkbox"/> MO | <input type="checkbox"/> PA |
| <input type="checkbox"/> AK | <input type="checkbox"/> IL | <input type="checkbox"/> MT | <input type="checkbox"/> PR |
| <input type="checkbox"/> AZ | <input type="checkbox"/> IN | <input type="checkbox"/> NE | <input type="checkbox"/> RI |
| <input type="checkbox"/> AR | <input type="checkbox"/> IA | <input type="checkbox"/> NV | <input type="checkbox"/> SC |
| <input type="checkbox"/> CA | <input type="checkbox"/> KS | <input type="checkbox"/> NH | <input type="checkbox"/> SD |
| <input type="checkbox"/> CO | <input type="checkbox"/> KY | <input type="checkbox"/> NJ | <input type="checkbox"/> TN |
| <input type="checkbox"/> CT | <input type="checkbox"/> LA | <input type="checkbox"/> NM | <input type="checkbox"/> TX |
| <input type="checkbox"/> DE | <input type="checkbox"/> ME | <input type="checkbox"/> NY | <input type="checkbox"/> UT |

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DC
 FL
 GA
 GU
 HI

MD
 MA
 MI
 MN
 MS

NC
 ND
 OH
 OK
 OR

VT
 VI
 VA
 WA
 WV
 WI

Part 1B Item 2 - Additional Information**A. Person responsible for supervision and compliance:**

Name:

Title:

Telephone:

Fax:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

Email address, if available:

If this address is a private residence, check this box: **B. Bond/Capital Information, if required by your home state.**

(1) Name of Issuing Insurance Company:

(2) Amount of Bond:
\$.00

(3) Bond Policy Number:

Yes No

(4) If required by your home state, are you in compliance with your home state's minimum capital requirements? **FORM ADV****UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

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Part 1B Item 2 - Additional Information (Continued)

For "yes" answers to the following question, complete a Bond DRP.

C. Has a bonding company ever denied, paid out on, or revoked a bond for you?

Yes No

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For "yes" answers to the following question, complete a Judgment/Lien DRP:

D. Do you have any unsatisfied judgments or liens against you?

For "yes" answers to the following questions, complete an Arbitration DRP:

E. Are you, any *advisory affiliate*, or any *management person* currently the subject of, or have you, any *advisory affiliate*, or any *management person* been the subject of, an arbitration claim alleging damages in excess of \$2,500, involving any of the following:

(1) any investment or an *investment-related* business of activity?

(2) fraud, false statement, or omission?

(3) theft, embezzlement, or other wrongful taking of property?

(4) bribery, forgery, counterfeiting, or extortion?

(5) dishonest, unfair, or unethical practices?

For "yes" answers to the following questions, complete a Civil Judicial Action DRP:

F. Are you, any *advisory affiliate*, or any *management person* currently subject to, or have you, any *advisory affiliate*, or any *management person* been found liable in, a civil, *self-regulatory organization*, or administrative proceeding involving any of the following:

(1) an investment or *investment-related* business or activity?

(2) fraud, false statement, or omission?

(3) theft, embezzlement, or other wrongful taking of property?

(4) bribery, forgery, counterfeiting, or extortion?

(5) dishonest, unfair, or unethical practices?

G. Other Business Activities

(1) You are actively engaged in business as a(n) (check all that apply):

Attorney

Certified Public Accountant

Tax Preparer

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Part 1B Item 2 - Additional Information (Continued)

(2) If you are actively engaged in any business other than those listed in Item 6.A of Part 1A or Item 2.G(1) of Part 1B, describe the business and the approximate amount of time spent on that business:

H. If you provide financial planning services, the investments made based on those services at the end of your last fiscal year totaled:

	Securities Investments	Non-Securities Investments
Under \$100,000	<input type="radio"/>	<input type="radio"/>

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\$100,001 to \$500,000	<input type="radio"/>	<input type="radio"/>
\$500,001 to \$1,000,000	<input type="radio"/>	<input type="radio"/>
\$1,000,001 to \$2,500,000	<input type="radio"/>	<input type="radio"/>
\$2,500,001 to \$5,000,000	<input type="radio"/>	<input type="radio"/>
More than \$5,000,000	<input type="radio"/>	<input type="radio"/>

If securities investments are over \$5,000,000, how much? (round to the nearest \$1,000,000)


If non-securities investments are over \$5,000,000, how much? (round to the nearest \$1,000,000)

I. Custody

- | | Yes | No |
|--|-----------------------|-----------------------|
| (1) Do you withdraw advisory fees directly from your <i>clients'</i> accounts? If you answered "yes", respond to the following: | <input type="radio"/> | <input type="radio"/> |
| (a) Do you send a copy of your invoice to the custodian or trustee at the same time that you send a copy to the <i>client</i> ? | <input type="radio"/> | <input type="radio"/> |
| (b) Does the custodian send quarterly statements to your <i>clients</i> showing all disbursements for the custodian account, including the amount of the advisory fees? | <input type="radio"/> | <input type="radio"/> |
| (c) Do your <i>clients</i> provide written authorization permitting you to be paid directly for their accounts held by the custodian or trustee? | <input type="radio"/> | <input type="radio"/> |
| (2) Do you act as a general partner for any partnership or trustee for any trust in which your advisory <i>clients</i> are either partners of the partnership or beneficiaries of the trust? If you answered "yes", respond to the following: | <input type="radio"/> | <input type="radio"/> |
| (a) As the general partner of a partnership, have you engaged an attorney or an independent certified public accountant to provide authority permitting each direct payment or any transfer of funds or securities from the partnership account? | <input type="radio"/> | <input type="radio"/> |
| (3) Do you require the prepayment of fees of more than \$500 per <i>client</i> and for six months or more in advance? | <input type="radio"/> | <input type="radio"/> |

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Part 1B Item 2 - Additional Information (Continued)

	Yes	No
J. If you are organized as a sole proprietorship, please answer the following:		
(1) (a) Have you passed, on or after January 1, 2000, the Series 65 examination?	<input type="radio"/>	<input type="radio"/>
(b) Have you passed, on or after January 1, 2000, the Series 66 examination and also passed, at any time, the Series 7 examination?	<input type="radio"/>	<input type="radio"/>
(2) (a) Do you have any investment advisory professional designations? If "no", you do not need to answer Item 2.J(2)(b).	<input type="radio"/>	<input type="radio"/>
(b) I have earned and I am in good standing with the organization that issued the following credential:		

- Certified Financial Planner ("CFP")
- Chartered Financial Analyst ("CFA")
- Chartered Financial Consultant ("ChFC")
- Chartered Investment Counselor ("CIC")
- Personal Financial Specialist ("PFS")
- None of the above

(3) Your Social Security Number:

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC CRD Number: XXXXXXXXXX

ADV-Other-Than-Annual Amendment, Part 2
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Amend, retire or file new brochures:

Brochure ID	Brochure Name	Brochure Type(s)
61425	THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC ADV PART II	Private funds or pools
61426	THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC BROCHURE SUPPLEMENT	Private funds or pools

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC CRD Number: XXXXXXXXXX

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Form ADV, Schedule A

Direct Owners and Executive Officers

1. Complete Schedule A only if you are submitting an initial application. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
2. Direct Owners and Executive Officers. List below the names of:
 - (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer(Chief Compliance Officer is required and cannot be more than one individual), director, and any other individuals with similar status or functions;

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- (b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);

Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

- (c) if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
- (d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
- (e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.

3. Do you have any indirect owners to be reported on Schedule B? Yes No

4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.

5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).

6. Ownership codes are:

NA - less than 5%	B - 10% but less than 25%	D - 50% but less than 75%
A - 5% but less than 10%	C - 25% but less than 50%	E - 75% or more

7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.

(b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15 (d) of the Exchange Act.

(c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Title or Status	Date Title or Status Acquired MM/YYYY	Ownership Code	Control Person	PR	CRD No. If None: S.S. No. and Date of Birth, IRS Tax No., or Employer ID No.
THOMAS, DELSA, U	I	CHIEF COMPLIANCE OFFICER	06/2011	E	Y	N	██████████

**FORM ADV
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**ADV - Other-Than-Annual Amendment, SCHEDULE B
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Form ADV, Schedule B

Indirect Owners

1. Complete Schedule B only if you are submitting an initial application. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
 - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
 - (c) in the case of an owner that is a trust, the trust and each trustee; and
 - (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are:

C - 25% but less than 50%	E - 75% or more
D - 50% but less than 75%	F - Other (general partner, trustee, or elected manager)
7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
 - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15 (d) of the Exchange Act.

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(c) Complete each column.

No Indirect Owner Information Filed

**FORM ADV
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CRD Number:



**ADV - Other-Than-Annual Amendment, SCHEDULE C
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Form ADV, Schedule C

Amendments to Schedules A and B

- Use Schedule C only to amend information requested on either Schedule A or Schedule B. Refer to Schedule A and Schedule B for specific instructions for completing this Schedule C. Complete each column.
- In the Type of Amendment column, indicate "A" (addition), "D" (deletion), or "C" (change in information about the same *person*).
- Ownership codes are:

NA - less than 5%	C - 25% but less than 50%	G - Other (general partner, trustee, or elected member)
A - 5% but less than 10%	D - 50% but less than 75%	
B - 10% but less than 25%	E - 75% or more	
- List below all changes to Schedule A (Direct Owners and Executive Officers):
No Changes to Direct Owner / Executive Officer Information Filed
- List below all changes to Schedule B (Indirect Owners):
No Changes to Indirect Owner Information Filed

**FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

**Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
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CRD Number:



**ADV - Other-Than-Annual Amendment, SCHEDULE D Page 1
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Form ADV, Schedule D Page 1

Certain items in Part 1A of Form ADV require additional information on Schedule D. Use this Schedule D Page 1 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Section 1.B. Other Business Names

List your other business names and the jurisdictions in which you use them. You must complete a separate Schedule D for each business name.

No Information Filed

Section 1.F. Other Offices

Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Page 1 for each location. If you are applying for registration, or are registered, only with the SEC, list only the largest five (in terms of numbers of *employees*).

No Information Filed

Section 1.I. World Wide Web Site Addresses

List your World Wide Web site addresses. You must complete a separate Schedule D for each World Wide Web site address.

No Information Filed

Section 1.K. Locations of Books and Records

Complete the following information for each location at which you keep your books and records, other than your *principal office and place of business*. You must complete a separate Schedule D Page 1 for each location.

No Information Filed

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Form ADV, Schedule D Page 2

Use this Schedule D Page 2 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Section 1.L. Registration with Foreign Financial Regulatory Authorities

List the name, in English, of each *foreign financial regulatory authority* and country with which you are registered. You must complete a separate Schedule D Page 2 for each *foreign financial regulatory authority* with whom you are registered.

No Information Filed

Section 2.A(7) Affiliated Adviser

If you are relying on the exemption in rule 203A-2(c) from the prohibition on registration because you *control*, are *controlled* by, or are under common *control* with an investment adviser that is registered with the SEC and your *principal office and place of business* is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser (if any)

SEC Number of Registered Investment Adviser
801-

Section 2.A(8) Newly Formed Adviser

If you are relying on rule 203A-2(d), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

Section 2.A(9) Multi-State Adviser

If you are relying on rule 203A-2(e), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

- I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 30 or more states to register as an investment adviser with the securities authorities in those states.
- I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 25 states to register as an investment adviser with the securities authorities of those states.

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If you are submitting your *annual updating amendment*, you must make this representation:

- Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 25 states to register as an investment adviser with the securities authorities in those states.

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC

CRD Number:

ADV - Other-Than-Annual Amendment, SCHEDULE D, Page 3
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Form ADV, Schedule D Page 3

Use this Schedule D Page 3 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Section 2.A(11) SEC Exemptive Order

No Information Filed

Section 4 Successions

Complete the following information if you are succeeding to the business of a currently-registered investment adviser. If you acquired more than one firm in the succession you are reporting on this Form ADV, you must complete a separate Schedule D Page 3 for each acquired firm. See Part 1A Instruction 4.

No Information Filed

Section 5.I(2) Wrap Fee Programs

If you are a portfolio manager for one or more *wrap fee programs*, list the name of each program and its *sponsor*. You must complete a separate Schedule D Page 3 for each *wrap fee program* for which you are a portfolio manager.

No Information Filed

Section 6.B. Description of Primary Business

No Information Filed

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SECTION 7.A. Affiliated Investment Advisers and Broker-Dealers

No Information Filed

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

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Form ADV, Schedule D Page 4

Use this Schedule D Page 4 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Section 7.B. Limited Partnership Participation or Other Private Fund Participation

You must complete a separate Schedule D Page 4 for each limited partnership in which you or a *related person* is a general partner, each limited liability company for which you or a *related person* is a manager, and each other private fund that you advise.

Name of Limited Partnership, Limited Liability Company, or other Private Fund:
 THE SOLOMON FUND, LP

Name of General Partner or Manager:
 THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(b)(3)-1? Yes No

Are your *clients* solicited to invest in the limited partnership, limited liability company, or other private fund?

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund?

0 %

Minimum investment commitment required of a limited partner, member, or other investor:
 \$ 250000

Current value of the total assets of the limited partnership, limited liability company, or other private fund:

\$ 600000000

0

SECTION 9.C. Independent Public Accountant

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No Information Filed

SECTION 9.D. Related Person Qualified Custodian

No Information Filed

Section 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Individual Name (if applicable) (Last, First, Middle)

THOMAS, DELSA, U

CRD Number (if any)

5052641

Effective Date

~~06/28/2011~~

08/09/2011

Termination Date

Business Address:

Number and Street 1:

545 EAST JOHN CARPENTER FREEWAY

City:

IRVING

State:

TX

Number and Street 2:

SUITE 300

Country:

UNITED STATES

ZIP+4/Postal Code:

75062

If this address is a private residence, check this box:

Briefly describe the nature of the *control*:

DELSA THOMAS IS THE MANAGING MEMBER AND 100% OWNER OF THE BUSINESS. SHE IS RESPONSIBLE FOR ALL INVESTMENT RELATED AND BUSINESS DECISIONS.

**FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

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Form ADV, Schedule D Page 5

Use this Schedule D Page 5 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC**

CRD Number:

**ADV - Other-Than-Annual Amendment, DRP Pages
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CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

Bond DRPs

No Information Filed

Judgment/Lien DRPs

No Information Filed

Arbitration DRPs

No Information Filed

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC**

CRD Number:

**ADV - Other-Than-Annual Amendment, Execution Pages
8/15/2011 10:07:54 AM**

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DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for SEC registration and all amendments to registration.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the

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United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:	Date: MM/DD/YYYY
DELSA THOMAS	08/03/2011
	08/15/2011
Printed Name:	Title:
DELSA THOMAS	MANAGING MEMBER
Adviser CRD Number:	

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for SEC registration and all amendments to registration.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process

will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. *Non-Resident* Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

Date: MM/DD/YYYY

Printed Name:

Title:

Adviser CRD Number:



State Registered Investment Adviser Execution Page

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for state registration and all amendments to registration.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the legally designated officers and their successors, of the state in which you maintain your *principal office and place of business* and any other state in which you are applying for registration or amending your registration, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of

1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are applying for registration or amending your registration.

2. State-Registered Investment Adviser Affidavit

If you are subject to state regulation, by signing this Form ADV, you represent that, you are in compliance with the registration requirements of the state in which you maintain your principal place of business and are in compliance with the bonding, capital, and recordkeeping requirements of that state.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature

Date MM/DD/YYYY

CRD Number

██████

Printed Name

Title

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**EXHIBIT 11
TO MAGEE
DECLARATION**

**FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

**Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC
ADV - Other-Than-Annual Amendment, Page 1
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**CRD Number:
[REDACTED]
Rev. 11/2010**

ADV Part 1A, Page 1

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 3.

Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you.

- A. Your full legal name (if you are a sole proprietor, your last, first, and middle names):
THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC
- B. Name under which you primarily conduct your advisory business, if different from Item 1.A.
THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC
List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.
- C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of
 your legal name or your primary business name:
- D. If you are registered with the SEC as an investment adviser, your SEC file number: 801-72658
- E. If you have a number ("CRD Number") assigned by FINRA's CRD system or by the IARD system, your CRD number [REDACTED]
If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

**FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

**Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC
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**CRD Number:
[REDACTED]
Rev. 11/2010**

Item 1 Identifying Information (Continued)

- F. *Principal Office and Place of Business*
(1) Address (do not use a P.O. Box):

Number and Street 1:		Number and Street 2:	
545 EAST JOHN CARPENTER FREEWAY		SUITE 300	
City:	State:	Country:	ZIP+4/Postal Code:
IRVING	TX	UNITED STATES	75062

If this address is a private residence, check this box:

List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for registration, or are registered only, with the SEC, list the largest five offices in terms of numbers of employees.

(2) Days of week that you normally conduct business at your principal office and place of business:

Monday-Friday Other:

Normal business hours at this location:

8:30 AM TO 4 PM (CST)

(3) Telephone number at this location:

(972) 719-9001

(4) Facsimile number at this location:

(972) 719-9195

G. Mailing address, if different from your principal office and place of business address:

Number and Street 1:		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:

If this address is a private residence, check this box:

H. If you are a sole proprietor, state your full residence address, if different from your principal office and place of business address in Item 1.F.:

Number and Street 1:		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC

CRD Number:

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Item 1 Identifying Information (Continued)

I. Do you have World Wide Web site addresses?

YES NO

If "yes," list these addresses on Section 1.I. of Schedule D. If a web address serves as a portal through which to access other information you have published on the World Wide Web, you may list the portal without listing addresses for all of the other information.

Some advisers may need to list more than one portal address. Do not provide individual electronic mail addresses in response to this Item.

J. Contact Employee:

Name:	DELSA THOMAS	Title:	MANAGING MEMBER
Telephone Number:	(972) 719-9001	Facsimile Number:	(972) 719-9195
Number and Street 1:	545 EAST JOHN CARPENTER FREEWAY	Number and Street 2:	SUITE 300
City:	IRVING	State:	TX
		Country:	UNITED STATES
		ZIP+4/Postal Code:	75062

Electronic mail (e-mail) address, if contact employee has one:
DELSA.THOMAS@DCCMG.COM

The contact employee should be an employee whom you have authorized to receive information and respond to questions about this Form ADV.

YES NO

- K. Do you maintain some or all of the books and records you are required to keep under Section 204 of the Advisers Act, or similar state law, somewhere other than your principal office and place of business?

 YES NO

If "yes," complete Section 1.K. of Schedule D.

YES NO

- L. Are you registered with a foreign financial regulatory authority?

 YES NO

Answer "no" if you are not registered with a foreign financial regulatory authority, even if you have an affiliate that is registered with a foreign financial regulatory authority. If "yes," complete Section 1.L. of Schedule D.

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

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Item 2 SEC Registration

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2 only if you are applying for SEC registration or submitting an *annual updating amendment* to your SEC registration.

- A. To register (or remain registered) with the SEC, you must check at least one of the Items 2.A(1) through 2.A(11), below. If you are submitting an *annual updating amendment* to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A(12). You:

(1) have assets under management of \$25 million (in U.S. dollars) or more;

See Part 1A Instruction 2.a. to determine whether you should check this box.

(2) have your principal office and place of business in Wyoming;

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- (3) have your *principal office and place of business* outside the United States;
- (4) are an investment adviser (or sub-adviser) to an investment company registered under the Investment Company Act of 1940;

See Part 1A Instruction 2.b. to determine whether you should check this box.

- (5) have been designated as a nationally recognized statistical rating organization;

See Part 1A Instruction 2.c. to determine whether you should check this box.

- (6) are a pension consultant that qualifies for the exemption in rule 203A-2(b);

See Part 1A Instruction 2.d. to determine whether you should check this box.

- (7) are relying on rule 203A-2(c) because you are an investment adviser that *controls*, is *controlled by*, or is under common *control* with, an investment adviser that is registered with the SEC, and your *principal office and place of business* is the same as the registered adviser;

See Part 1A Instruction 2.e. to determine whether you should check this box. If you check this box, complete Section 2.A(7) of Schedule D.

- (8) are a newly formed adviser relying on rule 203A-2(d) because you expect to be eligible for SEC registration within 120 days;

See Part 1A Instruction 2.f. to determine whether you should check this box. If you check this box, complete Section 2.A(8) of Schedule D.

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

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Item 2 SEC Registration (Continued)

- (9) are a multi-state adviser relying on rule 203A-2(e);

See Part 1A Instruction 2.g. to determine whether you should check this box. If you check this box, complete Section 2.A(9) of Schedule D.

- (10) are an Internet investment adviser relying on rule 203A-2(f);

See Part 1A Instructions 2.h. to determine whether you should check this box.

- (11) have received an SEC order exempting you from the prohibition against registration with the SEC;

If you checked this box, complete Section 2.A(11) of Schedule D.

- (12) are no longer eligible to remain registered with the SEC.

See Part 1A Instructions 2.i. to determine whether you should check this box.

- B. Under state laws, SEC-registered advisers may be required to provide to *state securities authorities* a copy of the Form ADV and any amendments they file with the SEC. These are called *notice filings*. If this is an initial application, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings you submit to the SEC. If this is an amendment to direct your *notice filings* to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings you submit to the SEC. If this is an amendment to your registration to stop your *notice filings* from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

<input type="checkbox"/> AL	<input type="checkbox"/> ID	<input type="checkbox"/> MO	<input type="checkbox"/> PA
<input type="checkbox"/> AK	<input type="checkbox"/> IL	<input type="checkbox"/> MT	<input type="checkbox"/> PR
<input type="checkbox"/> AZ	<input type="checkbox"/> IN	<input type="checkbox"/> NE	<input type="checkbox"/> RI
<input type="checkbox"/> AR	<input type="checkbox"/> IA	<input type="checkbox"/> NV	<input type="checkbox"/> SC
<input type="checkbox"/> CA	<input type="checkbox"/> KS	<input type="checkbox"/> NH	<input type="checkbox"/> SD
<input type="checkbox"/> CO	<input type="checkbox"/> KY	<input type="checkbox"/> NJ	<input type="checkbox"/> TN
<input type="checkbox"/> CT	<input type="checkbox"/> LA	<input type="checkbox"/> NM	<input checked="" type="checkbox"/> TX
<input type="checkbox"/> DE	<input type="checkbox"/> ME	<input type="checkbox"/> NY	<input type="checkbox"/> UT
<input type="checkbox"/> DC	<input type="checkbox"/> MD	<input type="checkbox"/> NC	<input type="checkbox"/> VT
<input type="checkbox"/> FL	<input type="checkbox"/> MA	<input type="checkbox"/> ND	<input type="checkbox"/> VI
<input type="checkbox"/> GA	<input type="checkbox"/> MI	<input type="checkbox"/> OH	<input type="checkbox"/> VA
<input type="checkbox"/> GU	<input type="checkbox"/> MN	<input type="checkbox"/> OK	<input type="checkbox"/> WA
<input type="checkbox"/> HI	<input type="checkbox"/> MS	<input type="checkbox"/> OR	<input type="checkbox"/> WV
			<input type="checkbox"/> WI

If you are amending your registration to stop your notice filings from going to a state that currently receives them and you do not want to pay that state's notice filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

Item 3 Form Of Organization

A. How are you organized?

- Corporation
 Sole Proprietorship
 Limited Liability Partnership (LLP)
 Partnership
 Limited Liability Company (LLC)
 Other (specify):

If you are changing your response to this Item, see Part 1A Instruction 4.

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC

CRD Number:

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Item 3 Form Of Organization (Continued)

- B. In what month does your fiscal year end each year?
December
- C. Under the laws of what state or country are you organized?
State: Country:
Texas UNITED STATES

Item 4 Successions

- | | YES | NO |
|--|-----------------------|----------------------------------|
| A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser?
<i>If "yes," complete Item 4.B. and Section 4 of Schedule D.</i> | <input type="radio"/> | <input checked="" type="radio"/> |
| B. Date of Succession: (MM/DD/YYYY) | | |

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

Item 5 Information About Your Advisory Business

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly-formed advisers for completing this Item 5.

Employees

- A. Approximately how many *employees* do you have? Include full and part-time *employees* but do not include any clerical workers.

<input checked="" type="radio"/> 1-5	<input type="radio"/> 6-10	<input type="radio"/> 11-50	<input type="radio"/> 51-250	<input type="radio"/> 251-500
<input type="radio"/> 501-1,000	<input type="radio"/> More than 1,000	If more than 1,000, how many? (round to the nearest 1,000)		

B.

- (1) Approximately how many of these *employees* perform investment advisory functions (including research)?

<input type="radio"/> 0	<input checked="" type="radio"/> 1-5	<input type="radio"/> 6-10	<input type="radio"/> 11-50	<input type="radio"/> 51-250
<input type="radio"/> 251-500	<input type="radio"/> 501-1,000	<input type="radio"/> More than 1,000	If more than 1,000, how many? (round to the nearest 1,000)	

- (2) Approximately how many of these *employees* are registered representatives of a broker-dealer?

<input checked="" type="radio"/> 0	<input type="radio"/> 1-5	<input type="radio"/> 6-10	<input type="radio"/> 11-50	<input type="radio"/> 51-250
------------------------------------	---------------------------	----------------------------	-----------------------------	------------------------------

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251-500
 501-1,000
 More than 1,000
 If more than 1,000, how many? (round to the nearest 1,000)

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Items 5.A(1) and 5.B(2). If an employee performs more than one function, you should count that employee in each of your responses to Item 5.B(1) and 5.B(2).

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Item 5 Information About Your Advisory Business (Continued)

(3) Approximately how many firms or other persons solicit advisory clients on your behalf?

0
 1-5
 6-10
 11-50
 51-250
 251-500
 501-1,000
 More than 1,000
 If more than 1,000, how many? (round to the nearest 1,000)

In your response to Item 5.B(3), do not count any of your employees and count a firm only once -- do not count each of the firm's employees that solicit on your behalf.

Clients

C. To approximately how many clients did you provide investment advisory services during your most-recently completed fiscal year?

0
 1-10
 11-25
 26-100
 101-250
 251-500
 More than 500
 If more than 500, how many? (round to the nearest 500)

D. What types of clients do you have? Indicate the approximate percentage that each type of client comprises of your total number of clients.

	None	Up to 10%	11-25%	26-50%	51-75%	More Than 75%
(1) Individuals (other than high net worth individuals)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(2) High net worth individuals	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(3) Banking or thrift institutions	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(4) Investment companies (including mutual funds)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(5) Pension and profit sharing plans (other than plan participants)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(6) Other pooled investment vehicles (e.g., hedge funds)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>

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- | | | | | | | |
|---|----------------------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|
| (7) Charitable organizations | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (8) Corporations or other businesses not listed above | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (9) State or municipal <i>government entities</i> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (10) Other: | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

The category "individuals" includes trusts, estates, 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships.

Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, check "None" in response to Item 5.D(4).

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Item 5 Information About Your Advisory Business (Continued)

Compensation Arrangements

E. You are compensated for your investment advisory services by (check all that apply):

- (1) A percentage of assets under your management
- (2) Hourly charges
- (3) Subscription fees (for a newsletter or periodical)
- (4) Fixed fees (other than subscription fees)
- (5) Commissions
- (6) *Performance-based fees*
- (7) Other (specify):

Assets Under Management

- | | | YES | NO |
|--------------------|--|----------------------------------|-----------------------|
| F. (1) | Do you provide continuous and regular supervisory or management services to securities portfolios? | <input checked="" type="radio"/> | <input type="radio"/> |
| (2) | If yes, what is the amount of your assets under management and total number of accounts? | | |
| | U.S. Dollar Amount | Total Number of Accounts | |
| Discretionary: | (a) \$ 0 .00 | (d) 0 | |
| Non-Discretionary: | (b) \$ 0 .00 | (e) 0 | |
| Total: | (c) \$ 0 .00 | (f) 0 | |

Part 1A Instruction 5.b. explains how to calculate your assets under management. You must follow these instructions carefully when completing this Item.

Advisory Activities

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G. What type(s) of advisory services do you provide? Check all that apply.

- (1) Financial planning services
- (2) Portfolio management for individuals and/or small businesses
- (3) Portfolio management for investment companies
- (4) Portfolio management for businesses or institutional *clients* (other than investment companies)
- (5) Pension consulting services
- (6) Selection of other advisers
- (7) Publication of periodicals or newsletters
- (8) Security ratings or pricing services
- (9) Market timing services
- (10) Other (specify):
PORTFOLIO MANAGEMENT FOR PRIVATE INVESTMENT VEHICLE

Do not check Item 5.G(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940.

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Item 5 Information About Your Advisory Business (Continued)

H. If you provide financial planning services, to how many *clients* did you provide these services during your last fiscal year?

- 0 1-10 11-25 26-50 51-100
- 101-250 251-500 More than 500 If more than 500, how many?
(round to the nearest 500)

I. If you participate in a *wrap fee program*, do you (check all that apply):

- (1) *sponsor* the *wrap fee program* ?
- (2) act as a portfolio manager for the *wrap fee program*?

If you are a portfolio manager for a wrap fee program, list the names of the programs and their sponsors in Section 5.I(2) of Schedule D.

If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program, do not check either Item 5.I(1) or 5.I(2).

Item 6 Other Business Activities

In this Item, we request information about your other business activities.

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A. You are actively engaged in business as a (check all that apply):

- (1) Broker-dealer
 (2) Registered representative of a broker-dealer
 (3) Futures commission merchant, commodity pool operator, or commodity trading advisor
 (4) Real estate broker, dealer, or agent
 (5) Insurance broker or agent
 (6) Bank (including a separately identifiable department or division of a bank)
 (7) Other financial product salesperson (specify):

YES NO

B. (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?

YES NO

(2) If yes, is this other business your primary business?

YES NO

If "yes," describe this other business on Section 6.B. of Schedule D.

YES NO

(3) Do you sell products or provide services other than investment advice to your advisory clients?

YES NO

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Item 7 Financial Industry Affiliations

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your *clients*.

Item 7 requires you to provide information about you and your *related persons*. Your *related persons* are all of your *advisory affiliates* and any *related person* that is under common control with you.

A. You have a *related person* that is a (check all that apply):

- (1) broker-dealer, municipal securities dealer, or government securities broker or dealer
 (2) investment company (including mutual funds)
 (3) other investment adviser (including financial planners)
 (4) futures commission merchant, commodity pool operator, or commodity trading advisor
 (5) banking or thrift institution
 (6) accountant or accounting firm
 (7) lawyer or law firm
 (8) insurance company or agency
 (9) pension consultant
 (10) real estate broker or dealer
 (11) sponsor or syndicator of limited partnerships

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If you checked Items 7.A.(1) or (3), you must list on Section 7.A. of Schedule D all your related persons that are investment advisers, broker-dealers, municipal securities dealers, or government securities broker or dealers.

- | | Yes | No |
|---|----------------------------------|-----------------------|
| B. Are you or any related person a general partner in an investment-related limited partnership or manager of an investment-related limited liability company, or do you advise any other "private fund" as defined under SEC rule 203(b)(3)-1? | <input checked="" type="radio"/> | <input type="radio"/> |

If "yes," for each limited partnership or limited liability company, or (if applicable) private fund, complete Section 7.B. of Schedule D. If, however, you are an SEC-registered adviser and you have related persons that are SEC-registered advisers who are the general partners of limited partnerships or the managers of limited liability companies, you do not have to complete Section 7.B. of Schedule D with respect to those related advisers' limited partnerships or limited liability companies.

To use this alternative procedure, you must state in the Miscellaneous Section of Schedule D : (1) that you have related SEC-registered investment advisers that manage limited partnerships or limited liability companies that are not listed in Section 7.B. of Schedule D ; (2) that complete and accurate information about those limited partnerships or limited liability companies is available in Section 7.B. of Schedule D of the Form ADVs of your related SEC-registered advisers; and (3) whether your clients are solicited to invest in any of those limited partnerships or limited liability companies.

Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your clients' transactions. Like Item 7, this information identifies areas in which conflicts of interest may occur between you and your clients.

Like Item 7, Item 8 requires you to provide information about you and your related persons.

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Item 8 Participation or Interest in Client Transactions (Continued)

Proprietary Interest in Client Transactions

- | | Yes | No |
|---|----------------------------------|----------------------------------|
| A. Do you or any related person: | | |
| (1) buy securities for yourself from advisory clients, or sell securities you own to advisory clients (principal transactions)? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory clients? | <input checked="" type="radio"/> | <input type="radio"/> |

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- (3) recommend securities (or other investment products) to advisory *clients* in which you or any *related person* has some other proprietary (ownership) interest (other than those mentioned in Items 8.A(1) or (2))?

Sales Interest in Client Transactions

- | B. Do you or any <i>related person</i> : | Yes | No |
|--|----------------------------------|----------------------------------|
| (1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory <i>client</i> securities are sold to or bought from the brokerage customer (agency cross transactions)? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) recommend purchase of securities to advisory <i>clients</i> for which you or any <i>related person</i> serves as underwriter, general or managing partner, or purchaser representative? | <input checked="" type="radio"/> | <input type="radio"/> |
| (3) recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)? | <input checked="" type="radio"/> | <input type="radio"/> |

Investment or Brokerage Discretion

- | C. Do you or any <i>related person</i> have <i>discretionary authority</i> to determine the: | Yes | No |
|--|----------------------------------|----------------------------------|
| (1) securities to be bought or sold for a <i>client's</i> account? | <input checked="" type="radio"/> | <input type="radio"/> |
| (2) amount of securities to be bought or sold for a <i>client's</i> account? | <input checked="" type="radio"/> | <input type="radio"/> |
| (3) broker or dealer to be used for a purchase or sale of securities for a <i>client's</i> account? | <input checked="" type="radio"/> | <input type="radio"/> |
| (4) commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions? | <input type="radio"/> | <input checked="" type="radio"/> |

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Item 8 Participation or Interest in Client Transactions (Continued)

- | | | |
|--|----------------------------------|-----------------------|
| D. Do you or any <i>related person</i> recommend brokers or dealers to <i>clients</i> ? | <input checked="" type="radio"/> | <input type="radio"/> |
| E. Do you or any <i>related person</i> receive research or other products or services other than execution from a broker-dealer or a third party in connection with <i>client</i> securities transactions? | <input checked="" type="radio"/> | <input type="radio"/> |
| F. Do you or any <i>related person</i> , directly or indirectly, compensate any <i>person</i> for <i>client</i> referrals? | <input checked="" type="radio"/> | <input type="radio"/> |

In responding to this Item 8.F., consider in your response all cash and non-cash compensation that you or a related person gave any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.

Item 9 Custody

In this Item, we ask you whether you or a *related person* has *custody* of *client* assets and about your custodial practices.

- A. (1) Do you have *custody* of any advisory *clients*': Yes No
- (a) cash or bank accounts?
- (b) securities?

If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisory fees directly from your clients' accounts, or (ii) a related person maintains client funds or securities as a qualified custodian but you have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)(2)-(d)(5)) from the related person.

- (2) If you checked "yes" to Item 9.A.(1)(a) or (b), what is the amount of *client* funds and securities and total number of *clients* for which you have *custody*:

U.S. Dollar Amount	Total Number of Clients
(a)\$	(b)

If your related person serves as qualified custodian of client assets, do not include the amount of those assets and the number of those clients in your response to Item 9.A.(2). Instead, include that information in your response to Item 9.B.(2).

- B. (1) Do any of your *related persons* have *custody* of any of your advisory *clients*': Yes No
- (a) cash or bank accounts?
- (b) securities?

You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).

- (2) If you checked "yes" to Item 9.B.(1)(a) or (b), what is the amount of *client* funds and securities and total number of *clients* for which your *related persons* have *custody*:

U.S. Dollar Amount	Total Number of Clients
(a)\$	(b)

- C. If you or your *related persons* have *custody* of *client* funds or securities, check all the following that apply:

- (1) A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage.
- (2) An independent public accountant audits annually the pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the investors in the pools.
- (3) An independent public accountant conducts an annual surprise examination of *client* funds and securities.
- (4) An independent public accountant prepares an internal control report with respect to custodial services when you or your *related persons* are qualified custodians for *client* funds and securities.

If you checked Item 9.C.(2), C.(3) or C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal control report.

- D. Do you or your *related persons* act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*? Yes No

- (1) you act as a qualified custodian
- (2) your *related persons* act as qualified custodians

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If you checked "yes" to Item 9.D.(2), list in Section 9.D. of Schedule D all your related persons that act as qualified custodians for your clients in connection with advisory services you provide to clients (you do not have to list broker-dealers already identified as qualified custodians in Section 7.A. of Schedule D).

- E. If you are filing your annual updating amendment and you were subject to a surprise examination by an independent public accountant during your last fiscal year, provide the date (MM/YYYY) the examination commenced:

Item 10 Control Persons

In this Item, we ask you to identify every person that, directly or indirectly, controls you.

If you are submitting an initial application, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application, you must complete Schedule C.

Does any person not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, control your management or policies?

YES NO

If yes, complete Section 10 of Schedule D.

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Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your advisory affiliates. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below.

Your advisory affiliates are: (1) all of your current employees (other than employees performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any person performing similar functions); and (3) all persons directly or indirectly controlling you or controlled by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your advisory affiliates are.

If you are registered or registering with the SEC, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A(1), 11.A(2), 11.B(1), 11.B(2), 11.D(4), and 11.H(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary

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orders, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

For "yes" answers to the following questions, complete a Criminal Action DRP:

- | A. In the past ten years, have you or any <i>advisory affiliate</i> : | YES | NO |
|--|-----------------------|-----------------------|
| (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any <i>felony</i> ? | <input type="radio"/> | <input type="radio"/> |
| (2) been <i>charged</i> with any <i>felony</i> ? | <input type="radio"/> | <input type="radio"/> |

If you are registered or registering with the SEC, you may limit your response to Item 11.A (2) to charges that are currently pending.

- | B. In the past ten years, have you or any <i>advisory affiliate</i> : | YES | NO |
|--|-----------------------|-----------------------|
| (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a <i>misdemeanor</i> involving: investments or an <i>investment-related</i> business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses? | <input type="radio"/> | <input type="radio"/> |
| (2) been <i>charged</i> with a <i>misdemeanor</i> listed in 11.B(1)? | <input type="radio"/> | <input type="radio"/> |

If you are registered or registering with the SEC, you may limit your response to Item 11.B (2) to charges that are currently pending.

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For "yes" answers to the following questions, complete a Regulatory Action DRP:

- | C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever: | YES | NO |
|--|-----------------------|-----------------------|
| (1) <i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission? | <input type="radio"/> | <input type="radio"/> |
| (2) <i>found</i> you or any <i>advisory affiliate</i> to have been <i>involved</i> in a violation of SEC or CFTC regulations or statutes? | <input type="radio"/> | <input type="radio"/> |
| (3) <i>found</i> you or any <i>advisory affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted? | <input type="radio"/> | <input type="radio"/> |
| (4) entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with <i>investment-related</i> activity? | <input type="radio"/> | <input type="radio"/> |
| (5) imposed a civil money penalty on you or any <i>advisory affiliate</i> , or <i>ordered</i> you or any <i>advisory affiliate</i> to cease and desist from any activity? | <input type="radio"/> | <input type="radio"/> |

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- D. Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority:
- (1) ever found you or any advisory affiliate to have made a false statement or omission, or been dishonest, unfair, or unethical? YES NO
 - (2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes? YES NO
 - (3) ever found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? YES NO
 - (4) in the past ten years, entered an order against you or any advisory affiliate in connection with an investment-related activity? YES NO
 - (5) ever denied, suspended, or revoked your or any advisory affiliate's registration or license, or otherwise prevented you or any advisory affiliate, by order, from associating with an investment-related business or restricted your or any advisory affiliate's activity? YES NO
- E. Has any self-regulatory organization or commodities exchange ever:
- (1) found you or any advisory affiliate to have made a false statement or omission? YES NO
 - (2) found you or any advisory affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the SEC)? YES NO
 - (3) found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? YES NO
 - (4) disciplined you or any advisory affiliate by expelling or suspending you or the advisory affiliate from membership, barring or suspending you or the advisory affiliate from association with other members, or otherwise restricting your or the advisory affiliate's activities? YES NO

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Item 11 Disclosure Information (Continued)

	YES	NO
F. Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any advisory affiliate ever been revoked or suspended?	<input type="radio"/>	<input type="radio"/>
G. Are you or any advisory affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?	<input type="radio"/>	<input type="radio"/>
<u>For "yes" answers to the following questions, complete a Civil Judicial Action DRP:</u>		
H. (1) Has any domestic or foreign court:	YES	NO

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- (a) in the past ten years, *enjoined* you or any *advisory affiliate* in connection with any *investment-related* activity?
 - (b) ever *found* that you or any *advisory affiliate* were *involved* in a violation of *investment-related* statutes or regulations?
 - (c) ever dismissed, pursuant to a settlement agreement, an *investment-related* civil action brought against you or any *advisory affiliate* by a state or *foreign financial regulatory authority*?
- (2) Are you or any *advisory affiliate* now the subject of any *civil proceeding* that could result in a "yes" answer to any part of Item 11.H(1)?

Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC and you indicated in response to Item 5.F(2)(c) that you have assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

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Item 12 Small Businesses (Continued)

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- Control means the power to direct or cause the direction of the management or policies of a *person*, whether through ownership of securities, by contract, or otherwise. Any *person* that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another *person* is presumed to control the other *person*.

- | | | YES | NO |
|--|-----------------------|----------------------------------|-----------------------|
| A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year? | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> |
| <i>If "yes," you do not need to answer Items 12.B. and 12.C.</i> | | | |
| B. Do you: | | | |
| (1) <i>control</i> another investment adviser that had assets under management of \$25 million or more on the last day of its most recent fiscal year? | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> |

- (2) *control another person* (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?
- C. Are you:
 - (1) *controlled by or under common control* with another investment adviser that had assets under management of \$25 million or more on the last day of its most recent fiscal year?
 - (2) *controlled by or under common control* with another *person* (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number: XXXXXXXXXX

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You must complete this Part 1B only if you are applying for registration, or are registered, as an investment adviser with any of the *state securities authorities*.

Part 1B Item 1 - State Registration

Complete this Item 1 if you are submitting an initial application for state registration or requesting additional state registration(s). Check the boxes next to the states to which you are submitting this application. If you are already registered with at least one state and are applying for registration with an additional state or states, check the boxes next to the states in which you are applying for registration. Do not check the boxes next to the states in which you are currently registered or where you have an application for registration pending.

- | | | | |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AL | <input type="checkbox"/> ID | <input type="checkbox"/> MO | <input type="checkbox"/> PA |
| <input type="checkbox"/> AK | <input type="checkbox"/> IL | <input type="checkbox"/> MT | <input type="checkbox"/> PR |
| <input type="checkbox"/> AZ | <input type="checkbox"/> IN | <input type="checkbox"/> NE | <input type="checkbox"/> RI |
| <input type="checkbox"/> AR | <input type="checkbox"/> IA | <input type="checkbox"/> NV | <input type="checkbox"/> SC |
| <input type="checkbox"/> CA | <input type="checkbox"/> KS | <input type="checkbox"/> NH | <input type="checkbox"/> SD |
| <input type="checkbox"/> CO | <input type="checkbox"/> KY | <input type="checkbox"/> NJ | <input type="checkbox"/> TN |
| <input type="checkbox"/> CT | <input type="checkbox"/> LA | <input type="checkbox"/> NM | <input type="checkbox"/> TX |
| <input type="checkbox"/> DE | <input type="checkbox"/> ME | <input type="checkbox"/> NY | <input type="checkbox"/> UT |
| <input type="checkbox"/> DC | <input type="checkbox"/> MD | <input type="checkbox"/> NC | <input type="checkbox"/> VT |
| <input type="checkbox"/> FL | <input type="checkbox"/> MA | <input type="checkbox"/> ND | <input type="checkbox"/> VI |
| <input type="checkbox"/> GA | <input type="checkbox"/> MI | <input type="checkbox"/> OH | <input type="checkbox"/> VA |
| <input type="checkbox"/> GU | <input type="checkbox"/> MN | <input type="checkbox"/> OK | <input type="checkbox"/> WA |
| <input type="checkbox"/> HI | <input type="checkbox"/> MS | <input type="checkbox"/> OR | <input type="checkbox"/> WV |

| WI |**Part 1B Item 2 - Additional Information****A. Person responsible for supervision and compliance:**

Name:

Title:

Telephone:

Fax:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

Email address, if available:

If this address is a private residence, check this box: **B. Bond/Capital Information, if required by your home state.**

(1) Name of Issuing Insurance Company:

(2) Amount of Bond:

\$.00

(3) Bond Policy Number:

Yes No

(4) If required by your home state, are you in compliance with your home state's minimum capital requirements?

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

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Part 1B Item 2 - Additional Information (Continued)

For "yes" answers to the following question, complete a Bond DRP.

C. Has a bonding company ever denied, paid out on, or revoked a bond for you?

For "yes" answers to the following question, complete a Judgment/Lien DRP:

D. Do you have any unsatisfied judgments or liens against you?

For "yes" answers to the following questions, complete an Arbitration DRP:

E. Are you, any *advisory affiliate*, or any *management person* currently the subject of, or have you, any *advisory affiliate*, or any *management person* been the subject of, an arbitration claim alleging damages in excess of \$2,500, involving any of the following:(1) any investment or an *investment-related* business of activity?

Yes No

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- (2) fraud, false statement, or omission?
- (3) theft, embezzlement, or other wrongful taking of property?
- (4) bribery, forgery, counterfeiting, or extortion?
- (5) dishonest, unfair, or unethical practices?

For "yes" answers to the following questions, complete a Civil Judicial Action DRP:

F. Are you, any *advisory affiliate*, or any *management person* currently subject to, or have you, any *advisory affiliate*, or any *management person* been found liable in, a civil, *self-regulatory organization*, or administrative proceeding involving any of the following:

- (1) an investment or *investment-related* business or activity?
- (2) fraud, false statement, or omission?
- (3) theft, embezzlement, or other wrongful taking of property?
- (4) bribery, forgery, counterfeiting, or extortion?
- (5) dishonest, unfair, or unethical practices?

G. Other Business Activities

- (1) You are actively engaged in business as a(n) (check all that apply):
 - Attorney
 - Certified Public Accountant
 - Tax Preparer

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UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

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Part 1B Item 2 - Additional Information (Continued)

(2) If you are actively engaged in any business other than those listed in Item 6.A of Part 1A or Item 2.G(1) of Part 1B, describe the business and the approximate amount of time spent on that business:

H. If you provide financial planning services, the investments made based on those services at the end of your last fiscal year totaled:

	Securities Investments	Non-Securities Investments
Under \$100,000	<input type="radio"/>	<input type="radio"/>
\$100,001 to \$500,000	<input type="radio"/>	<input type="radio"/>
\$500,001 to \$1,000,000	<input type="radio"/>	<input type="radio"/>
\$1,000,001 to \$2,500,000	<input type="radio"/>	<input type="radio"/>
\$2,500,001 to \$5,000,000	<input type="radio"/>	<input type="radio"/>
More than \$5,000,000	<input type="radio"/>	<input type="radio"/>

If securities investments are over \$5,000,000, how much? (round to the nearest \$1,000,000)

If non-securities investments are over \$5,000,000, how much? (round to the nearest \$1,000,000)

Yes No

I. Custody

- (1) Do you withdraw advisory fees directly from your *clients'* accounts? If you answered "yes", respond to the following: Yes No
- (a) Do you send a copy of your invoice to the custodian or trustee at the same time that you send a copy to the *client*? Yes No
- (b) Does the custodian send quarterly statements to your *clients* showing all disbursements for the custodian account, including the amount of the advisory fees? Yes No
- (c) Do your *clients* provide written authorization permitting you to be paid directly for their accounts held by the custodian or trustee? Yes No
- (2) Do you act as a general partner for any partnership or trustee for any trust in which your advisory *clients* are either partners of the partnership or beneficiaries of the trust? If you answered "yes", respond to the following: Yes No
- (a) As the general partner of a partnership, have you engaged an attorney or an independent certified public accountant to provide authority permitting each direct payment or any transfer of funds or securities from the partnership account? Yes No
- (3) Do you require the prepayment of fees of more than \$500 per *client* and for six months or more in advance? Yes No

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

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Part 1B Item 2 - Additional Information (Continued)

- J. If you are organized as a sole proprietorship, please answer the following: Yes No
- (1) (a) Have you passed, on or after January 1, 2000, the Series 65 examination? Yes No
- (b) Have you passed, on or after January 1, 2000, the Series 66 examination and also passed, at any time, the Series 7 examination? Yes No
- (2) (a) Do you have any investment advisory professional designations? Yes No
If "no", you do not need to answer Item 2.J(2)(b).
- (b) I have earned and I am in good standing with the organization that issued the following credential:
- Certified Financial Planner ("CFP")
- Chartered Financial Analyst ("CFA")
- Chartered Financial Consultant ("ChFC")
- Chartered Investment Counselor ("CIC")
- Personal Financial Specialist ("PFS")
- None of the above

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(3) Your Social Security Number: _____

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC **CRD Number:** [REDACTED]

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Amend, retire or file new brochures:

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC **CRD Number:** [REDACTED]

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Form ADV, Schedule A

Direct Owners and Executive Officers

1. Complete Schedule A only if you are submitting an initial application. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
2. Direct Owners and Executive Officers. List below the names of:
 - (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer (Chief Compliance Officer is required and cannot be more than one individual), director, and any other individuals with similar status or functions;
 - (b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);

Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (c) if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
 - (d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and

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- (e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
3. Do you have any indirect owners to be reported on Schedule B? Yes No
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are:
 NA - less than 5% B - 10% but less than 25% D - 50% but less than 75%
 A - 5% but less than 10% C - 25% but less than 50% E - 75% or more
7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
- (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15 (d) of the Exchange Act.
- (c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Title or Status	Date Title or Status Acquired MM/YYYY	Ownership Code	Control Person	PR	CRD No. If None: S.S. No. and Date of Birth, IRS Tax No., or Employer ID No.
THOMAS, DELSA, U	I	CHIEF COMPLIANCE OFFICER CHIEF COMPLIANCE OFFICER AND MANAGING MEMBER	06/2011	E	Y	N	██████████

**FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC
 ADV - Other-Than-Annual Amendment, SCHEDULE B
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Form ADV, Schedule B

Indirect Owners

1. Complete Schedule B only if you are submitting an initial application. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
 - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
 - (c) in the case of an owner that is a trust, the trust and each trustee; and
 - (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are:

C - 25% but less than 50%	E - 75% or more
D - 50% but less than 75%	F - Other (general partner, trustee, or elected manager)
7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
 - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15 (d) of the Exchange Act.
 - (c) Complete each column.

No Indirect Owner Information Filed

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC
ADV - Other-Than-Annual Amendment, SCHEDULE C

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Form ADV, Schedule C**Amendments to Schedules A and B**

- Use Schedule C only to amend information requested on either Schedule A or Schedule B. Refer to Schedule A and Schedule B for specific instructions for completing this Schedule C. Complete each column.
- In the Type of Amendment column, indicate "A" (addition), "D" (deletion), or "C" (change in information about the same person).
- Ownership codes are:

NA - less than 5%	C - 25% but less than 50%	G - Other (general partner, trustee, or elected member)
A - 5% but less than 10%	D - 50% but less than 75%	
B - 10% but less than 25%	E - 75% or more	
- List below all changes to Schedule A (Direct Owners and Executive Officers):

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Type of Amendment	Title or Status	Date Title or Status Acquired MM/YYYY	Ownership Code	Control Person	PR	CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
THOMAS, DELSA, U	I	C	CHIEF COMPLIANCE OFFICER AND MANAGING MEMBER	06/2011	E	Y	N	██████████

- List below all changes to Schedule B (Indirect Owners):

No Changes to Indirect Owner Information Filed

FORM ADV**UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number: ██████████

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Form ADV, Schedule D Page 1

Certain items in Part 1A of Form ADV require additional information on Schedule D. Use this Schedule D Page 1 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Section 1.B. Other Business Names

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List your other business names and the jurisdictions in which you use them. You must complete a separate Schedule D for each business name.

No Information Filed

Section 1.F. Other Offices

Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Page 1 for each location. If you are applying for registration, or are registered, only with the SEC, list only the largest five (in terms of numbers of *employees*).

No Information Filed

Section 1.I. World Wide Web Site Addresses

List your World Wide Web site addresses. You must complete a separate Schedule D for each World Wide Web site address.

No Information Filed

Section 1.K. Locations of Books and Records

Complete the following information for each location at which you keep your books and records, other than your *principal office and place of business*. You must complete a separate Schedule D Page 1 for each location.

No Information Filed

**FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC
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Form ADV, Schedule D Page 2

Use this Schedule D Page 2 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Section 1.L. Registration with Foreign Financial Regulatory Authorities

List the name, in English, of each *foreign financial regulatory authority* and country with which you are registered. You must complete a separate Schedule D Page 2 for each *foreign financial regulatory authority* with whom you are registered.

No Information Filed

Section 2.A(7) Affiliated Adviser

If you are relying on the exemption in rule 203A-2(c) from the prohibition on registration because you *control*, are *controlled* by, or are under common *control* with an investment adviser that is registered with the SEC and your *principal office and place of business* is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser (if any)

SEC Number of Registered Investment Adviser

801-

Section 2.A(8) Newly Formed Adviser

If you are relying on rule 203A-2(d), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

Section 2.A(9) Multi-State Adviser

If you are relying on rule 203A-2(e), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

- I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 30 or more states to register as an investment adviser with the securities authorities in those states.
- I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 25 states to register as an investment adviser with the securities authorities of those states.

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If you are submitting your *annual updating amendment*, you must make this representation:

- Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 25 states to register as an investment adviser with the securities authorities in those states.

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
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Form ADV, Schedule D Page 3

Use this Schedule D Page 3 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Section 2.A(11) SEC Exemptive Order

No Information Filed

Section 4 Successions

Complete the following information if you are succeeding to the business of a currently-registered investment adviser. If you acquired more than one firm in the succession you are reporting on this Form ADV, you must complete a separate Schedule D Page 3 for each acquired firm. See Part 1A Instruction 4.

No Information Filed

Section 5.I(2) Wrap Fee Programs

If you are a portfolio manager for one or more *wrap fee programs*, list the name of each program and its *sponsor*. You must complete a separate Schedule D Page 3 for each *wrap fee program* for which you are a portfolio manager.

No Information Filed

Section 6.B. Description of Primary Business

No Information Filed

SECTION 7.A. Affiliated Investment Advisers and Broker-Dealers

No Information Filed

**FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

**Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
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**CRD Number:
[REDACTED]
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Form ADV, Schedule D Page 4

Use this Schedule D Page 4 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Section 7.B. Limited Partnership Participation or Other Private Fund Participation

You must complete a separate Schedule D Page 4 for each limited partnership in which you or a *related person* is a general partner, each limited liability company for which you or a *related person* is a manager, and each other private fund that you advise.

Name of Limited Partnership, Limited Liability Company, or other Private Fund:
THE SOLOMON FUND, LP

Name of General Partner or Manager:
THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(b)(3)-1? Yes No

Are your *clients* solicited to invest in the limited partnership, limited liability company, or other private fund?

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund?
0 %

Minimum investment commitment required of a limited partner, member, or other investor:
\$ 250000

Current value of the total assets of the limited partnership, limited liability company, or other private fund:
\$ 0

SECTION 9.C. Independent Public Accountant

No Information Filed

SECTION 9.D. Related Person Qualified Custodian

No Information Filed

Section 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Individual Name (if applicable) (Last, First, Middle)

THOMAS, DELSA, U

CRD Number (if any)

5052641

Effective Date

08/09/2011

Termination Date

Business Address:

Number and Street 1:

545 EAST JOHN CARPENTER FREEWAY

City:

IRVING

State:

TX

Number and Street 2:

SUITE 300

Country:

UNITED STATES

ZIP+4/Postal Code:

75062

If this address is a private residence, check this box:

Briefly describe the nature of the *control*:

DELSA THOMAS IS THE MANAGING MEMBER AND 100% OWNER OF THE BUSINESS. SHE IS RESPONSIBLE FOR ALL INVESTMENT RELATED AND BUSINESS DECISIONS.

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

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Form ADV, Schedule D Page 5

Use this Schedule D Page 5 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

**FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

**Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
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**CRD Number:
[REDACTED]
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CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

Bond DRPs

No Information Filed

Judgment/Lien DRPs

No Information Filed

Arbitration DRPs

No Information Filed

**FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

**Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC
ADV - Other-Than-Annual Amendment, Execution Pages
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**CRD Number:
[REDACTED]
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DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for SEC registration and all amendments to registration.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your

investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:	Date: MM/DD/YYYY
DELSA THOMAS	08/15/2011
	08/19/2011
Printed Name:	Title:
DELSA THOMAS	MANAGING MEMBER
Adviser CRD Number:	

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for SEC registration and all amendments to registration.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the

admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. *Non-Resident* Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

Date: MM/DD/YYYY

Printed Name:

Title:

Adviser CRD Number:

158639

State Registered Investment Adviser Execution Page

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for state registration and all amendments to registration.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the legally designated officers and their successors, of the state in which you maintain your *principal office and place of business* and any other state in which you are applying for registration or amending your registration, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act

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of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are applying for registration or amending your registration.

2. State-Registered Investment Adviser Affidavit

If you are subject to state regulation, by signing this Form ADV, you represent that, you are in compliance with the registration requirements of the state in which you maintain your principal place of business and are in compliance with the bonding, capital, and recordkeeping requirements of that state.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature

Date MM/DD/YYYY

CRD Number

██████

Printed Name

Title

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**EXHIBIT 12
TO MAGEE
DECLARATION**

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
 GROUP, LLC**

CRD Number:

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ADV Part 1A, Page 1

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 3.

Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you.

- A. Your full legal name (if you are a sole proprietor, your last, first, and middle names):
 THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC
- B. Name under which you primarily conduct your advisory business, if different from Item 1.A.
 THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC
List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.
- C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of
 your legal name or your primary business name:
- D. If you are registered with the SEC as an investment adviser, your SEC file number: 801-72658
- E. If you have a number ("CRD Number") assigned by FINRA's CRD system or by the IARD system, your CRD number: XXXXXXXXXX
If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
 GROUP, LLC**

CRD Number:

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Item 1 Identifying Information (Continued)

- F. *Principal Office and Place of Business*
 (1) Address (do not use a P.O. Box):

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Number and Street 1:		Number and Street 2:	
545 EAST JOHN CARPENTER FREEWAY		SUITE 300	
City:	State:	Country:	ZIP+4/Postal Code:
IRVING	TX	UNITED STATES	75062

If this address is a private residence, check this box:

List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for registration, or are registered only, with the SEC, list the largest five offices in terms of numbers of employees.

(2) Days of week that you normally conduct business at your principal office and place of business:

Monday-Friday Other:

Normal business hours at this location:
8:30 AM TO 4 PM (CST)

(3) Telephone number at this location:

(972) 719-9001

(4) Facsimile number at this location:

(972) 719-9195

G. Mailing address, if different from your principal office and place of business address:

Number and Street 1:		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:

If this address is a private residence, check this box:

H. If you are a sole proprietor, state your full residence address, if different from your principal office and place of business address in Item 1.F.:

Number and Street 1:		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC
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Item 1 Identifying Information (Continued)

	YES	NO
I. Do you have World Wide Web site addresses? <i>If "yes," list these addresses on Section 1.I. of Schedule D. If a web address serves as a portal through which to access other information you have published on the World Wide Web, you may list the portal without listing addresses for all of the other information.</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Some advisers may need to list more than one portal address. Do not provide individual electronic mail addresses in response to this Item.

J. Contact Employee:

Name:		Title:	
DELSA THOMAS		MANAGING MEMBER	
DELSA ULRICA THOMAS			
Telephone Number:		Facsimile Number:	
(972) 719-9001		(972) 719-9195	
Number and Street 1:		Number and Street 2:	
545 EAST JOHN CARPENTER FREEWAY		SUITE 300	
City:	State:	Country:	ZIP+4/Postal Code:
IRVING	TX	UNITED STATES	75062

Electronic mail (e-mail) address, if contact *employee* has one:
DELSA.THOMAS@DCCMG.COM

The contact employee should be an employee whom you have authorized to receive information and respond to questions about this Form ADV.

YES NO

- K. Do you maintain some or all of the books and records you are required to keep under Section 204 of the Advisers Act, or similar state law, somewhere other than your *principal office and place of business*? YES NO

If "yes," complete Section 1.K. of Schedule D.

YES NO

- L. Are you registered with a *foreign financial regulatory authority*? YES NO
- Answer "no" if you are not registered with a foreign financial regulatory authority, even if you have an affiliate that is registered with a foreign financial regulatory authority. If "yes", complete Section 1.L. of Schedule D.*

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

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Item 2 SEC Registration

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2 only if you are applying for SEC registration or submitting an *annual updating amendment* to your SEC registration.

- A. To register (or remain registered) with the SEC, you must check at least one of the Items 2.A(1) through 2.A(11), below. If you are submitting an *annual updating amendment* to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A(12). You:
- (1) have *assets under management* of \$25 million (in U.S. dollars) or more;

See Part 1A Instruction 2.a. to determine whether you should check this box.

- (2) have your *principal office and place of business* in Wyoming;

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(3) have your *principal office and place of business* outside the United States;

(4) are an investment adviser (or sub-adviser) to an investment company registered under the Investment Company Act of 1940;

See Part 1A Instruction 2.b. to determine whether you should check this box.

(5) have been designated as a nationally recognized statistical rating organization;

See Part 1A Instruction 2.c. to determine whether you should check this box.

(6) are a pension consultant that qualifies for the exemption in rule 203A-2(b);

See Part 1A Instruction 2.d. to determine whether you should check this box.

(7) are relying on rule 203A-2(c) because you are an investment adviser that *controls, is controlled by, or is under common control with*, an investment adviser that is registered with the SEC, and your *principal office and place of business* is the same as the registered adviser;

See Part 1A Instruction 2.e. to determine whether you should check this box. If you check this box, complete Section 2.A(7) of Schedule D.

(8) are a newly formed adviser relying on rule 203A-2(d) because you expect to be eligible for SEC registration within 120 days;

See Part 1A Instruction 2.f. to determine whether you should check this box. If you check this box, complete Section 2.A(8) of Schedule D.

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC

CRD Number:

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Item 2 SEC Registration (Continued)

(9) are a multi-state adviser relying on rule 203A-2(e);

See Part 1A Instruction 2.g. to determine whether you should check this box. If you check this box, complete Section 2.A(9) of Schedule D.

(10) are an Internet investment adviser relying on rule 203A-2(f);

See Part 1A Instructions 2.h. to determine whether you should check this box.

- (11) have received an SEC order exempting you from the prohibition against registration with the SEC;

If you checked this box, complete Section 2.A(11) of Schedule D.

- (12) are no longer eligible to remain registered with the SEC.

See Part 1A Instructions 2.i. to determine whether you should check this box.

B. Under state laws, SEC-registered advisers may be required to provide to *state securities authorities* a copy of the Form ADV and any amendments they file with the SEC. These are called *notice filings*. If this is an initial application, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings you submit to the SEC. If this is an amendment to direct your *notice filings* to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings you submit to the SEC. If this is an amendment to your registration to stop your *notice filings* from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

<input type="checkbox"/> AL	<input type="checkbox"/> ID	<input type="checkbox"/> MO	<input type="checkbox"/> PA
<input type="checkbox"/> AK	<input type="checkbox"/> IL	<input type="checkbox"/> MT	<input type="checkbox"/> PR
<input type="checkbox"/> AZ	<input type="checkbox"/> IN	<input type="checkbox"/> NE	<input type="checkbox"/> RI
<input type="checkbox"/> AR	<input type="checkbox"/> IA	<input type="checkbox"/> NV	<input type="checkbox"/> SC
<input type="checkbox"/> CA	<input type="checkbox"/> KS	<input type="checkbox"/> NH	<input type="checkbox"/> SD
<input type="checkbox"/> CO	<input type="checkbox"/> KY	<input type="checkbox"/> NJ	<input type="checkbox"/> TN
<input type="checkbox"/> CT	<input type="checkbox"/> LA	<input type="checkbox"/> NM	<input checked="" type="checkbox"/> TX
<input type="checkbox"/> DE	<input type="checkbox"/> ME	<input type="checkbox"/> NY	<input type="checkbox"/> UT
<input type="checkbox"/> DC	<input type="checkbox"/> MD	<input type="checkbox"/> NC	<input type="checkbox"/> VT
<input type="checkbox"/> FL	<input type="checkbox"/> MA	<input type="checkbox"/> ND	<input type="checkbox"/> VI
<input type="checkbox"/> GA	<input type="checkbox"/> MI	<input type="checkbox"/> OH	<input type="checkbox"/> VA
<input type="checkbox"/> GU	<input type="checkbox"/> MN	<input type="checkbox"/> OK	<input type="checkbox"/> WA
<input type="checkbox"/> HI	<input type="checkbox"/> MS	<input type="checkbox"/> OR	<input type="checkbox"/> WV
			<input type="checkbox"/> WI

If you are amending your registration to stop your notice filings from going to a state that currently receives them and you do not want to pay that state's notice filing fee for the coming year, your amendment must filed before the end of the year (December 31).

Item 3 Form Of Organization

A. How are you organized?

- Corporation
 Sole Proprietorship
 Limited Liability Partnership (LLP)
 Partnership
 Limited Liability Company (LLC)
 Other (specify):

If you are changing your response to this Item, see Part 1A Instruction 4.

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

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Item 3 Form Of Organization (Continued)

- B. In what month does your fiscal year end each year?
 December
- C. Under the laws of what state or country are you organized?
 State: Country:
 Texas UNITED STATES

Item 4 Successions

- | | YES | NO |
|--|-----------------------|----------------------------------|
| A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser? | <input type="radio"/> | <input checked="" type="radio"/> |

If "yes," complete Item 4.B. and Section 4 of Schedule D.

- B. Date of Succession: (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

Item 5 Information About Your Advisory Business

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly-formed advisers for completing this Item 5.

Employees

- A. Approximately how many *employees* do you have? Include full and part-time *employees* but do not include any clerical workers.

<input checked="" type="radio"/> 1-5	<input type="radio"/> 6-10	<input type="radio"/> 11-50	<input type="radio"/> 51-250	<input type="radio"/> 251-500
<input type="radio"/> 501-1,000	<input type="radio"/> More than 1,000	If more than 1,000, how many? (round to the nearest 1,000)		

B.

- (1) Approximately how many of these *employees* perform investment advisory functions (including research)?

<input type="radio"/> 0	<input checked="" type="radio"/> 1-5	<input type="radio"/> 6-10	<input type="radio"/> 11-50	<input type="radio"/> 51-250
<input type="radio"/> 251-500	<input type="radio"/> 501-1,000	<input type="radio"/> More than 1,000	If more than 1,000, how many? (round to the nearest 1,000)	

- (2) Approximately how many of these *employees* are registered representatives of a broker-dealer?

<input checked="" type="radio"/> 0	<input type="radio"/> 1-5	<input type="radio"/> 6-10	<input type="radio"/> 11-50	<input type="radio"/> 51-250
------------------------------------	---------------------------	----------------------------	-----------------------------	------------------------------

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251-500 501-1,000 More than 1,000 If more than 1,000, how many?
 (round to the nearest 1,000)

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Items 5.A(1) and 5.B(2). If an employee performs more than one function, you should count that employee in each of your responses to Item 5.B(1) and 5.B(2).

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

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Item 5 Information About Your Advisory Business (Continued)

(3) Approximately how many firms or other persons solicit advisory clients on your behalf?

0 1-5 6-10 11-50 51-250
 251-500 501-1,000 More than 1,000 If more than 1,000, how many?
 (round to the nearest 1,000)

In your response to Item 5.B(3), do not count any of your employees and count a firm only once -- do not count each of the firm's employees that solicit on your behalf.

Clients

C. To approximately how many clients did you provide investment advisory services during your most-recently completed fiscal year?

0 1-10 11-25 26-100 101-250
 251-500 More than 500 If more than 500, how many?
 (round to the nearest 500)

D. What types of clients do you have? Indicate the approximate percentage that each type of client comprises of your total number of clients.

	None	Up to 10%	11-25%	26-50%	51-75%	More Than 75%
(1) Individuals (other than high net worth individuals)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(2) High net worth individuals	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(3) Banking or thrift institutions	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(4) Investment companies (including mutual funds)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(5) Pension and profit sharing plans (other than plan participants)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(6) Other pooled investment vehicles (e.g., hedge funds)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>

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- | | | | | | | |
|---|----------------------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|
| (7) Charitable organizations | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (8) Corporations or other businesses not listed above | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (9) State or municipal <i>government entities</i> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (10) Other: | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

The category "individuals" includes trusts, estates, 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships.

Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, check "None" in response to Item 5.D(4).

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
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Item 5 Information About Your Advisory Business (Continued)

Compensation Arrangements

E. You are compensated for your investment advisory services by (check all that apply):

- (1) A percentage of assets under your management
- (2) Hourly charges
- (3) Subscription fees (for a newsletter or periodical)
- (4) Fixed fees (other than subscription fees)
- (5) Commissions
- (6) *Performance-based fees*
- (7) Other (specify):

Assets Under Management

F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios? YES NO

(2) If yes, what is the amount of your assets under management and total number of accounts?

	U.S. Dollar Amount	Total Number of Accounts
Discretionary:	(a) \$ 0 .00	(d) 0
Non-Discretionary:	(b) \$ 0 .00	(e) 0
Total:	(c) \$ 0 .00	(f) 0

Part 1A Instruction 5.b. explains how to calculate your assets under management. You must follow these instructions carefully when completing this Item.

Advisory Activities

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G. What type(s) of advisory services do you provide? Check all that apply.

- (1) Financial planning services
- (2) Portfolio management for individuals and/or small businesses
- (3) Portfolio management for investment companies
- (4) Portfolio management for businesses or institutional *clients* (other than investment companies)
- (5) Pension consulting services
- (6) Selection of other advisers
- (7) Publication of periodicals or newsletters
- (8) Security ratings or pricing services
- (9) Market timing services
- (10) Other (specify):
PORTFOLIO MANAGEMENT FOR PRIVATE INVESTMENT VEHICLE

Do not check Item 5.G(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940.

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
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Item 5 Information About Your Advisory Business (Continued)

H. If you provide financial planning services, to how many *clients* did you provide these services during your last fiscal year?

- 0 1-10 11-25 26-50 51-100
- 101-250 251-500 More than 500 If more than 500, how many?
(round to the nearest 500)

I. If you participate in a *wrap fee program*, do you (check all that apply):

- (1) *sponsor* the *wrap fee program* ?
- (2) act as a portfolio manager for the *wrap fee program*?

If you are a portfolio manager for a wrap fee program, list the names of the programs and their sponsors in Section 5.I(2) of Schedule D.

If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program, do not check either Item 5.I(1) or 5.I(2).

Item 6 Other Business Activities

In this Item, we request information about your other business activities.

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A. You are actively engaged in business as a (check all that apply):

- (1) Broker-dealer
 (2) Registered representative of a broker-dealer
 (3) Futures commission merchant, commodity pool operator, or commodity trading advisor
 (4) Real estate broker, dealer, or agent
 (5) Insurance broker or agent
 (6) Bank (including a separately identifiable department or division of a bank)
 (7) Other financial product salesperson (specify):

YES NO

B. (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?

(2) If yes, is this other business your primary business?

If "yes," describe this other business on Section 6.B. of Schedule D.

YES NO

(3) Do you sell products or provide services other than investment advice to your advisory clients?

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Item 7 Financial Industry Affiliations

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your *clients*.

Item 7 requires you to provide information about you and your *related persons*. Your *related persons* are all of your *advisory affiliates* and any *related person* that is under common control with you.

A. You have a *related person* that is a (check all that apply):

- (1) broker-dealer, municipal securities dealer, or government securities broker or dealer
 (2) investment company (including mutual funds)
 (3) other investment adviser (including financial planners)
 (4) futures commission merchant, commodity pool operator, or commodity trading advisor
 (5) banking or thrift institution
 (6) accountant or accounting firm
 (7) lawyer or law firm
 (8) insurance company or agency
 (9) pension consultant
 (10) real estate broker or dealer
 (11) sponsor or syndicator of limited partnerships

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If you checked Items 7.A.(1) or (3), you must list on Section 7.A. of Schedule D all your related persons that are investment advisers, broker-dealers, municipal securities dealers, or government securities broker or dealers.

- Yes No**
- B. Are you or any *related person* a general partner in an *investment-related* limited partnership or manager of an *investment-related* limited liability company, or do you advise any other "private fund" as defined under SEC rule 203(b)(3)-1?

If "yes," for each limited partnership or limited liability company, or (if applicable) private fund, complete Section 7.B. of Schedule D. If, however, you are an SEC-registered adviser and you have related persons that are SEC-registered advisers who are the general partners of limited partnerships or the managers of limited liability companies, you do not have to complete Section 7.B. of Schedule D with respect to those related advisers' limited partnerships or limited liability companies.

To use this alternative procedure, you must state in the Miscellaneous Section of Schedule D : (1) that you have related SEC-registered investment advisers that manage limited partnerships or limited liability companies that are not listed in Section 7.B. of Schedule D ; (2) that complete and accurate information about those limited partnerships or limited liability companies is available in Section 7.B. of Schedule D of the Form ADVs of your related SEC-registered advisers; and (3) whether your clients are solicited to invest in any of those limited partnerships or limited liability companies.

Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your *clients'* transactions. Like Item 7, this information identifies areas in which conflicts of interest may occur between you and your *clients*.

Like Item 7, Item 8 requires you to provide information about you and your *related persons*.

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Item 8 Participation or Interest in Client Transactions (Continued)

Proprietary Interest in Client Transactions

- A. Do you or any *related person*:
- | | Yes No |
|--|--|
| (1) buy securities for yourself from advisory <i>clients</i> , or sell securities you own to advisory <i>clients</i> (principal transactions)? | <input type="radio"/> <input checked="" type="radio"/> |
| (2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory <i>clients</i> ? | <input checked="" type="radio"/> <input type="radio"/> |

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- (3) recommend securities (or other investment products) to advisory *clients* in which you or any *related person* has some other proprietary (ownership) interest (other than those mentioned in Items 8.A(1) or (2))?

Sales Interest in Client Transactions

- B. Do you or any *related person*:
- | | Yes | No |
|--|----------------------------------|----------------------------------|
| (1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory <i>client</i> securities are sold to or bought from the brokerage customer (agency cross transactions)? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) recommend purchase of securities to advisory <i>clients</i> for which you or any <i>related person</i> serves as underwriter, general or managing partner, or purchaser representative? | <input checked="" type="radio"/> | <input type="radio"/> |
| (3) recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)? | <input checked="" type="radio"/> | <input type="radio"/> |

Investment or Brokerage Discretion

- C. Do you or any *related person* have *discretionary authority* to determine the:
- | | Yes | No |
|--|----------------------------------|----------------------------------|
| (1) securities to be bought or sold for a <i>client's</i> account? | <input checked="" type="radio"/> | <input type="radio"/> |
| (2) amount of securities to be bought or sold for a <i>client's</i> account? | <input checked="" type="radio"/> | <input type="radio"/> |
| (3) broker or dealer to be used for a purchase or sale of securities for a <i>client's</i> account? | <input checked="" type="radio"/> | <input type="radio"/> |
| (4) commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions? | <input type="radio"/> | <input checked="" type="radio"/> |

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Item 8 Participation or Interest in Client Transactions (Continued)

- D. Do you or any *related person* recommend brokers or dealers to *clients*?
- E. Do you or any *related person* receive research or other products or services other than execution from a broker-dealer or a third party in connection with *client* securities transactions?
- F. Do you or any *related person*, directly or indirectly, compensate any *person* for *client* referrals?

In responding to this Item 8.F., consider in your response all cash and non-cash compensation that you or a related person gave any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.

Item 9 Custody

In this Item, we ask you whether you or a *related person* has *custody* of *client* assets and about your custodial practices.

- A. (1) Do you have *custody* of any advisory *clients*': Yes No
- (a) cash or bank accounts?
- (b) securities?

If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisory fees directly from your clients' accounts, or (ii) a related person maintains client funds or securities as a qualified custodian but you have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)(2)-(d)(5)) from the related person.

- (2) If you checked "yes" to Item 9.A(1)(a) or (b), what is the amount of *client* funds and securities and total number of *clients* for which you have *custody*:

U.S. Dollar Amount	Total Number of Clients
(a)\$	(b)

If your related person serves as qualified custodian of client assets, do not include the amount of those assets and the number of those clients in your response to Item 9.A.(2). Instead, include that information in your response to Item 9.B.(2).

- B. (1) Do any of your *related persons* have *custody* of any of your advisory *clients*': Yes No
- (a) cash or bank accounts?
- (b) securities?

You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).

- (2) If you checked "yes" to Item 9.B.(1)(a) or (b), what is the amount of *client* funds and securities and total number of *clients* for which your *related persons* have *custody*:

U.S. Dollar Amount	Total Number of Clients
(a)\$	(b)

- C. If you or your *related persons* have *custody* of *client* funds or securities, check all the following that apply:

- (1) A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage.
- (2) An independent public accountant audits annually the pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the investors in the pools.
- (3) An independent public accountant conducts an annual surprise examination of *client* funds and securities.
- (4) An independent public accountant prepares an internal control report with respect to custodial services when you or your *related persons* are qualified custodians for *client* funds and securities.

If you checked Item 9.C.(2), C.(3) or C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal control report.

- D. Do you or your *related persons* act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*? Yes No
- (1) you act as a qualified custodian
- (2) your *related persons* act as qualified custodians

If you checked "yes" to Item 9.D.(2), list in Section 9.D. of Schedule D all your related persons that act as qualified custodians for your clients in connection with advisory services you provide to clients (you do not have to list broker-dealers already identified as qualified custodians in Section 7.A. of Schedule D).

E. If you are filing your annual updating amendment and you were subject to a surprise examination by an independent public accountant during your last fiscal year, provide the date (MM/YYYY) the examination commenced:

Item 10 Control Persons

In this Item, we ask you to identify every person that, directly or indirectly, controls you.

If you are submitting an initial application, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application, you must complete Schedule C.

YES NO

Does any person not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, control your management or policies?

If yes, complete Section 10 of Schedule D.

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Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your advisory affiliates. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below.

Your advisory affiliates are: (1) all of your current employees (other than employees performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any person performing similar functions); and (3) all persons directly or indirectly controlling you or controlled by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your advisory affiliates are.

If you are registered or registering with the SEC, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A(1), 11.A(2), 11.B(1), 11.B(2), 11.D(4), and 11.H(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary

orders, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

For "yes" answers to the following questions, complete a Criminal Action DRP:

- | A. In the past ten years, have you or any <i>advisory affiliate</i> : | YES | NO |
|--|-----------------------|----------------------------------|
| (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any <i>felony</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) been <i>charged</i> with any <i>felony</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |


If you are registered or registering with the SEC, you may limit your response to Item 11.A (2) to charges that are currently pending.

- | B. In the past ten years, have you or any <i>advisory affiliate</i> : | YES | NO |
|--|-----------------------|----------------------------------|
| (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a <i>misdemeanor</i> involving: investments or an <i>investment-related</i> business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) been <i>charged</i> with a <i>misdemeanor</i> listed in 11.B(1)? | <input type="radio"/> | <input checked="" type="radio"/> |

If you are registered or registering with the SEC, you may limit your response to Item 11.B (2) to charges that are currently pending.

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For "yes" answers to the following questions, complete a Regulatory Action DRP:

- | C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever: | YES | NO |
|--|-----------------------|----------------------------------|
| (1) <i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) <i>found</i> you or any <i>advisory affiliate</i> to have been <i>involved</i> in a violation of SEC or CFTC regulations or statutes? | <input type="radio"/> | <input checked="" type="radio"/> |
| (3) <i>found</i> you or any <i>advisory affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted? | <input type="radio"/> | <input checked="" type="radio"/> |
| (4) entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with <i>investment-related</i> activity? | <input type="radio"/> | <input checked="" type="radio"/> |
| (5) imposed a civil money penalty on you or any <i>advisory affiliate</i> , or <i>ordered</i> you or any <i>advisory affiliate</i> to cease and desist from any activity? | <input type="radio"/> | <input checked="" type="radio"/> |

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- D. Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority:
- (1) ever found you or any advisory affiliate to have made a false statement or omission, or been dishonest, unfair, or unethical?
 - (2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?
 - (3) ever found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?
 - (4) in the past ten years, entered an order against you or any advisory affiliate in connection with an investment-related activity?
 - (5) ever denied, suspended, or revoked your or any advisory affiliate's registration or license, or otherwise prevented you or any advisory affiliate, by order, from associating with an investment-related business or restricted your or any advisory affiliate's activity?
- E. Has any self-regulatory organization or commodities exchange ever:
- (1) found you or any advisory affiliate to have made a false statement or omission?
 - (2) found you or any advisory affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the SEC)?
 - (3) found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?
 - (4) disciplined you or any advisory affiliate by expelling or suspending you or the advisory affiliate from membership, barring or suspending you or the advisory affiliate from association with other members, or otherwise restricting your or the advisory affiliate's activities?

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Item 11 Disclosure Information (Continued)

- | | YES | NO |
|---|-----------------------|----------------------------------|
| F. Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any advisory affiliate ever been revoked or suspended? | <input type="radio"/> | <input checked="" type="radio"/> |
| G. Are you or any advisory affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.? | <input type="radio"/> | <input checked="" type="radio"/> |
| For "yes" answers to the following questions, complete a Civil Judicial Action DRP: | | |
| H. (1) Has any domestic or foreign court: | YES | NO |

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- (a) in the past ten years, *enjoined* you or any *advisory affiliate* in connection with any *investment-related* activity?
- (b) ever *found* that you or any *advisory affiliate* were *involved* in a violation of *investment-related* statutes or regulations?
- (c) ever dismissed, pursuant to a settlement agreement, an *investment-related* civil action brought against you or any *advisory affiliate* by a state or foreign financial regulatory authority?
- (2) Are you or any *advisory affiliate* now the subject of any civil *proceeding* that could result in a "yes" answer to any part of Item 11.H(1)?

Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC and you indicated in response to Item 5.F(2)(c) that you have assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

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Item 12 Small Businesses (Continued)

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- Control means the power to direct or cause the direction of the management or policies of a *person*, whether through ownership of securities, by contract, or otherwise. Any *person* that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another *person* is presumed to control the other *person*.

- | | YES | NO |
|--|-----------------------|----------------------------------|
| A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year? | <input type="radio"/> | <input checked="" type="radio"/> |
| <i>If "yes," you do not need to answer Items 12.B. and 12.C.</i> | | |
| B. Do you: | | |
| (1) <i>control</i> another investment adviser that had assets under management of \$25 million or more on the last day of its most recent fiscal year? | <input type="radio"/> | <input checked="" type="radio"/> |

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- (2) *control* another *person* (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?
- C. Are you:
 - (1) *controlled* by or under common *control* with another investment adviser that had assets under management of \$25 million or more on the last day of its most recent fiscal year?
 - (2) *controlled* by or under common *control* with another *person* (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?

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You must complete this Part 1B only if you are applying for registration, or are registered, as an investment adviser with any of the *state securities authorities*.

Part 1B Item 1 - State Registration

Complete this Item 1 if you are submitting an initial application for state registration or requesting additional state registration(s). Check the boxes next to the states to which you are submitting this application. If you are already registered with at least one state and are applying for registration with an additional state or states, check the boxes next to the states in which you are applying for registration. Do not check the boxes next to the states in which you are currently registered or where you have an application for registration pending.

- | | | | |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AL | <input type="checkbox"/> ID | <input type="checkbox"/> MO | <input type="checkbox"/> PA |
| <input type="checkbox"/> AK | <input type="checkbox"/> IL | <input type="checkbox"/> MT | <input type="checkbox"/> PR |
| <input type="checkbox"/> AZ | <input type="checkbox"/> IN | <input type="checkbox"/> NE | <input type="checkbox"/> RI |
| <input type="checkbox"/> AR | <input type="checkbox"/> IA | <input type="checkbox"/> NV | <input type="checkbox"/> SC |
| <input type="checkbox"/> CA | <input type="checkbox"/> KS | <input type="checkbox"/> NH | <input type="checkbox"/> SD |
| <input type="checkbox"/> CO | <input type="checkbox"/> KY | <input type="checkbox"/> NJ | <input type="checkbox"/> TN |
| <input type="checkbox"/> CT | <input type="checkbox"/> LA | <input type="checkbox"/> NM | <input type="checkbox"/> TX |
| <input type="checkbox"/> DE | <input type="checkbox"/> ME | <input type="checkbox"/> NY | <input type="checkbox"/> UT |
| <input type="checkbox"/> DC | <input type="checkbox"/> MD | <input type="checkbox"/> NC | <input type="checkbox"/> VT |
| <input type="checkbox"/> FL | <input type="checkbox"/> MA | <input type="checkbox"/> ND | <input type="checkbox"/> VI |
| <input type="checkbox"/> GA | <input type="checkbox"/> MI | <input type="checkbox"/> OH | <input type="checkbox"/> VA |
| <input type="checkbox"/> GU | <input type="checkbox"/> MN | <input type="checkbox"/> OK | <input type="checkbox"/> WA |
| <input type="checkbox"/> HI | <input type="checkbox"/> MS | <input type="checkbox"/> OR | <input type="checkbox"/> WV |

WI

Part 1B Item 2 - Additional Information**A. Person responsible for supervision and compliance:**

Name:

Title:

Telephone:

Fax:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

Email address, if available:

If this address is a private residence, check this box: **B. Bond/Capital Information, if required by your home state.**

(1) Name of Issuing Insurance Company:

(2) Amount of Bond:

\$.00

(3) Bond Policy Number:

Yes No

(4) If required by your home state, are you in compliance with your home state's minimum capital requirements?

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Part 1B Item 2 - Additional Information (Continued)

	Yes	No
For "yes" answers to the following question, complete a Bond DRP.		
C. Has a bonding company ever denied, paid out on, or revoked a bond for you?	<input type="checkbox"/>	<input type="checkbox"/>
For "yes" answers to the following question, complete a Judgment/Lien DRP:		
D. Do you have any unsatisfied judgments or liens against you?	<input type="checkbox"/>	<input type="checkbox"/>
For "yes" answers to the following questions, complete an Arbitration DRP:		
E. Are you, any <i>advisory affiliate</i> , or any <i>management person</i> currently the subject of, or have you, any <i>advisory affiliate</i> , or any <i>management person</i> been the subject of, an arbitration claim alleging damages in excess of \$2,500, involving any of the following:		
(1) any investment or an <i>investment-related</i> business of activity?	<input type="checkbox"/>	<input type="checkbox"/>

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- (2) fraud, false statement, or omission?
- (3) theft, embezzlement, or other wrongful taking of property?
- (4) bribery, forgery, counterfeiting, or extortion?
- (5) dishonest, unfair, or unethical practices?

For "yes" answers to the following questions, complete a Civil Judicial Action DRP:

F. Are you, any *advisory affiliate*, or any *management person* currently subject to, or have you, any *advisory affiliate*, or any *management person* been found liable in, a civil, *self-regulatory organization*, or administrative proceeding involving any of the following:

- (1) an investment or *investment-related* business or activity?
- (2) fraud, false statement, or omission?
- (3) theft, embezzlement, or other wrongful taking of property?
- (4) bribery, forgery, counterfeiting, or extortion?
- (5) dishonest, unfair, or unethical practices?

G. Other Business Activities

- (1) You are actively engaged in business as a(n) (check all that apply):
- Attorney
 - Certified Public Accountant
 - Tax Preparer

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Part 1B Item 2 - Additional Information (Continued)

(2) If you are actively engaged in any business other than those listed in Item 6.A of Part 1A or Item 2.G(1) of Part 1B, describe the business and the approximate amount of time spent on that business:

H. If you provide financial planning services, the investments made based on those services at the end of your last fiscal year totaled:

	Securities Investments	Non-Securities Investments
Under \$100,000	<input type="checkbox"/>	<input type="checkbox"/>
\$100,001 to \$500,000	<input type="checkbox"/>	<input type="checkbox"/>
\$500,001 to \$1,000,000	<input type="checkbox"/>	<input type="checkbox"/>
\$1,000,001 to \$2,500,000	<input type="checkbox"/>	<input type="checkbox"/>
\$2,500,001 to \$5,000,000	<input type="checkbox"/>	<input type="checkbox"/>
More than \$5,000,000	<input type="checkbox"/>	<input type="checkbox"/>

If securities investments are over \$5,000,000, how much? (round to the nearest \$1,000,000)

If non-securities investments are over \$5,000,000, how much? (round to the nearest \$1,000,000)

	Yes	No
I. Custody		
(1) Do you withdraw advisory fees directly from your <i>clients'</i> accounts? If you answered "yes", respond to the following:	<input type="radio"/>	<input type="radio"/>
(a) Do you send a copy of your invoice to the custodian or trustee at the same time that you send a copy to the <i>client</i> ?	<input type="radio"/>	<input type="radio"/>
(b) Does the custodian send quarterly statements to your <i>clients</i> showing all disbursements for the custodian account, including the amount of the advisory fees?	<input type="radio"/>	<input type="radio"/>
(c) Do your <i>clients</i> provide written authorization permitting you to be paid directly for their accounts held by the custodian or trustee?	<input type="radio"/>	<input type="radio"/>
(2) Do you act as a general partner for any partnership or trustee for any trust in which your advisory <i>clients</i> are either partners of the partnership or beneficiaries of the trust? If you answered "yes", respond to the following:	<input type="radio"/>	<input type="radio"/>
(a) As the general partner of a partnership, have you engaged an attorney or an independent certified public accountant to provide authority permitting each direct payment or any transfer of funds or securities from the partnership account?	<input type="radio"/>	<input type="radio"/>
(3) Do you require the prepayment of fees of more than \$500 per <i>client</i> and for six months or more in advance?	<input type="radio"/>	<input type="radio"/>

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

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Part 1B Item 2 - Additional Information (Continued)

	Yes	No
J. If you are organized as a sole proprietorship, please answer the following:		
(1) (a) Have you passed, on or after January 1, 2000, the Series 65 examination?	<input type="radio"/>	<input type="radio"/>
(b) Have you passed, on or after January 1, 2000, the Series 66 examination and also passed, at any time, the Series 7 examination?	<input type="radio"/>	<input type="radio"/>
(2) (a) Do you have any investment advisory professional designations? If "no", you do not need to answer Item 2.J(2)(b).	<input type="radio"/>	<input type="radio"/>
(b) I have earned and I am in good standing with the organization that issued the following credential:		
<input type="checkbox"/> Certified Financial Planner ("CFP")		
<input type="checkbox"/> Chartered Financial Analyst ("CFA")		
<input type="checkbox"/> Chartered Financial Consultant ("ChFC")		
<input type="checkbox"/> Chartered Investment Counselor ("CIC")		
<input type="checkbox"/> Personal Financial Specialist ("PFS")		
<input type="checkbox"/> None of the above		

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(3) Your Social Security Number:

**FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

**Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRD Number: [REDACTED]
GROUP, LLC**
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Amend, retire or file new brochures:

**FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

**Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRD Number:
GROUP, LLC [REDACTED]**
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Form ADV, Schedule A

Direct Owners and Executive Officers

1. Complete Schedule A only if you are submitting an initial application. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
2. Direct Owners and Executive Officers. List below the names of:
 - (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer(Chief Compliance Officer is required and cannot be more than one individual), director, and any other individuals with similar status or functions;
 - (b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);

Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

- (c) if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
- (d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and

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(e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.

3. Do you have any indirect owners to be reported on Schedule B? Yes No
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes NA - less than 5% B - 10% but less than 25% D - 50% but less than 75%
 are: A - 5% but less than 10% C - 25% but less than 50% E - 75% or more
7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
- (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15 (d) of the Exchange Act.
- (c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Title or Status	Date Title or Status Acquired MM/YYYY	Ownership Code	Control Person	PR	CRD No. If None: S.S. No. and Date of Birth, IRS Tax No., or Employer ID No.
THOMAS, DELSA, H THOMAS, DELSA, ULRICA	I	CHIEF COMPLIANCE OFFICER AND MANAGING MEMBER	06/2011	E	Y	N	██████████

**FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC
ADV - Other-Than-Annual Amendment, SCHEDULE B
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Form ADV, Schedule B

Indirect Owners

- Complete Schedule B only if you are submitting an initial application. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
- Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:

- (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are:
- | | |
|---------------------------|--|
| C - 25% but less than 50% | E - 75% or more |
| D - 50% but less than 75% | F - Other (general partner, trustee, or elected manager) |
7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
- (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15 (d) of the Exchange Act.
- (c) Complete each column.

No Indirect Owner Information Filed

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC
ADV - Other-Than-Annual Amendment, SCHEDULE C
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Form ADV, Schedule C
Amendments to Schedules A and B

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1. Use Schedule C only to amend information requested on either Schedule A or Schedule B. Refer to Schedule A and Schedule B for specific instructions for completing this Schedule C. Complete each column.
2. In the Type of Amendment column, indicate "A" (addition), "D" (deletion), or "C" (change in information about the same *person*).
3. Ownership codes are:

NA - less than 5%	C - 25% but less than 50%	G - Other (general partner, trustee, or elected member)
A - 5% but less than 10%	D - 50% but less than 75%	
B - 10% but less than 25%	E - 75% or more	
4. List below all changes to Schedule A (Direct Owners and Executive Officers):
No Changes to Direct Owner / Executive Officer Information Filed
5. List below all changes to Schedule B (Indirect Owners):
No Changes to Indirect Owner Information Filed

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

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Form ADV, Schedule D Page 1

Certain items in Part 1A of Form ADV require additional information on Schedule D. Use this Schedule D Page 1 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Section 1.B. Other Business Names

List your other business names and the jurisdictions in which you use them. You must complete a separate Schedule D for each business name.

No Information Filed

Section 1.F. Other Offices

Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Page 1 for each location. If you are applying for registration, or are registered, only with the SEC, list only the largest five (in terms of numbers of *employees*).

No Information Filed

Section 1.I. World Wide Web Site Addresses

List your World Wide Web site addresses. You must complete a separate Schedule D for each World Wide Web site address.

No Information Filed

Section 1.K. Locations of Books and Records

Complete the following information for each location at which you keep your books and records, other than your *principal office and place of business*. You must complete a separate Schedule D Page 1 for each location.

No Information Filed

**FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

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Form ADV, Schedule D Page 2

Use this Schedule D Page 2 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Section 1.L. Registration with Foreign Financial Regulatory Authorities

List the name, in English, of each *foreign financial regulatory authority* and country with which you are registered. You must complete a separate Schedule D Page 2 for each *foreign financial regulatory authority* with whom you are registered.

No Information Filed

Section 2.A(7) Affiliated Adviser

If you are relying on the exemption in rule 203A-2(c) from the prohibition on registration because you *control*, are *controlled by*, or are under common *control* with an investment adviser that is registered with the SEC and your *principal office and place of business* is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser (if any)

SEC Number of Registered Investment Adviser
801-

Section 2.A(8) Newly Formed Adviser

If you are relying on rule 203A-2(d), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

Section 2.A(9) Multi-State Adviser

If you are relying on rule 203A-2(e), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

- I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 30 or more states to register as an investment adviser with the securities authorities in those states.
- I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 25 states to register as an investment adviser with the securities authorities of those states.

If you are submitting your *annual updating amendment*, you must make this representation:

- Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 25 states to register as an investment adviser with the securities authorities in those states.

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC

CRD Number:

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Form ADV, Schedule D Page 3

Use this Schedule D Page 3 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Section 2.A(11) SEC Exemptive Order

No Information Filed

Section 4 Successions

Complete the following information if you are succeeding to the business of a currently-registered investment adviser. If you acquired more than one firm in the succession you are reporting on this Form ADV, you must complete a separate Schedule D Page 3 for each acquired firm. See Part 1A Instruction 4.

No Information Filed

Section 5.I(2) Wrap Fee Programs

If you are a portfolio manager for one or more *wrap fee programs*, list the name of each program and its *sponsor*. You must complete a separate Schedule D Page 3 for each *wrap fee program* for which you are a portfolio manager.

No Information Filed

Section 6.B. Description of Primary Business

No Information Filed

SECTION 7.A. Affiliated Investment Advisers and Broker-Dealers

No Information Filed

**FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC

CRD Number:

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Form ADV, Schedule D Page 4

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Use this Schedule D Page 4 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Section 7.B. Limited Partnership Participation or Other Private Fund Participation

You must complete a separate Schedule D Page 4 for each limited partnership in which you or a *related person* is a general partner, each limited liability company for which you or a *related person* is a manager, and each other private fund that you advise.

Name of Limited Partnership, Limited Liability Company, or other Private Fund:

THE SOLOMON FUND, LP

Name of General Partner or Manager:

THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(b)(3)-1? Yes No

Are your *clients* solicited to invest in the limited partnership, limited liability company, or other private fund?

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund?

0 %

Minimum investment commitment required of a limited partner, member, or other investor:

\$ 250000

Current value of the total assets of the limited partnership, limited liability company, or other private fund:

\$ 0

SECTION 9.C. Independent Public Accountant

No Information Filed

SECTION 9.D. Related Person Qualified Custodian

No Information Filed

Section 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Individual Name (if applicable) (Last, First, Middle)

~~THOMAS, DELSA, U~~

THOMAS, DELSA, ULRICA

CRD Number (if any)

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Effective Date

08/09/2011

Termination Date

08/09/2011

Business Address:

Number and Street 1:

545 EAST JOHN CARPENTER FREEWAY

City:

IRVING

State:

TX

Number and Street 2:

SUITE 300

Country:

UNITED STATES

ZIP+4/Postal Code:

75062

If this address is a private residence, check this box:

Briefly describe the nature of the control:

DELSA THOMAS IS THE MANAGING MEMBER AND 100% OWNER OF THE BUSINESS. SHE IS RESPONSIBLE FOR ALL INVESTMENT RELATED AND BUSINESS DECISIONS.

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:



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Form ADV, Schedule D Page 5

Use this Schedule D Page 5 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:



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CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

Bond DRPs

No Information Filed

Judgment/Lien DRPs

No Information Filed

Arbitration DRPs

No Information Filed

FORM ADV**UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC

CRD Number:

ADV - Other-Than-Annual Amendment, Execution Pages
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DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for SEC registration and all amendments to registration.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, order instituting proceedings, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative proceeding or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by

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law. Finally, I authorize any *person* having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:	Date: MM/DD/YYYY
DELSA THOMAS	08/19/2011
DELSA ULRICA THOMAS	08/29/2011
Printed Name:	Title:
DELSA THOMAS	MANAGING MEMBER
DELSA ULRICA THOMAS	
Adviser CRD Number:	

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for SEC registration and all amendments to registration.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

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I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

Date: MM/DD/YYYY

Printed Name:

Title:

Adviser CRD Number:



State Registered Investment Adviser Execution Page

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for state registration and all amendments to registration.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the legally designated officers and their successors, of the state in which you maintain your *principal office and place of business* and any other state in which you are applying for registration or amending your registration, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are applying for registration or amending your registration.

2. State-Registered Investment Adviser Affidavit


If you are subject to state regulation, by signing this Form ADV, you represent that, you are in compliance with the registration requirements of the state in which you maintain your principal place of business and are in compliance with the bonding, capital, and recordkeeping requirements of that state.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other

information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature	Date MM/DD/YYYY
CRD Number	
	
Printed Name	Title

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**EXHIBIT 13
TO MAGEE
DECLARATION**

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
 GROUP, LLC**

CRD Number:

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ADV Part 1A, Page 1

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 3.

Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you.

- A. Your full legal name (if you are a sole proprietor, your last, first, and middle names):
 THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC
- B. Name under which you primarily conduct your advisory business, if different from Item 1.A.
 THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC
List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.
- C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of
 your legal name or your primary business name:
- D. If you are registered with the SEC as an investment adviser, your SEC file number: 801-72658
- E. If you have a number ("CRD Number") assigned by FINRA's CRD system or by the IARD system, your CRD number: 158639
If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
 GROUP, LLC**

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Item 1 Identifying Information (Continued)

- F. *Principal Office and Place of Business*
 (1) Address (do not use a P.O. Box):

Number and Street 1:		Number and Street 2:	
545 EAST JOHN CARPENTER FREEWAY		SUITE 300	
City:	State:	Country:	ZIP+4/Postal Code:
IRVING	TX	UNITED STATES	75062

If this address is a private residence, check this box:

List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for registration, or are registered only, with the SEC, list the largest five offices in terms of numbers of employees.

(2) Days of week that you normally conduct business at your principal office and place of business:

Monday-Friday Other:

Normal business hours at this location:

8:30 AM TO 4 PM (CST)

(3) Telephone number at this location:

(972) 719-9001

(4) Facsimile number at this location:

(972) 719-9195

G. Mailing address, if different from your principal office and place of business address:

Number and Street 1:		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:

If this address is a private residence, check this box:

H. If you are a sole proprietor, state your full residence address, if different from your principal office and place of business address in Item 1.F.:

Number and Street 1:		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:

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Item 1 Identifying Information (Continued)

I. Do you have World Wide Web site addresses?

YES NO

If "yes," list these addresses on Section 1.I. of Schedule D. If a web address serves as a portal through which to access other information you have published on the World Wide Web, you may list the portal without listing addresses for all of the other information.

Some advisers may need to list more than one portal address. Do not provide individual electronic mail addresses in response to this Item.

J. Contact Employee:

Name:	DELSA ULRICA THOMAS		Title:	MANAGING MEMBER
Telephone Number:	(972) 719-9001		Facsimile Number:	(972) 719-9195
Number and Street 1:	545 EAST JOHN CARPENTER FREEWAY		Number and Street 2:	SUITE 300
City:	State:		Country:	ZIP+4/Postal Code:
IRVING	TX		UNITED STATES	75062
Electronic mail (e-mail) address, if contact employee has one:				
DELSA.THOMAS@DCCMG.COM				

The contact employee should be an employee whom you have authorized to receive information and respond to questions about this Form ADV.

YES NO

- K. Do you maintain some or all of the books and records you are required to keep under Section 204 of the Advisers Act, or similar state law, somewhere other than your principal office and place of business?** YES NO

If "yes," complete Section 1.K. of Schedule D.

YES NO

- L. Are you registered with a foreign financial regulatory authority?** YES NO
- Answer "no" if you are not registered with a foreign financial regulatory authority, even if you have an affiliate that is registered with a foreign financial regulatory authority. If "yes", complete Section 1.L. of Schedule D.*

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

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Item 2 SEC Registration

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2 only if you are applying for SEC registration or submitting an *annual updating amendment* to your SEC registration.

- A. To register (or remain registered) with the SEC, you must check at least one of the Items 2.A(1) through 2.A(11), below. If you are submitting an *annual updating amendment* to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A(12). You:**

(1) have *assets under management* of \$25 million (in U.S. dollars) or more;

See Part 1A Instruction 2.a. to determine whether you should check this box.

(2) have your *principal office and place of business* in Wyoming;

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- (3) have your *principal office and place of business* outside the United States;
- (4) are an investment adviser (or sub-adviser) to an investment company registered under the Investment Company Act of 1940;
- See Part 1A Instruction 2.b. to determine whether you should check this box.*
- (5) have been designated as a nationally recognized statistical rating organization;
- See Part 1A Instruction 2.c. to determine whether you should check this box.*
- (6) are a pension consultant that qualifies for the exemption in rule 203A-2(b);
- See Part 1A Instruction 2.d. to determine whether you should check this box.*
- (7) are relying on rule 203A-2(c) because you are an investment adviser that *controls*, is *controlled by*, or is under common control with, an investment adviser that is registered with the SEC, and your *principal office and place of business* is the same as the registered adviser;
- See Part 1A Instruction 2.e. to determine whether you should check this box. If you check this box, complete Section 2.A(7) of Schedule D.*
- (8) are a newly formed adviser relying on rule 203A-2(d) because you expect to be eligible for SEC registration within 120 days;
- See Part 1A Instruction 2.f. to determine whether you should check this box. If you check this box, complete Section 2.A(8) of Schedule D.*

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Item 2 SEC Registration (Continued)

- (9) are a multi-state adviser relying on rule 203A-2(e);

See Part 1A Instruction 2.g. to determine whether you should check this box. If you check this box, complete Section 2.A(9) of Schedule D.

- (10) are an Internet investment adviser relying on rule 203A-2(f);

See Part 1A Instructions 2.h. to determine whether you should check this box.

- (11) have received an SEC order exempting you from the prohibition against registration with the SEC;

If you checked this box, complete Section 2.A(11) of Schedule D.

- (12) are no longer eligible to remain registered with the SEC.

See Part 1A Instructions 2.i. to determine whether you should check this box.

- B. Under state laws, SEC-registered advisers may be required to provide to state securities authorities a copy of the Form ADV and any amendments they file with the SEC. These are called *notice filings*. If this is an initial application, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings you submit to the SEC. If this is an amendment to direct your *notice filings* to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings you submit to the SEC. If this is an amendment to your registration to stop your *notice filings* from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

<input type="checkbox"/> AL	<input type="checkbox"/> ID	<input type="checkbox"/> MO	<input type="checkbox"/> PA
<input type="checkbox"/> AK	<input type="checkbox"/> IL	<input type="checkbox"/> MT	<input type="checkbox"/> PR
<input type="checkbox"/> AZ	<input type="checkbox"/> IN	<input type="checkbox"/> NE	<input type="checkbox"/> RI
<input type="checkbox"/> AR	<input type="checkbox"/> IA	<input type="checkbox"/> NV	<input type="checkbox"/> SC
<input type="checkbox"/> CA	<input type="checkbox"/> KS	<input type="checkbox"/> NH	<input type="checkbox"/> SD
<input type="checkbox"/> CO	<input type="checkbox"/> KY	<input type="checkbox"/> NJ	<input type="checkbox"/> TN
<input type="checkbox"/> CT	<input type="checkbox"/> LA	<input type="checkbox"/> NM	<input checked="" type="checkbox"/> TX
<input type="checkbox"/> DE	<input type="checkbox"/> ME	<input type="checkbox"/> NY	<input type="checkbox"/> UT
<input type="checkbox"/> DC	<input type="checkbox"/> MD	<input type="checkbox"/> NC	<input type="checkbox"/> VT
<input type="checkbox"/> FL	<input type="checkbox"/> MA	<input type="checkbox"/> ND	<input type="checkbox"/> VI
<input type="checkbox"/> GA	<input type="checkbox"/> MI	<input type="checkbox"/> OH	<input type="checkbox"/> VA
<input type="checkbox"/> GU	<input type="checkbox"/> MN	<input type="checkbox"/> OK	<input type="checkbox"/> WA
<input type="checkbox"/> HI	<input type="checkbox"/> MS	<input type="checkbox"/> OR	<input type="checkbox"/> WV
			<input type="checkbox"/> WI

If you are amending your registration to stop your notice filings from going to a state that currently receives them and you do not want to pay that state's notice filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

Item 3 Form Of Organization

A. How are you organized?

- Corporation
 Sole Proprietorship
 Limited Liability Partnership (LLP)
 Partnership
 Limited Liability Company (LLC)
 Other (specify):

If you are changing your response to this Item, see Part 1A Instruction 4.

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Item 3 Form Of Organization (Continued)

- B. In what month does your fiscal year end each year?
 December
- C. Under the laws of what state or country are you organized?
 State: Country:
 Texas UNITED STATES

Item 4 Successions

- | | YES | NO |
|--|-----------------------|----------------------------------|
| A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser? | <input type="radio"/> | <input checked="" type="radio"/> |

If "yes," complete Item 4.B. and Section 4 of Schedule D.

- B. Date of Succession: (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

Item 5 Information About Your Advisory Business

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly-formed advisers for completing this Item 5.

Employees

- A. Approximately how many *employees* do you have? Include full and part-time *employees* but do not include any clerical workers.

<input checked="" type="radio"/> 1-5	<input type="radio"/> 6-10	<input type="radio"/> 11-50	<input type="radio"/> 51-250	<input type="radio"/> 251-500
<input type="radio"/> 501-1,000	<input type="radio"/> More than 1,000	If more than 1,000, how many? (round to the nearest 1,000)		

B.

- (1) Approximately how many of these *employees* perform investment advisory functions (including research)?

<input type="radio"/> 0	<input checked="" type="radio"/> 1-5	<input type="radio"/> 6-10	<input type="radio"/> 11-50	<input type="radio"/> 51-250
<input type="radio"/> 251-500	<input type="radio"/> 501-1,000	<input type="radio"/> More than 1,000	If more than 1,000, how many? (round to the nearest 1,000)	

- (2) Approximately how many of these *employees* are registered representatives of a broker-dealer?

<input checked="" type="radio"/> 0	<input type="radio"/> 1-5	<input type="radio"/> 6-10	<input type="radio"/> 11-50	<input type="radio"/> 51-250
------------------------------------	---------------------------	----------------------------	-----------------------------	------------------------------

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251-500
 501-1,000
 More than 1,000
 If more than 1,000, how many? (round to the nearest 1,000)

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Items 5.A(1) and 5.B(2). If an employee performs more than one function, you should count that employee in each of your responses to Item 5.B(1) and 5.B(2).

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Item 5 Information About Your Advisory Business (Continued)

(3) Approximately how many firms or other persons solicit advisory clients on your behalf?

0
 1-5
 6-10
 11-50
 51-250
 251-500
 501-1,000
 More than 1,000
 If more than 1,000, how many? (round to the nearest 1,000)

In your response to Item 5.B(3), do not count any of your employees and count a firm only once -- do not count each of the firm's employees that solicit on your behalf.

Clients

C. To approximately how many clients did you provide investment advisory services during your most-recently completed fiscal year?

0
 1-10
 11-25
 26-100
 101-250
 251-500
 More than 500
 If more than 500, how many? (round to the nearest 500)

D. What types of clients do you have? Indicate the approximate percentage that each type of client comprises of your total number of clients.

	None to 10%	Up to 10%	11-25%	26-50%	51-75%	More Than 75%
(1) Individuals (other than high net worth individuals)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(2) High net worth individuals	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(3) Banking or thrift institutions	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(4) Investment companies (including mutual funds)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(5) Pension and profit sharing plans (other than plan participants)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(6) Other pooled investment vehicles (e.g., hedge funds)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>

- | | | | | | | |
|---|----------------------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|
| (7) Charitable organizations | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (8) Corporations or other businesses not listed above | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (9) State or municipal <i>government entities</i> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (10) Other: | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

The category "individuals" includes trusts, estates, 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships.

Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, check "None" in response to Item 5.D(4).

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Item 5 Information About Your Advisory Business (Continued)

Compensation Arrangements

E. You are compensated for your investment advisory services by (check all that apply):

- (1) A percentage of assets under your management
- (2) Hourly charges
- (3) Subscription fees (for a newsletter or periodical)
- (4) Fixed fees (other than subscription fees)
- (5) Commissions
- (6) *Performance-based fees*
- (7) Other (specify):

Assets Under Management

F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios? YES NO

(2) If yes, what is the amount of your assets under management and total number of accounts?

	U.S. Dollar Amount	Total Number of Accounts
Discretionary:	(a) \$ 0 .00	(d) 0
Non-Discretionary:	(b) \$ 0 .00	(e) 0
Total:	(c) \$ 0 .00	(f) 0

Part 1A Instruction 5.b. explains how to calculate your assets under management. You must follow these instructions carefully when completing this Item.

Advisory Activities

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G. What type(s) of advisory services do you provide? Check all that apply.

- (1) Financial planning services
- (2) Portfolio management for individuals and/or small businesses
- (3) Portfolio management for investment companies
- (4) Portfolio management for businesses or institutional *clients* (other than investment companies)
- (5) Pension consulting services
- (6) Selection of other advisers
- (7) Publication of periodicals or newsletters
- (8) Security ratings or pricing services
- (9) Market timing services
- (10) Other (specify):
PORTFOLIO MANAGEMENT FOR PRIVATE INVESTMENT VEHICLE

Do not check Item 5.G(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940.

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Item 5 Information About Your Advisory Business (Continued)

H. If you provide financial planning services, to how many *clients* did you provide these services during your last fiscal year?

- 0 1-10 11-25 26-50 51-100
- 101-250 251-500 More than 500 If more than 500, how many?
(round to the nearest 500)

I. If you participate in a *wrap fee program*, do you (check all that apply):

- (1) *sponsor* the *wrap fee program* ?
- (2) act as a portfolio manager for the *wrap fee program*?

If you are a portfolio manager for a wrap fee program, list the names of the programs and their sponsors in Section 5.I(2) of Schedule D.

If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program, do not check either Item 5.I(1) or 5.I(2).

Item 6 Other Business Activities

In this Item, we request information about your other business activities.

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A. You are actively engaged in business as a (check all that apply):

- (1) Broker-dealer
- (2) Registered representative of a broker-dealer
- (3) Futures commission merchant, commodity pool operator, or commodity trading advisor
- (4) Real estate broker, dealer, or agent
- (5) Insurance broker or agent
- (6) Bank (including a separately identifiable department or division of a bank)
- (7) Other financial product salesperson (specify):

YES NO

B. (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?

(2) If yes, is this other business your primary business?

If "yes," describe this other business on Section 6.B. of Schedule D.

YES NO

(3) Do you sell products or provide services other than investment advice to your advisory clients?

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Item 7 Financial Industry Affiliations

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your *clients*.

Item 7 requires you to provide information about you and your *related persons*. Your *related persons* are all of your *advisory affiliates* and any *related person* that is under common control with you.

A. You have a *related person* that is a (check all that apply):

- (1) broker-dealer, municipal securities dealer, or government securities broker or dealer
- (2) investment company (including mutual funds)
- (3) other investment adviser (including financial planners)
- (4) futures commission merchant, commodity pool operator, or commodity trading advisor
- (5) banking or thrift institution
- (6) accountant or accounting firm
- (7) lawyer or law firm
- (8) insurance company or agency
- (9) pension consultant
- (10) real estate broker or dealer
- (11) sponsor or syndicator of limited partnerships

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If you checked Items 7.A.(1) or (3), you must list on Section 7.A. of Schedule D all your related persons that are investment advisers, broker-dealers, municipal securities dealers, or government securities broker or dealers.

Yes No

B. Are you or any *related person* a general partner in an *investment-related* limited partnership or manager of an *investment-related* limited liability company, or do you advise any other "private fund" as defined under SEC rule 203(b)(3)-1?

If "yes," for each limited partnership or limited liability company, or (if applicable) private fund, complete Section 7.B. of Schedule D. If, however, you are an SEC-registered adviser and you have related persons that are SEC-registered advisers who are the general partners of limited partnerships or the managers of limited liability companies, you do not have to complete Section 7.B. of Schedule D with respect to those related advisers' limited partnerships or limited liability companies.

To use this alternative procedure, you must state in the Miscellaneous Section of Schedule D : (1) that you have related SEC-registered investment advisers that manage limited partnerships or limited liability companies that are not listed in Section 7.B. of Schedule D ; (2) that complete and accurate information about those limited partnerships or limited liability companies is available in Section 7.B. of Schedule D of the Form ADVs of your related SEC-registered advisers; and (3) whether your clients are solicited to invest in any of those limited partnerships or limited liability companies.

Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your *clients'* transactions. Like Item 7, this information identifies areas in which conflicts of interest may occur between you and your *clients*.

Like Item 7, Item 8 requires you to provide information about you and your *related persons*.

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Item 8 Participation or Interest in Client Transactions (Continued)

Proprietary Interest in Client Transactions

A. Do you or any *related person*:

	Yes	No
(1) buy securities for yourself from advisory <i>clients</i> , or sell securities you own to advisory <i>clients</i> (principal transactions)?	<input type="radio"/>	<input checked="" type="radio"/>
(2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory <i>clients</i> ?	<input checked="" type="radio"/>	<input type="radio"/>

- (3) recommend securities (or other investment products) to advisory *clients* in which you or any *related person* has some other proprietary (ownership) interest (other than those mentioned in Items 8.A(1) or (2))?

Sales Interest in *Client* Transactions

- B. Do you or any *related person*:
- | | Yes | No |
|--|----------------------------------|----------------------------------|
| (1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory <i>client</i> securities are sold to or bought from the brokerage customer (agency cross transactions)? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) recommend purchase of securities to advisory <i>clients</i> for which you or any <i>related person</i> serves as underwriter, general or managing partner, or purchaser representative? | <input checked="" type="radio"/> | <input type="radio"/> |
| (3) recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)? | <input type="radio"/> | <input checked="" type="radio"/> |

Investment or Brokerage Discretion

- C. Do you or any *related person* have *discretionary authority* to determine the:
- | | Yes | No |
|--|----------------------------------|----------------------------------|
| (1) securities to be bought or sold for a <i>client's</i> account? | <input checked="" type="radio"/> | <input type="radio"/> |
| (2) amount of securities to be bought or sold for a <i>client's</i> account? | <input checked="" type="radio"/> | <input type="radio"/> |
| (3) broker or dealer to be used for a purchase or sale of securities for a <i>client's</i> account? | <input checked="" type="radio"/> | <input type="radio"/> |
| (4) commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions? | <input type="radio"/> | <input checked="" type="radio"/> |

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Item 8 Participation or Interest in *Client* Transactions (Continued)

- D. Do you or any *related person* recommend brokers or dealers to *clients*? Yes No
- E. Do you or any *related person* receive research or other products or services other than execution from a broker-dealer or a third party in connection with *client* securities transactions? Yes No
- F. Do you or any *related person*, directly or indirectly, compensate any *person* for *client* referrals? Yes No

In responding to this Item 8.F., consider in your response all cash and non-cash compensation that you or a related person gave any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.

Item 9 Custody

In this Item, we ask you whether you or a *related person* has *custody* of *client* assets and about your custodial practices.

- A. (1) Do you have *custody* of any advisory *clients*': **Yes No**
- (a) cash or bank accounts?
- (b) securities?

If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisory fees directly from your clients' accounts, or (ii) a related person maintains client funds or securities as a qualified custodian but you have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)(2)-(d)(5)) from the related person.

- (2) If you checked "yes" to Item 9.A(1)(a) or (b), what is the amount of *client* funds and securities and total number of *clients* for which you have *custody*:
- | | |
|--------------------|-------------------------|
| U.S. Dollar Amount | Total Number of Clients |
| (a)\$ | (b) |

If your related person serves as qualified custodian of client assets, do not include the amount of those assets and the number of those clients in your response to Item 9.A.(2). Instead, include that information in your response to Item 9.B.(2).

- B. (1) Do any of your *related persons* have *custody* of any of your advisory *clients*': **Yes No**
- (a) cash or bank accounts?
- (b) securities?

You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).

- (2) If you checked "yes" to Item 9.B.(1)(a) or (b), what is the amount of *client* funds and securities and total number of *clients* for which your *related persons* have *custody*:
- | | |
|--------------------|-------------------------|
| U.S. Dollar Amount | Total Number of Clients |
| (a)\$ | (b) |

- C. If you or your *related persons* have *custody* of *client* funds or securities, check all the following that apply:

- (1) A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage.
- (2) An independent public accountant audits annually the pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the investors in the pools.
- (3) An independent public accountant conducts an annual surprise examination of *client* funds and securities.
- (4) An independent public accountant prepares an internal control report with respect to custodial services when you or your *related persons* are qualified custodians for *client* funds and securities.

If you checked Item 9.C.(2), C.(3) or C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal control report.

- D. Do you or your *related persons* act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*? **Yes No**
- (1) you act as a qualified custodian
- (2) your *related persons* act as qualified custodians

If you checked "yes" to Item 9.D.(2), list in Section 9.D. of Schedule D all your related persons that act as qualified custodians for your clients in connection with advisory services you provide to clients (you do not have to list broker-dealers already identified as qualified custodians in Section 7.A. of Schedule D).

- E. If you are filing your annual updating amendment and you were subject to a surprise examination by an independent public accountant during your last fiscal year, provide the date (MM/YYYY) the examination commenced:

Item 10 Control Persons

In this Item, we ask you to identify every *person* that, directly or indirectly, *controls* you.

If you are submitting an initial application, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application, you must complete Schedule C.

Does any *person* not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, *control* your management or policies?

YES NO

If yes, complete Section 10 of Schedule D.

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

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Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your *advisory affiliates*. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below.

Your *advisory affiliates* are: (1) all of your current *employees* (other than *employees* performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any *person* performing similar functions); and (3) all *persons* directly or indirectly *controlling* you or *controlled* by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your *advisory affiliates* are.

If you are registered or registering with the SEC, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A(1), 11.A(2), 11.B(1), 11.B(2), 11.D(4), and 11.H(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary

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orders, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

For "yes" answers to the following questions, complete a Criminal Action DRP:

- | | YES | NO |
|--|-----------------------|----------------------------------|
| A. In the past ten years, have you or any <i>advisory affiliate</i> : | | |
| (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any <i>felony</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) been <i>charged</i> with any <i>felony</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |

If you are registered or registering with the SEC, you may limit your response to Item 11.A (2) to charges that are currently pending.

- | | | |
|--|-----------------------|----------------------------------|
| B. In the past ten years, have you or any <i>advisory affiliate</i> : | | |
| (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a <i>misdemeanor</i> involving: investments or an <i>investment-related</i> business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) been <i>charged</i> with a <i>misdemeanor</i> listed in 11.B(1)? | <input type="radio"/> | <input checked="" type="radio"/> |

If you are registered or registering with the SEC, you may limit your response to Item 11.B (2) to charges that are currently pending.

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Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
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Item 11 Disclosure Information (Continued)

For "yes" answers to the following questions, complete a Regulatory Action DRP:

- | | YES | NO |
|--|-----------------------|----------------------------------|
| C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever: | | |
| (1) <i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) <i>found</i> you or any <i>advisory affiliate</i> to have been <i>involved</i> in a violation of SEC or CFTC regulations or statutes? | <input type="radio"/> | <input checked="" type="radio"/> |
| (3) <i>found</i> you or any <i>advisory affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted? | <input type="radio"/> | <input checked="" type="radio"/> |
| (4) entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with <i>investment-related</i> activity? | <input type="radio"/> | <input checked="" type="radio"/> |
| (5) imposed a civil money penalty on you or any <i>advisory affiliate</i> , or <i>ordered</i> you or any <i>advisory affiliate</i> to cease and desist from any activity? | <input type="radio"/> | <input checked="" type="radio"/> |

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- D. Has any other federal regulatory agency, any state regulatory agency, or any *foreign financial regulatory authority*:
- (1) ever *found* you or any *advisory affiliate* to have made a false statement or omission, or been dishonest, unfair, or unethical?
- (2) ever *found* you or any *advisory affiliate* to have been *involved* in a violation of *investment-related* regulations or statutes?
- (3) ever *found* you or any *advisory affiliate* to have been a cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?
- (4) in the past ten years, entered an *order* against you or any *advisory affiliate* in connection with an *investment-related* activity?
- (5) ever denied, suspended, or revoked your or any *advisory affiliate's* registration or license, or otherwise prevented you or any *advisory affiliate*, by *order*, from associating with an *investment-related* business or restricted your or any *advisory affiliate's* activity?
- E. Has any *self-regulatory organization* or commodities exchange ever:
- (1) *found* you or any *advisory affiliate* to have made a false statement or omission?
- (2) *found* you or any *advisory affiliate* to have been *involved* in a violation of its rules (other than a violation designated as a "*minor rule violation*" under a plan approved by the SEC)?
- (3) *found* you or any *advisory affiliate* to have been the cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?
- (4) disciplined you or any *advisory affiliate* by expelling or suspending you or the *advisory affiliate* from membership, barring or suspending you or the *advisory affiliate* from association with other members, or otherwise restricting your or the *advisory affiliate's* activities?

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

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Item 11 Disclosure Information (Continued)

- | | YES | NO |
|---|-----------------------|----------------------------------|
| F. Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any <i>advisory affiliate</i> ever been revoked or suspended? | <input type="radio"/> | <input checked="" type="radio"/> |
| G. Are you or any <i>advisory affiliate</i> now the subject of any regulatory <i>proceeding</i> that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.? | <input type="radio"/> | <input checked="" type="radio"/> |
| <u>For "yes" answers to the following questions, complete a Civil Judicial Action DRP:</u> | | |
| H. (1) Has any domestic or foreign court: | YES | NO |

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- (a) in the past ten years, *enjoined* you or any *advisory affiliate* in connection with any *investment-related* activity?
- (b) ever *found* that you or any *advisory affiliate* were *involved* in a violation of *investment-related* statutes or regulations?
- (c) ever dismissed, pursuant to a settlement agreement, an *investment-related* civil action brought against you or any *advisory affiliate* by a state or *foreign financial regulatory authority*?
- (2) Are you or any *advisory affiliate* now the subject of any *civil proceeding* that could result in a "yes" answer to any part of Item 11.H(1)?

Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC and you indicated in response to Item 5.F(2)(c) that you have assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

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UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

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Item 12 Small Businesses (Continued)

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- Control means the power to direct or cause the direction of the management or policies of a *person*, whether through ownership of securities, by contract, or otherwise. Any *person* that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another *person* is presumed to control the other *person*.

YES NO

A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?

If "yes," you do not need to answer Items 12.B. and 12.C.

B. Do you:

- (1) *control* another investment adviser that had assets under management of \$25 million or more on the last day of its most recent fiscal year?

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- (2) *control* another *person* (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?
- C. Are you:
- (1) *controlled by* or under common *control* with another investment adviser that had assets under management of \$25 million or more on the last day of its most recent fiscal year?
- (2) *controlled by* or under common *control* with another *person* (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?

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You must complete this Part 1B only if you are applying for registration, or are registered, as an investment adviser with any of the *state securities authorities*.

Part 1B Item 1 - State Registration

Complete this Item 1 if you are submitting an initial application for state registration or requesting additional state registration(s). Check the boxes next to the states to which you are submitting this application. If you are already registered with at least one state and are applying for registration with an additional state or states, check the boxes next to the states in which you are applying for registration. Do not check the boxes next to the states in which you are currently registered or where you have an application for registration pending.

- | | | | |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AL | <input type="checkbox"/> ID | <input type="checkbox"/> MO | <input type="checkbox"/> PA |
| <input type="checkbox"/> AK | <input type="checkbox"/> IL | <input type="checkbox"/> MT | <input type="checkbox"/> PR |
| <input type="checkbox"/> AZ | <input type="checkbox"/> IN | <input type="checkbox"/> NE | <input type="checkbox"/> RI |
| <input type="checkbox"/> AR | <input type="checkbox"/> IA | <input type="checkbox"/> NV | <input type="checkbox"/> SC |
| <input type="checkbox"/> CA | <input type="checkbox"/> KS | <input type="checkbox"/> NH | <input type="checkbox"/> SD |
| <input type="checkbox"/> CO | <input type="checkbox"/> KY | <input type="checkbox"/> NJ | <input type="checkbox"/> TN |
| <input type="checkbox"/> CT | <input type="checkbox"/> LA | <input type="checkbox"/> NM | <input type="checkbox"/> TX |
| <input type="checkbox"/> DE | <input type="checkbox"/> ME | <input type="checkbox"/> NY | <input type="checkbox"/> UT |
| <input type="checkbox"/> DC | <input type="checkbox"/> MD | <input type="checkbox"/> NC | <input type="checkbox"/> VT |
| <input type="checkbox"/> FL | <input type="checkbox"/> MA | <input type="checkbox"/> ND | <input type="checkbox"/> VI |
| <input type="checkbox"/> GA | <input type="checkbox"/> MI | <input type="checkbox"/> OH | <input type="checkbox"/> VA |
| <input type="checkbox"/> GU | <input type="checkbox"/> MN | <input type="checkbox"/> OK | <input type="checkbox"/> WA |
| <input type="checkbox"/> HI | <input type="checkbox"/> MS | <input type="checkbox"/> OR | <input type="checkbox"/> WV |

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WI

Part 1B Item 2 - Additional Information

A. Person responsible for supervision and compliance:

Name:

Title:

Telephone:

Fax:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

Email address, if available:

If this address is a private residence, check this box:

B. Bond/Capital Information, if required by your home state.

(1) Name of Issuing Insurance Company:

(2) Amount of Bond:
\$.00

(3) Bond Policy Number:

Yes No

(4) If required by your home state, are you in compliance with your home state's minimum capital requirements?

**FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

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Part 1B Item 2 - Additional Information (Continued)

	Yes	No
For "yes" answers to the following question, complete a Bond DRP.		
C. Has a bonding company ever denied, paid out on, or revoked a bond for you?	<input type="checkbox"/>	<input type="checkbox"/>
For "yes" answers to the following question, complete a Judgment/Lien DRP:		
D. Do you have any unsatisfied judgments or liens against you?	<input type="checkbox"/>	<input type="checkbox"/>
For "yes" answers to the following questions, complete an Arbitration DRP:		
E. Are you, any <i>advisory affiliate</i> , or any <i>management person</i> currently the subject of, or have you, any <i>advisory affiliate</i> , or any <i>management person</i> been the subject of, an arbitration claim alleging damages in excess of \$2,500, involving any of the following:		
(1) any investment or an <i>investment-related</i> business of activity?	<input type="checkbox"/>	<input type="checkbox"/>

- (2) fraud, false statement, or omission?
- (3) theft, embezzlement, or other wrongful taking of property?
- (4) bribery, forgery, counterfeiting, or extortion?
- (5) dishonest, unfair, or unethical practices?

For "yes" answers to the following questions, complete a Civil Judicial Action DRP:

F. Are you, any *advisory affiliate*, or any *management person* currently subject to, or have you, any *advisory affiliate*, or any *management person* been found liable in, a civil, *self-regulatory organization*, or administrative *proceeding* involving any of the following:

- (1) an investment or *investment-related* business or activity?
- (2) fraud, false statement, or omission?
- (3) theft, embezzlement, or other wrongful taking of property?
- (4) bribery, forgery, counterfeiting, or extortion?
- (5) dishonest, unfair, or unethical practices?

G. Other Business Activities

(1) You are actively engaged in business as a(n) (check all that apply):

- Attorney
- Certified Public Accountant
- Tax Preparer

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Part 1B Item 2 - Additional Information (Continued)

(2) If you are actively engaged in any business other than those listed in Item 6.A of Part 1A or Item 2.G(1) of Part 1B, describe the business and the approximate amount of time spent on that business:

H. If you provide financial planning services, the investments made based on those services at the end of your last fiscal year totaled:

	Securities Investments	Non-Securities Investments
Under \$100,000	<input type="radio"/>	<input type="radio"/>
\$100,001 to \$500,000	<input type="radio"/>	<input type="radio"/>
\$500,001 to \$1,000,000	<input type="radio"/>	<input type="radio"/>
\$1,000,001 to \$2,500,000	<input type="radio"/>	<input type="radio"/>
\$2,500,001 to \$5,000,000	<input type="radio"/>	<input type="radio"/>
More than \$5,000,000	<input type="radio"/>	<input type="radio"/>

If securities investments are over \$5,000,000, how much? (round to the nearest \$1,000,000)

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If non-securities investments are over \$5,000,000, how much? (round to the nearest \$1,000,000)

Yes No

I. Custody

- (1) Do you withdraw advisory fees directly from your *clients'* accounts? If you answered "yes", respond to the following:
- (a) Do you send a copy of your invoice to the custodian or trustee at the same time that you send a copy to the *client*? Yes No
- (b) Does the custodian send quarterly statements to your *clients* showing all disbursements for the custodian account, including the amount of the advisory fees? Yes No
- (c) Do your *clients* provide written authorization permitting you to be paid directly for their accounts held by the custodian or trustee? Yes No
- (2) Do you act as a general partner for any partnership or trustee for any trust in which your advisory *clients* are either partners of the partnership or beneficiaries of the trust? If you answered "yes", respond to the following:
- (a) As the general partner of a partnership, have you engaged an attorney or an independent certified public accountant to provide authority permitting each direct payment or any transfer of funds or securities from the partnership account? Yes No
- (3) Do you require the prepayment of fees of more than \$500 per *client* and for six months or more in advance? Yes No

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Part 1B Item 2 - Additional Information (Continued)

- | | Yes | No |
|---|-----------------------|-----------------------|
| J. If you are organized as a sole proprietorship, please answer the following: | | |
| (1) (a) Have you passed, on or after January 1, 2000, the Series 65 examination? | <input type="radio"/> | <input type="radio"/> |
| (b) Have you passed, on or after January 1, 2000, the Series 66 examination and also passed, at any time, the Series 7 examination? | <input type="radio"/> | <input type="radio"/> |
| (2) (a) Do you have any investment advisory professional designations?
If "no", you do not need to answer Item 2.J(2)(b). | <input type="radio"/> | <input type="radio"/> |
| (b) I have earned and I am in good standing with the organization that issued the following credential: | | |
| <input type="checkbox"/> Certified Financial Planner ("CFP") | | |
| <input type="checkbox"/> Chartered Financial Analyst ("CFA") | | |
| <input type="checkbox"/> Chartered Financial Consultant ("ChFC") | | |
| <input type="checkbox"/> Chartered Investment Counselor ("CIC") | | |
| <input type="checkbox"/> Personal Financial Specialist ("PFS") | | |
| <input type="checkbox"/> None of the above | | |

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(3) Your Social Security Number:

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Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRD Number: [REDACTED]
GROUP, LLC

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Amend, retire or file new brochures:

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRD Number:
GROUP, LLC [REDACTED]

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Form ADV, Schedule A

Direct Owners and Executive Officers

1. Complete Schedule A only if you are submitting an initial application. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
2. Direct Owners and Executive Officers. List below the names of:
 - (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer (Chief Compliance Officer is required and cannot be more than one individual), director, and any other individuals with similar status or functions;
 - (b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);

Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (c) if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
 - (d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and

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(e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.

3. Do you have any indirect owners to be reported on Schedule B? Yes No
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are:
- | | | |
|--------------------------|---------------------------|---------------------------|
| NA - less than 5% | B - 10% but less than 25% | D - 50% but less than 75% |
| A - 5% but less than 10% | C - 25% but less than 50% | E - 75% or more |
7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
- (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15 (d) of the Exchange Act.
- (c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Title or Status	Date Title or Status Acquired MM/YYYY	Ownership Code	Control Person	PR	CRD No. If None: S.S. No. and Date of Birth, IRS Tax No., or Employer ID No.
THOMAS, DELSA, ULRICA	I	CHIEF COMPLIANCE OFFICER AND MANAGING MEMBER	06/2011	E	Y	N	██████████

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

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Form ADV, Schedule B

Indirect Owners

- Complete Schedule B only if you are submitting an initial application. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
- Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:

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- (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are:
- | | |
|---------------------------|--|
| C - 25% but less than 50% | E - 75% or more |
| D - 50% but less than 75% | F - Other (general partner, trustee, or elected manager) |
7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
- (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15 (d) of the Exchange Act.
- (c) Complete each column.

No Indirect Owner Information Filed

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC
ADV - Other-Than-Annual Amendment, SCHEDULE C
8/29/2011 2:40:23 PM

CRD Number:
Rev. 11/2010

Form ADV, Schedule C
Amendments to Schedules A and B

APP328

1. Use Schedule C only to amend information requested on either Schedule A or Schedule B. Refer to Schedule A and Schedule B for specific instructions for completing this Schedule C. Complete each column.
2. In the Type of Amendment column, indicate "A" (addition), "D" (deletion), or "C" (change in information about the same *person*).
3. Ownership codes are:

NA - less than 5%	C - 25% but less than 50%	G - Other (general partner, trustee, or elected member)
A - 5% but less than 10%	D - 50% but less than 75%	
B - 10% but less than 25%	E - 75% or more	
4. List below all changes to Schedule A (Direct Owners and Executive Officers):
No Changes to Direct Owner / Executive Officer Information Filed
5. List below all changes to Schedule B (Indirect Owners):
No Changes to Indirect Owner Information Filed

FORM ADV**UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

ADV - Other-Than-Annual Amendment, SCHEDULE D Page 1
8/29/2011 2:40:23 PM

Rev. 11/2010

Form ADV, Schedule D Page 1

Certain items in Part 1A of Form ADV require additional information on Schedule D. Use this Schedule D Page 1 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Section 1.B. Other Business Names

List your other business names and the jurisdictions in which you use them. You must complete a separate Schedule D for each business name.

No Information Filed

Section 1.F. Other Offices

Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Page 1 for each location. If you are applying for registration, or are registered, only with the SEC, list only the largest five (in terms of numbers of *employees*).

No Information Filed

Section 1.I. World Wide Web Site Addresses

List your World Wide Web site addresses. You must complete a separate Schedule D for each World Wide Web site address.

No Information Filed

Section 1.K. Locations of Books and Records

Complete the following information for each location at which you keep your books and records, other than your *principal office and place of business*. You must complete a separate Schedule D Page 1 for each location.

No Information Filed

**FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

**ADV - Other-Than-Annual Amendment, SCHEDULE D, Page 2
8/29/2011 2:40:23 PM**

Rev. 11/2010

Form ADV, Schedule D Page 2

Use this Schedule D Page 2 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Section 1.L. Registration with Foreign Financial Regulatory Authorities

List the name, in English, of each *foreign financial regulatory authority* and country with which you are registered. You must complete a separate Schedule D Page 2 for each *foreign financial regulatory authority* with whom you are registered.

No Information Filed

Section 2.A(7) Affiliated Adviser

If you are relying on the exemption in rule 203A-2(c) from the prohibition on registration because you *control*, are *controlled* by, or are under common *control* with an investment adviser that is registered with the SEC and your *principal office and place of business* is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser (if any)

SEC Number of Registered Investment Adviser
801-

Section 2.A(8) Newly Formed Adviser

If you are relying on rule 203A-2(d), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

Section 2.A(9) Multi-State Adviser

If you are relying on rule 203A-2(e), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

- I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 30 or more states to register as an investment adviser with the securities authorities in those states.
- I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 25 states to register as an investment adviser with the securities authorities of those states.

If you are submitting your *annual updating amendment*, you must make this representation:

- Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 25 states to register as an investment adviser with the securities authorities in those states.

FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC
ADV - Other-Than-Annual Amendment, SCHEDULE D, Page 3
8/29/2011 2:40:23 PM

CRD Number:
[REDACTED]
Rev. 11/2010

Form ADV, Schedule D Page 3

Use this Schedule D Page 3 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Section 2.A(11) SEC Exemptive Order

No Information Filed

Section 4 Successions

Complete the following information if you are succeeding to the business of a currently-registered investment adviser. If you acquired more than one firm in the succession you are reporting on this Form ADV, you must complete a separate Schedule D Page 3 for each acquired firm. See Part 1A Instruction 4.

No Information Filed

Section 5.I(2) Wrap Fee Programs

If you are a portfolio manager for one or more *wrap fee programs*, list the name of each program and its *sponsor*. You must complete a separate Schedule D Page 3 for each *wrap fee program* for which you are a portfolio manager.

No Information Filed

Section 6.B. Description of Primary Business

No Information Filed

SECTION 7.A. Affiliated Investment Advisers and Broker-Dealers

No Information Filed

**FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC

CRD Number:

ADV - Other-Than-Annual Amendment, SCHEDULE D, Page 4
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Form ADV, Schedule D Page 4

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Use this Schedule D Page 4 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Section 7.B. Limited Partnership Participation or Other Private Fund Participation

You must complete a separate Schedule D Page 4 for each limited partnership in which you or a *related person* is a general partner, each limited liability company for which you or a *related person* is a manager, and each other private fund that you advise.

Name of Limited Partnership, Limited Liability Company, or other Private Fund:

THE SOLOMON FUND, LP

Name of General Partner or Manager:

THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

	Yes	No
If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(b)(3)-1?	<input type="radio"/>	<input checked="" type="radio"/>

Are your <i>clients</i> solicited to invest in the limited partnership, limited liability company, or other private fund?	<input checked="" type="radio"/>	<input type="radio"/>
---	----------------------------------	-----------------------

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund?

0 %

Minimum investment commitment required of a limited partner, member, or other investor:

\$ 250000

Current value of the total assets of the limited partnership, limited liability company, or other private fund:

\$ 0

SECTION 9.C. Independent Public Accountant

No Information Filed

SECTION 9.D. Related Person Qualified Custodian

No Information Filed

Section 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Firm or Organization Name

THOMAS, DELSA, ULRICA

CRD Number (if any)

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Effective Date

08/09/2011

Termination Date

08/09/2011

Business Address:

Number and Street 1:

545 EAST JOHN CARPENTER FREEWAY

Number and Street 2:

SUITE 300

City:

IRVING

State:

TX

Country:

UNITED STATES

ZIP+4/Postal Code:

75062

If this address is a private residence, check this box:

Briefly describe the nature of the control:

DELSA THOMAS IS THE MANAGING MEMBER AND 100% OWNER OF THE BUSINESS. SHE IS RESPONSIBLE FOR ALL INVESTMENT RELATED AND BUSINESS DECISIONS.

**FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

ADV - Other-Than-Annual Amendment, SCHEDULE D, Page 5
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Form ADV, Schedule D Page 5

Use this Schedule D Page 5 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

**FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

ADV - Other-Than-Annual Amendment, DRP Pages
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CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

Bond DRPs

No Information Filed

Judgment/Lien DRPs

No Information Filed

Arbitration DRPs

No Information Filed

FORM ADV**UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC

CRD Number:

ADV - Other-Than-Annual Amendment, Execution Pages
8/29/2011 2:40:23 PM

Rev. 11/2010

DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for SEC registration and all amendments to registration.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by

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law. Finally, I authorize any *person* having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:	Date: MM/DD/YYYY
DELSA ULRICA THOMAS	08/29/2011
Printed Name:	Title:
DELSA ULRICA THOMAS	MANAGING MEMBER
Adviser CRD Number:	

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for SEC registration and all amendments to registration.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident*

investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

Date: MM/DD/YYYY

Printed Name:

Title:

Adviser CRD Number:



State Registered Investment Adviser Execution Page

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for state registration and all amendments to registration.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the legally designated officers and their successors, of the state in which you maintain your *principal office and place of business* and any other state in which you are applying for registration or amending your registration, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are applying for registration or amending your registration.

2. State-Registered Investment Adviser Affidavit

If you are subject to state regulation, by signing this Form ADV, you represent that, you are in compliance with the registration requirements of the state in which you maintain your principal place of business and are in compliance with the bonding, capital, and recordkeeping requirements of that state.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

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I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature

Date MM/DD/YYYY

CRD Number

██████

Printed Name

Title

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**EXHIBIT 14
TO MAGEE
DECLARATION**

FORM ADV**UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT
BY EXEMPT REPORTING ADVISERS**

**Primary Business Name: THE D. CHRISTOPHER CAPITAL
MANAGEMENT GROUP, LLC**

CRD Number: [REDACTED]

**Annual Amendment - All Sections
4/2/2012 2:38:16 PM**

Rev. 11/2011

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 4.

Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you.

A. Your full legal name (if you are a sole proprietor, your last, first, and middle names):
THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

B. Name under which you primarily conduct your advisory business, if different from Item 1.A.:
THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.

C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of
 your legal name or your primary business name:

D. (1) If you are registered with the SEC as an investment adviser, your SEC file number: **801-72658**
(2) If you report to the SEC as an *exempt reporting adviser*, your SEC file number:

E. If you have a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system, your CRD number: [REDACTED]

If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

F. *Principal Office and Place of Business*

(1) Address (do not use a P.O. Box):

Number and Street 1:

545 EAST JOHN CARPENTER FREEWAY

City:

IRVING

State:

Texas

Number and Street 2:

SUITE 300

Country:

UNITED STATES

ZIP+4/Postal Code:

75062

If this address is a private residence, check this box:

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List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for SEC registration, if you are registered only with the SEC, or if you are reporting to the SEC as an exempt reporting adviser, list the largest five offices in terms of numbers of employees.

(2) Days of week that you normally conduct business at your principal office and place of business:

Monday - Friday Other:

Normal business hours at this location:

8:30 AM TO 4 PM (CST)

(3) Telephone number at this location:

(972) 719-9001

(4) Facsimile number at this location:

(972) 719-9195

G. Mailing address, if different from your principal office and place of business address:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box:

H. If you are a sole proprietor, state your full residence address, if different from your principal office and place of business address in Item 1.F.:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

I. Do you have one or more websites?

Yes No



If "yes," list all website addresses on Section 1.I. of Schedule D. If a website address serves as a portal through which to access other information you have published on the web, you may list the portal without listing addresses for all of the other information. Some advisers may need to list more than one portal address. Do not provide individual electronic mail (e-mail) addresses in response to this Item.

J. Provide the name and contact information of your Chief Compliance Officer: If you are an exempt reporting adviser, you must provide the contact information for your Chief Compliance Officer, if you have one. If not, you must complete Item 1.K. below.

Name:

DELSA ULRICA THOMAS

Other titles, if any:

MANAGING MEMBER

Telephone number:

~~(972) 719-9001~~

972-719-9001

Facsimile number:

~~(972) 719-9195~~

972-719-9195

Number and Street 1:

~~545 EAST JOHN CARPENTER-FREEWAY~~

545 E. JOHN CARPENTER FREEWAY, SUITE 300

Number and Street 2:

SUITE 300

City:	State:	Country:	ZIP+4/Postal Code:
IRVING	Texas	UNITED STATES	75062

Electronic mail (e-mail) address, if Chief Compliance Officer has one:
DELSA.THOMAS@DCCMG.COM

- K. Additional Regulatory Contact Person: If a person other than the Chief Compliance Officer is authorized to receive information and respond to questions about this Form ADV, you may provide that information here.

Name:	Titles:		
DELSA ULRICA THOMAS	MANAGING MEMBER		
Telephone number:	Facsimile number:		
(972) 719-9001	(972) 719-9195		
Number and Street 1:	Number and Street 2:		
545 EAST JOHN CARPENTER FREEWAY	SUITE 300		
City:	State:	Country:	ZIP+4/Postal Code:
IRVING	Texas	UNITED STATES	75062

Electronic mail (e-mail) address, if contact person has one:
DELSA.THOMAS@DCCMG.COM

- L. Do you maintain some or all of the books and records you are required to keep under Section 204 of the Advisers Act, or similar state law, somewhere other than your *principal office and place of business*? Yes No

If "yes," complete Section 1.L. of Schedule D.

- M. Are you registered with a *foreign financial regulatory authority*? Yes No

Answer "no" if you are not registered with a *foreign financial regulatory authority*, even if you have an affiliate that is registered with a *foreign financial regulatory authority*. If "yes," complete Section 1.M. of Schedule D.

- N. Are you a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934? Yes No

If "yes," provide your CIK number (Central Index Key number that the SEC assigns to each public reporting company):

- O. Did you have \$1 billion or more in assets on the last day of your most recent fiscal year? Yes No

- P. Provide your *Legal Entity Identifier* if you have one:

A *legal entity identifier* is a unique number that companies use to identify each other in the financial marketplace. In the first half of 2011, the *legal entity identifier* standard was still in development. You may not have a *legal entity identifier*.

SECTION 1.B. Other Business Names

No Information Filed

SECTION 1.F. Other Offices

No Information Filed

SECTION 1.I. Website Addresses

List your website addresses. You must complete a separate Schedule D Section 1.I. for each website address.

Website Address: WWW.DCCMG.COM

SECTION 1.L. Location of Books and Records

No Information Filed

SECTION 1.M. Registration with Foreign Financial Regulatory Authorities

No Information Filed

Item 2 SEC Registration/Reporting

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you are applying for SEC registration or submitting an *annual updating amendment* to your SEC registration.

A. To register (or remain registered) with the SEC, you must check **at least one** of the Items 2.A.(1) through 2.A.(12), below. If you are submitting an *annual updating amendment* to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A.(13). Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to each of these items.

You (the adviser):

- (1) are a **large advisory firm** that either:
- (a) has regulatory assets under management of \$100 million (in U.S. dollars) or more, or
 - (b) has regulatory assets under management of \$90 million (in U.S. dollars) or more at the time of filing its most recent *annual updating amendment* and is registered with the SEC;
- (2) are a **mid-sized advisory firm** that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 million (in U.S. dollars) and you are either:
- (a) not required to be registered as an adviser with the *state securities authority* of the state where you maintain your *principal office and place of business*, or
 - (b) not subject to examination by the *state securities authority* of the state where you maintain your *principal office and place of business*;
- Click **HERE** for a list of states in which an investment adviser, if registered, would not be subject to examination by the state securities authority.*
- (3) have your *principal office and place of business* **in Wyoming** (which does not regulate advisers);
- (4) have your *principal office and place of business* **outside the United States**;
- (5) are an **investment adviser (or sub-adviser) to an investment company** registered under the Investment Company Act of 1940;
- (6) are an **investment adviser to a company which has elected to be a business development company** pursuant to section 54 of the Investment Company Act of 1940 and has not withdrawn the election, and you have at least \$25 million of regulatory assets under management;
- (7) are a **pension consultant** with respect to assets of plans having an aggregate value of at least \$200,000,000 that qualifies for the exemption in rule 203A-2(a);
- (8) are a **related adviser** under rule 203A-2(b) that *controls, is controlled by, or is under common control with*, an investment adviser that is registered with the SEC, and your *principal office and place of business* is the same as the registered adviser;
- If you check this box, complete Section 2.A.(8) of Schedule D.*
- (9) are a **newly formed adviser** relying on rule 203A-2(c) because you expect to be eligible for SEC registration within 120 days;

If you check this box, complete Section 2.A.(9) of Schedule D.

- (10) are a **multi-state adviser** that is required to register in 15 or more states and is relying on rule 203A-2(d);

If you check this box, complete Section 2.A.(10) of Schedule D.

- (11) are an **Internet adviser** relying on rule 203A-2(e);
- (12) have **received an SEC order** exempting you from the prohibition against registration with the SEC;

If you check this box, complete Section 2.A.(12) of Schedule D.

- (13) are **no longer eligible** to remain registered with the SEC.

State Securities Authority Notice Filings and State Reporting by Exempt Reporting Advisers

- C. Under state laws, SEC-registered advisers may be required to provide to *state securities authorities* a copy of the Form ADV and any amendments they file with the SEC. These are called *notice filings*. In addition, *exempt reporting advisers* may be required to provide *state securities authorities* with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your *notice filings* or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to your registration to stop your *notice filings* or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

Jurisdictions

- | | | | |
|-----------------------------|-----------------------------|-----------------------------|--|
| <input type="checkbox"/> AL | <input type="checkbox"/> ID | <input type="checkbox"/> MO | <input type="checkbox"/> PA |
| <input type="checkbox"/> AK | <input type="checkbox"/> IL | <input type="checkbox"/> MT | <input type="checkbox"/> PR |
| <input type="checkbox"/> AZ | <input type="checkbox"/> IN | <input type="checkbox"/> NE | <input type="checkbox"/> RI |
| <input type="checkbox"/> AR | <input type="checkbox"/> IA | <input type="checkbox"/> NV | <input type="checkbox"/> SC |
| <input type="checkbox"/> CA | <input type="checkbox"/> KS | <input type="checkbox"/> NH | <input type="checkbox"/> SD |
| <input type="checkbox"/> CO | <input type="checkbox"/> KY | <input type="checkbox"/> NJ | <input type="checkbox"/> TN |
| <input type="checkbox"/> CT | <input type="checkbox"/> LA | <input type="checkbox"/> NM | <input checked="" type="checkbox"/> TX |
| <input type="checkbox"/> DE | <input type="checkbox"/> ME | <input type="checkbox"/> NY | <input type="checkbox"/> UT |
| <input type="checkbox"/> DC | <input type="checkbox"/> MD | <input type="checkbox"/> NC | <input type="checkbox"/> VT |
| <input type="checkbox"/> FL | <input type="checkbox"/> MA | <input type="checkbox"/> ND | <input type="checkbox"/> VI |
| <input type="checkbox"/> GA | <input type="checkbox"/> MI | <input type="checkbox"/> OH | <input type="checkbox"/> VA |
| <input type="checkbox"/> GU | <input type="checkbox"/> MN | <input type="checkbox"/> OK | <input type="checkbox"/> WA |
| <input type="checkbox"/> HI | <input type="checkbox"/> MS | <input type="checkbox"/> OR | <input type="checkbox"/> WV |
| | | | <input type="checkbox"/> WI |

If you are amending your registration to stop your notice filings or reports from going to a state that currently receives them and you do not want to pay that state's notice filing or report filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

SECTION 2.A.(8) Related Adviser

If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you *control*, are *controlled by*, or are under common *control* with an investment adviser that is registered with the SEC and your *principal office and place of business* is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number of Registered Investment Adviser

██████████

SEC Number of Registered Investment Adviser

801 - 72658

SECTION 2.A.(9) Newly Formed Adviser

If you are relying on rule 203A-2(c), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

SECTION 2.A.(10) Multi-State Adviser

If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

- I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the *state securities authorities* in those states.
- I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the *state securities authorities* of those states.

If you are submitting your *annual updating amendment*, you must make this representation:

- Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the *state securities authorities* in those states.

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SECTION 2.A.(12) SEC Exemptive Order

If you are relying upon an SEC *order* exempting you from the prohibition on registration, provide the following information:

Application Number:

803-

Date of order:

Item 3 Form of Organization

A. How are you organized?

- Corporation
- Sole Proprietorship
- Limited Liability Partnership (LLP)
- Partnership
- Limited Liability Company (LLC)
- Limited Partnership (LP)
- Other (specify):

If you are changing your response to this Item, see Part 1A Instruction 4.

B. In what month does your fiscal year end each year?

DECEMBER

C. Under the laws of what state or country are you organized?

State Country

Texas UNITED STATES

If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.

If you are changing your response to this Item, see Part 1A Instruction 4.

Item 4 Successions

	Yes No
A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser?	<input type="radio"/> <input type="radio"/>

If "yes", complete Item 4.B. and Section 4 of Schedule D.

B. Date of Succession: (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

SECTION 4 Successions

No Information Filed

Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.

Employees

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).

- A. Approximately how many *employees* do you have? Include full- and part-time *employees* but do not include any clerical workers.

1

- B. (1) Approximately how many of the *employees* reported in 5.A. perform investment advisory functions (including research)?

1

- (2) Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer?

0

- (3) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives*?

1

- (4) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives* for an investment adviser other than you?

0

- (5) Approximately how many of the *employees* reported in 5.A. are licensed agents of an insurance company or agency?

0

- (6) Approximately how many firms or other *persons* solicit advisory *clients* on your behalf?

0

In your response to Item 5.B.(6), do not count any of your employees and count a firm only once - do not count each of the firm's employees that solicit on your behalf.

Clients

In your responses to Items 5.C. and 5.D. do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

- C. (1) To approximately how many *clients* did you provide investment advisory services during your most recently completed fiscal year?

0

1-10

11-25

26-100

More than 100

If more than 100, how many?

(round to the nearest 100)

(2) Approximately what percentage of your *clients* are non-United States persons?

0%

D. For purposes of this Item 5.D., the category "individuals" includes trusts, estates, and 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships. The category "business development companies" consists of companies that have made an election pursuant to section 54 of the Investment Company Act of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, check "None" in response to Item 5.D.(1)(d) and do not check any of the boxes in response to Item 5.D.(2)(d).

(1) What types of *clients* do you have? Indicate the approximate percentage that each type of *client* comprises of your total number of *clients*. If a *client* fits into more than one category, check all that apply.

	None	Up to 10%	11-25%	26-50%	51-75%	76-99%	100%
(a) Individuals (other than <i>high net worth individuals</i>)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) <i>High net worth individuals</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Banking or thrift institutions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Investment companies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Business development companies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) Pooled investment vehicles (other than investment companies)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) Pension and profit sharing plans (but not the plan participants)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) Charitable organizations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(i) Corporations or other businesses not listed above	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(j) State or municipal <i>government entities</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(k) Other investment advisers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(l) Insurance companies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(m) Other:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(2) Indicate the approximate amount of your regulatory assets under management (reported in Item 5.F. below) attributable to each of the following type of *client*. If a *client* fits into more than one category, check all that apply.

	None	Up to 25%	Up to 50%	Up to 75%	>75%
(a) Individuals (other than <i>high net worth individuals</i>)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- (b) *High net worth individuals*
- (c) Banking or thrift institutions
- (d) Investment companies
- (e) Business development companies
- (f) Pooled investment vehicles (other than investment companies)
- (g) Pension and profit sharing plans (but not the plan participants)
- (h) Charitable organizations
- (i) Corporations or other businesses not listed above
- (j) State or municipal *government entities*
- (k) Other investment advisers
- (l) Insurance companies
- (m) Other:

Compensation Arrangements

E. You are compensated for your investment advisory services by (check all that apply):

- (1) A percentage of assets under your management
- (2) Hourly charges
- (3) Subscription fees (for a newsletter or periodical)
- (4) Fixed fees (other than subscription fees)
- (5) Commissions
- (6) *Performance-based fees*
- (7) Other (specify):

Item 5 Information About Your Advisory Business - Regulatory Assets Under Management

Regulatory Assets Under Management

		Yes <input checked="" type="checkbox"/>	No <input checked="" type="checkbox"/>
F. (1)	Do you provide continuous and regular supervisory or management services to securities portfolios?	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
(2)	If yes, what is the amount of your regulatory assets under management and total number of accounts?		
	U.S. Dollar Amount		Total Number of Accounts
Discretionary:	(a) \$0 \$		(d) 0
Non-Discretionary:	(b) \$0 \$		(e) 0
Total:	(c) \$0 \$		(f) 0

Part 1A Instruction 5.b. explains how to calculate your regulatory assets under management. You must follow these instructions carefully when completing this Item.

Item 5 Information About Your Advisory Business - Advisory Activities**Advisory Activities**

G. What type(s) of advisory services do you provide? Check all that apply.

- (1) Financial planning services
- (2) Portfolio management for individuals and/or small businesses
- (3) Portfolio management for investment companies (as well as "business development companies" that have made an election pursuant to section 54 of the Investment Company Act of 1940)
- (4) Portfolio management for pooled investment vehicles (other than investment companies)
- (5) Portfolio management for businesses (other than small businesses) or institutional *clients* (other than registered investment companies and other pooled investment vehicles)
- (6) Pension consulting services
- (7) Selection of other advisers (including *private fund* managers)
- (8) Publication of periodicals or newsletters
- (9) Security ratings or pricing services
- (10) Market timing services
- (11) Educational seminars/workshops
- (12) Other(specify): PORTFOLIO MANAGEMENT FOR PRIVATE INVESTMENT VEHICLE

Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of the investment company or investment companies to which you provide advice in Section 5.G.(3) of Schedule D.

H. If you provide financial planning services, to how many *clients* did you provide these services during your last fiscal year?

- 0
- 1 - 10
- 11 - 25
- 26 - 50
- 51 - 100
- 101 - 250
- 251 - 500
- More than 500

If more than 500, how many?
(round to the nearest 500)

In your responses to this Item 5.H., do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

I. If you participate in a *wrap fee program*, do you (check all that apply):

- (1) *sponsor* the *wrap fee program*?
- (2) act as a portfolio manager for the *wrap fee program*?

If you are a portfolio manager for a wrap fee program, list the names of the programs and their sponsors in Section 5.I.(2) of Schedule D.

If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program, do not check either Item 5.I.(1) or 5.I.(2).

- J. In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide investment advice only with respect to limited types of investments?

Yes No



SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies

No Information Filed

SECTION 5.I.(2) Wrap Fee Programs

No Information Filed

Item 6 Other Business Activities

In this Item, we request information about your firm's other business activities.

A. You are actively engaged in business as a (check all that apply):

- (1) broker-dealer (registered or unregistered)
- (2) registered representative of a broker-dealer
- (3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (4) futures commission merchant
- (5) real estate broker, dealer, or agent
- (6) insurance broker or agent
- (7) bank (including a separately identifiable department or division of a bank)
- (8) trust company
- (9) registered municipal advisor
- (10) registered security-based swap dealer
- (11) major security-based swap participant
- (12) accountant or accounting firm
- (13) lawyer or law firm
- (14) other financial product salesperson (specify):

If you engage in other business using a name that is different from the names reported in Items 1.A. or 1.B, complete Section 6.A. of Schedule D.

- | | Yes | No |
|--|--------------------------|-------------------------------------|
| B. (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (2) If yes, is this other business your primary business? | <input type="checkbox"/> | <input type="checkbox"/> |

If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you engage in this business under a different name, provide that name.

- | | Yes | No |
|---|--------------------------|-------------------------------------|
| (3) Do you sell products or provide services other than investment advice to your advisory clients? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engage in this business under a different name, provide that name.

SECTION 6.A. Names of Your Other Businesses

No Information Filed

SECTION 6.B.(2) Description of Primary Business

Describe your primary business (not your investment advisory business):

If you engage in that business under a different name, provide that name:

SECTION 6.B.(3) Description of Other Products and Services

Describe other products or services you sell to your *client*. You may omit products and services that you listed in Section 6.B.(2) above.

If you engage in that business under a different name, provide that name.

Item 7 Financial Industry Affiliations and Private Fund Reporting

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your *clients*.

A. This part of Item 7 requires you to provide information about you and your *related persons*, including foreign affiliates. Your *related persons* are all of your *advisory affiliates* and any person that is under common control with you.

You have a *related person* that is a (check all that apply):

- (1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)
- (2) other investment adviser (including financial planners)
- (3) registered municipal advisor
- (4) registered security-based swap dealer
- (5) major security-based swap participant
- (6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (7) futures commission merchant
- (8) banking or thrift institution
- (9) trust company
- (10) accountant or accounting firm
- (11) lawyer or law firm
- (12) insurance company or agency
- (13) pension consultant
- (14) real estate broker or dealer
- (15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

For each *related person*, including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7.A. of Schedule D.

You do not need to complete Section 7.A. of Schedule D for any *related person* if: (1) you have no business dealings with the *related person* in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the *related person*; (3) you do not refer clients or business to the *related person*, and the *related person* does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the *related person*; and (5) you have no reason to believe that your relationship with the *related person* otherwise creates a conflict of interest with your clients.

You must complete Section 7.A. of Schedule D for each *related person* acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the *related person* to be operationally independent under rule 206(4)-2 of the Advisers Act.

B. Are you an adviser to any *private fund*?

Yes No

If "yes," then for each *private fund* that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances described in the next sentence and in Instruction 6 of the Instructions to Part 1A. If another adviser reports this information with respect to any such *private*

fund in Section 7.B.(1) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that private fund. You must, instead, complete Section 7.B.(2) of Schedule D.

In either case, if you seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the private fund in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or designation in place of the fund's name.

SECTION 7.A. Financial Industry Affiliations

No Information Filed

SECTION 7.B.(1) Private Fund Reporting

No Information Filed

SECTION 7.B.(2) Private Fund Reporting

No Information Filed

Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your *clients'* transactions. This information identifies additional areas in which conflicts of interest may occur between you and your *clients*.

Like Item 7, Item 8 requires you to provide information about you and your *related persons*, including foreign affiliates.

Proprietary Interest in Client Transactions



- | A. Do you or any <i>related person</i> : | Yes | No |
|--|-----------------------|-----------------------|
| (1) buy securities for yourself from advisory <i>clients</i> , or sell securities you own to advisory <i>clients</i> (principal transactions)? | <input type="radio"/> | <input type="radio"/> |
| (2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory <i>clients</i> ? | <input type="radio"/> | <input type="radio"/> |
| (3) recommend securities (or other investment products) to advisory <i>clients</i> in which you or any <i>related person</i> has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))? | <input type="radio"/> | <input type="radio"/> |



Sales Interest in Client Transactions

- | B. Do you or any <i>related person</i> : | Yes | No |
|--|-----------------------|-----------------------|
| (1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory <i>client</i> securities are sold to or bought from the brokerage customer (agency cross transactions)? | <input type="radio"/> | <input type="radio"/> |
| (2) recommend purchase of securities to advisory <i>clients</i> for which you or any <i>related person</i> serves as underwriter, general or managing partner, or purchaser representative? | <input type="radio"/> | <input type="radio"/> |
| (3) recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)? | <input type="radio"/> | <input type="radio"/> |

Investment or Brokerage Discretion

- | C. Do you or any <i>related person</i> have <i>discretionary authority</i> to determine the: | Yes | No |
|---|-------------------------------------|-------------------------------------|
| (1) securities to be bought or sold for a <i>client's</i> account? | <input type="radio"/> | <input type="radio"/> |
| (2) amount of securities to be bought or sold for a <i>client's</i> account? | <input type="radio"/> | <input type="radio"/> |
| (3) broker or dealer to be used for a purchase or sale of securities for a <i>client's</i> account? | <input type="radio"/> | <input type="radio"/> |
| (4) commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions? | <input type="radio"/> | <input type="radio"/> |
| D. If you answer "yes" to C.(3) above, are any of the brokers or dealers <i>related persons</i> ? | <input type="radio"/> | <input checked="" type="checkbox"/> |
| E. Do you or any <i>related person</i> recommend brokers or dealers to <i>clients</i> ? | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| F. If you answer "yes" to E above, are any of the brokers or dealers <i>related persons</i> ? | <input type="radio"/> | <input checked="" type="checkbox"/> |
| G. (1) Do you or any <i>related person</i> receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with <i>client</i> securities transactions? | <input type="radio"/> | <input type="radio"/> |
| (2) If "yes" to G.(1) above, are all the "soft dollar benefits" you or any <i>related persons</i> receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934? | <input checked="" type="checkbox"/> | <input type="radio"/> |

H. Do you or any *related person*, directly or indirectly, compensate any *person* for *client* referrals?  

I. Do you or any *related person*, directly or indirectly, receive compensation from any *person* for *client* referrals?  

In responding to Items 8.H and 8.I., consider all cash and non-cash compensation that you or a related person gave to (in answering Item 8.H) or received from (in answering Item 8.I) any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.

Item 9 Custody

In this Item, we ask you whether you or a *related person* has *custody of client* (other than *clients* that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices.

- | | |
|---|--|
| A. (1) Do you have <i>custody of any advisory clients</i> : | Yes No |
| (a) cash or bank accounts? | <input type="radio"/> <input checked="" type="radio"/> |
| (b) securities? | <input type="radio"/> <input checked="" type="radio"/> |

If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisory fees directly from your clients' accounts, or (ii) a related person has custody of client assets in connection with advisory services you provide to clients, but you have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)-(2)(d)(5)) from the related person.

- (2) If you checked "yes" to Item 9.A(1)(a) or (b), what is the approximate amount of *client* funds and securities and total number of *clients* for which you have *custody*:

U.S. Dollar Amount	Total Number of <i>Clients</i>
(a) \$	(b)

If you are registering or registered with the SEC and you have custody solely because you deduct your advisory fees directly from your clients' accounts, do not include the amount of those assets and the number of those clients in your response to Item 9.A.(2). If your related person has custody of client assets in connection with advisory services you provide to clients, do not include the amount of those assets and number of those clients in your response to 9.A.(2). Instead, include that information in your response to Item 9.B.(2).

- | | |
|---|--|
| B. (1) In connection with advisory services you provide to <i>clients</i> , do any of your <i>related persons</i> have <i>custody of any of your advisory clients</i> : | Yes No |
| (a) cash or bank accounts? | <input type="radio"/> <input checked="" type="radio"/> |
| (b) securities? | <input type="radio"/> <input checked="" type="radio"/> |

You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).

- (2) If you checked "yes" to Item 9.B.(1)(a) or (b), what is the approximate amount of *client* funds and securities and total number of *clients* for which your *related persons* have *custody*:

U.S. Dollar Amount	Total Number of <i>Clients</i>
(a) \$	(b)

- C. If you or your *related persons* have *custody of client* funds or securities in connection with advisory services you provide to *clients*, check all the following that apply:

- (1) A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage.
- (2) An *independent public accountant* audits annually the pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the investors in the pools.

- (3) An *independent public accountant* conducts an annual surprise examination of *client* funds and securities.
- (4) An *independent public accountant* prepares an internal control report with respect to custodial services when you or your *related persons* are qualified custodians for *client* funds and securities.

If you checked Item 9.C.(2), C.(3) or C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal control report. (If you checked Item 9.C.(2), you do not have to list auditor information in Section 9.C. of Schedule D if you already provided this information with respect to the private funds you advise in Section 7.B.(1) of Schedule D).

- D. Do you or your *related person(s)* act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*? **Yes No**
- (1) you act as a qualified custodian
- (2) your *related person(s)* act as qualified custodian(s)

If you checked "yes" to Item 9.D.(2), all related persons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)) must be identified in Section 7.A. of Schedule D, regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

- E. If you are filing your *annual updating amendment* and you were subject to a surprise examination by an *independent public accountant* during your last fiscal year, provide the date (MM/YYYY) the examination commenced:
- F. If you or your *related persons* have *custody* of *client* funds or securities, how many persons, including, but not limited to, you and your *related persons*, act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*?

SECTION 9.C. Independent Public Accountant

No Information Filed

Item 10 Control Persons

In this Item, we ask you to identify every *person* that, directly or indirectly, *controls* you.

If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.

Yes No

- A. Does any *person* not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, *control* your management or policies?

If yes, complete Section 10.A. of Schedule D.

- B. If any *person* named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete Section 10.B. of Schedule D.

SECTION 10.A. Control Persons

No Information Filed

SECTION 10.B. Control Person Public Reporting Companies

No Information Filed

Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your *advisory affiliates*. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below.

Your *advisory affiliates* are: (1) all of your current *employees* (other than *employees* performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any *person* performing similar functions); and (3) all *persons* directly or indirectly *controlling* you or *controlled* by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your *advisory affiliates* are.

If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

	Yes No
Do any of the events below involve you or any of your <i>supervised persons</i> ?	<input type="radio"/> <input checked="" type="radio"/>

For "yes" answers to the following questions, complete a Criminal Action DRP:

A. In the past ten years, have you or any <i>advisory affiliate</i> :	Yes No
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any <i>felony</i> ?	<input type="radio"/> <input checked="" type="radio"/>
(2) been <i>charged</i> with any <i>felony</i> ?	<input type="radio"/> <input checked="" type="radio"/>

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.A.(2) to charges that are currently pending.

B. In the past ten years, have you or any <i>advisory affiliate</i> :	Yes No
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a <i>misdemeanor</i> involving: investments or an <i>investment-related</i> business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	<input type="radio"/> <input checked="" type="radio"/>
(2) been <i>charged</i> with a <i>misdemeanor</i> listed in Item 11.B.(1)?	<input type="radio"/> <input checked="" type="radio"/>

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) to charges that are currently pending.

For "yes" answers to the following questions, complete a Regulatory Action DRP:

C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:	Yes No
(1) <i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission?	<input type="radio"/> <input checked="" type="radio"/>

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- (2) *found* you or any *advisory affiliate* to have been *involved* in a violation of SEC or CFTC regulations or statutes?
- (3) *found* you or any *advisory affiliate* to have been a cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?
- (4) entered an *order* against you or any *advisory affiliate* in connection with *investment-related* activity?
- (5) imposed a civil money penalty on you or any *advisory affiliate*, or *ordered* you or any *advisory affiliate* to cease and desist from any activity?
- D. Has any other federal regulatory agency, any state regulatory agency, or any *foreign financial regulatory authority*:
- (1) ever *found* you or any *advisory affiliate* to have made a false statement or omission, or been dishonest, unfair, or unethical?
- (2) ever *found* you or any *advisory affiliate* to have been *involved* in a violation of *investment-related* regulations or statutes?
- (3) ever *found* you or any *advisory affiliate* to have been a cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?
- (4) in the past ten years, entered an *order* against you or any *advisory affiliate* in connection with an *investment-related* activity?
- (5) ever denied, suspended, or revoked your or any *advisory affiliate's* registration or license, or otherwise prevented you or any *advisory affiliate*, by *order*, from associating with an *investment-related* business or restricted your or any *advisory affiliate's* activity?
- E. Has any *self-regulatory organization* or commodities exchange ever:
- (1) *found* you or any *advisory affiliate* to have made a false statement or omission?
- (2) *found* you or any *advisory affiliate* to have been *involved* in a violation of its rules (other than a violation designated as a "*minor rule violation*" under a plan approved by the SEC)?
- (3) *found* you or any *advisory affiliate* to have been the cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?
- (4) disciplined you or any *advisory affiliate* by expelling or suspending you or the *advisory affiliate* from membership, barring or suspending you or the *advisory affiliate* from association with other members, or otherwise restricting your or the *advisory affiliate's* activities?
- F. Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any *advisory affiliate* ever been revoked or suspended?
- G. Are you or any *advisory affiliate* now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?

For "yes" answers to the following questions, complete a Civil Judicial Action DRP:

- H. (1) Has any domestic or foreign court: Yes No

- (a) in the past ten years, enjoined you or any *advisory affiliate* in connection with any *investment-related* activity?
- (b) ever *found* that you or any *advisory affiliate* were *involved* in a violation of *investment-related* statutes or regulations?
- (c) ever dismissed, pursuant to a settlement agreement, an *investment-related* civil action brought against you or any *advisory affiliate* by a state or *foreign financial regulatory authority*?
- (2) Are you or any *advisory affiliate* now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(1)?

Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC **and** you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- *Control* means the power to direct or cause the direction of the management or policies of a *person*, whether through ownership of securities, by contract, or otherwise. Any *person* that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another *person* is presumed to *control* the other *person*.

	Yes	No
A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?	<input type="radio"/>	<input type="radio"/>
<i>If "yes," you do not need to answer Items 12.B. and 12.C.</i>		
B. Do you:		
(1) <i>control</i> another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	<input type="radio"/>	<input type="radio"/>
(2) <i>control</i> another <i>person</i> (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	<input type="radio"/>	<input type="radio"/>
C. Are you:		
(1) <i>controlled</i> by or under common <i>control</i> with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	<input type="radio"/>	<input type="radio"/>
(2) <i>controlled</i> by or under common <i>control</i> with another <i>person</i> (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	<input type="radio"/>	<input type="radio"/>

Schedule A

Direct Owners and Executive Officers

1. Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
2. Direct Owners and Executive Officers. List below the names of:
 - (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer(Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;
 - (b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);
Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (c) if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
 - (d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
 - (e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
3. Do you have any indirect owners to be reported on Schedule B? Yes No
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are:

NA - less than 5%	B - 10% but less than 25%	D - 50% but less than 75%
A - 5% but less than 10%	C - 25% but less than 50%	E - 75% or more
7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
 (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15 (d) of the Exchange Act.
 (c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First	DE/FE/I	Status	Date Status Acquired MM/YYYY	Ownership Code	Control Person	PR	CRD No. If None: S.S. No. and Date of
---	---------	--------	---------------------------------	----------------	----------------	----	---------------------------------------

Name, Middle Name)							Birth, IRS Tax No. or Employer ID No.
THOMAS, DELSA, ULRICA	I	CHIEF COMPLIANCE OFFICER AND MANAGING MEMBER	06/2011	E	Y	N	[REDACTED]

Schedule B**Indirect Owners**

1. Complete Schedule B only if you are submitting an initial application. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
 - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
 - (c) in the case of an owner that is a trust, the trust and each trustee; and
 - (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are:

C - 25% but less than 50%	E - 75% or more
D - 50% but less than 75%	F - Other (general partner, trustee, or elected manager)
7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
 - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15 (d) of the Exchange Act.
 - (c) Complete each column.

No Information Filed

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

DRP Pages

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

Part 2**Exemption from brochure delivery requirements for SEC-registered advisers**

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exemptions excuse you from delivering a brochure to *all* of your advisory clients, you do not have to prepare a brochure.

Yes No

Are you exempt from delivering a brochure to all of your clients under these rules?



If no, complete the ADV Part 2 filing below.

Amend, retire or file new brochures:

Brochure ID	Brochure Name	Brochure Type(s)
61425	THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC ADV PART II	Private funds or pools
61426	THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC BROCHURE SUPPLEMENT	Private funds or pools

Execution Pages**DOMESTIC INVESTMENT ADVISER EXECUTION PAGE**

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

DELSA ULRICA THOMAS

Date: MM/DD/YYYY

~~08/29/2011~~

03/29/2012

Printed Name:

DELSA ULRICA THOMAS

Title:

MANAGING MEMBER

Adviser CRD Number:

[REDACTED]

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

1. Appointment of Agent for Service of Process

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By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. *Non-Resident* Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

Date: MM/DD/YYYY

Printed Name:

Title:

Adviser CRD Number:

██████████

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**EXHIBIT 15
TO MAGEE
DECLARATION**

FORM ADV**UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT
BY EXEMPT REPORTING ADVISERS**

**Primary Business Name: THE D. CHRISTOPHER CAPITAL
MANAGEMENT GROUP, LLC**

CRD Number: [REDACTED]

**Annual Amendment - All Sections
4/8/2013 4:29:00 PM**

Rev. 10/2012

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 4.

Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you.

A. Your full legal name (if you are a sole proprietor, your last, first, and middle names):
THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

B. Name under which you primarily conduct your advisory business, if different from Item 1.A.:
THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.

C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of
 your legal name or your primary business name:

D. (1) If you are registered with the SEC as an investment adviser, your SEC file number: **801-72658**
(2) If you report to the SEC as an *exempt reporting adviser*, your SEC file number:

E. If you have a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system, your CRD number: [REDACTED]

If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

F. *Principal Office and Place of Business*

(1) Address (do not use a P.O. Box):

Number and Street 1:

545 EAST JOHN CARPENTER FREEWAY

City:

IRVING

State:

Texas

Number and Street 2:

SUITE 300

Country:

UNITED STATES

ZIP+4/Postal Code:

75062

If this address is a private residence, check this box:

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List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for SEC registration, if you are registered only with the SEC, or if you are reporting to the SEC as an exempt reporting adviser, list the largest five offices in terms of numbers of employees.

(2) Days of week that you normally conduct business at your principal office and place of business:

Monday - Friday Other:

Normal business hours at this location:

8:30 AM TO 4 PM (CST)

(3) Telephone number at this location:

(972) 719-9001

(4) Facsimile number at this location:

(972) 719-9195

G. Mailing address, if different from your principal office and place of business address:

Number and Street 1:

Number and Street 2:

City: State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box:

H. If you are a sole proprietor, state your full residence address, if different from your principal office and place of business address in Item 1.F.:

Number and Street 1:

Number and Street 2:

City: State:

Country:

ZIP+4/Postal Code:

Yes No

I. Do you have one or more websites?

If "yes," list all website addresses on Section 1.I. of Schedule D. If a website address serves as a portal through which to access other information you have published on the web, you may list the portal without listing addresses for all of the other information. Some advisers may need to list more than one portal address. Do not provide individual electronic mail (e-mail) addresses in response to this Item.

J. Provide the name and contact information of your Chief Compliance Officer: If you are an exempt reporting adviser, you must provide the contact information for your Chief Compliance Officer, if you have one. If not, you must complete Item 1.K. below.

Name:

DELSA ULRICA THOMAS

Other titles, if any:

MANAGING MEMBER

Telephone number:

972-719-9001

Facsimile number:

972-719-9195

Number and Street 1:

545 E. JOHN CARPENTER FREEWAY, SUITE 300

Number and Street 2:

City:

IRVING

State:

Texas

Country:

UNITED STATES

ZIP+4/Postal Code:

75062

Electronic mail (e-mail) address, if Chief Compliance Officer has one:
DELSA.THOMAS@DCCMG.COM

- K. Additional Regulatory Contact Person: If a person other than the Chief Compliance Officer is authorized to receive information and respond to questions about this Form ADV, you may provide that information here.

Name:	Titles:		
DELSA ULRICA THOMAS	MANAGING MEMBER		
Telephone number:	Facsimile number:		
(972) 719-9001	(972) 719-9195		
Number and Street 1:	Number and Street 2:		
545 EAST JOHN CARPENTER FREEWAY	SUITE 300		
City:	State:	Country:	ZIP+4/Postal Code:
IRVING	Texas	UNITED STATES	75062

Electronic mail (e-mail) address, if contact person has one:
DELSA.THOMAS@DCCMG.COM

- L. Do you maintain some or all of the books and records you are required to keep under Section 204 of the Advisers Act, or similar state law, somewhere other than your *principal office and place of business*? Yes No

If "yes," complete Section 1.L. of Schedule D.

- M. Are you registered with a *foreign financial regulatory authority*? Yes No

Answer "no" if you are not registered with a foreign financial regulatory authority, even if you have an affiliate that is registered with a foreign financial regulatory authority. If "yes," complete Section 1.M. of Schedule D.

- N. Are you a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934? Yes No

If "yes," provide your CIK number (Central Index Key number that the SEC assigns to each public reporting company):

- O. Did you have \$1 billion or more in assets on the last day of your most recent fiscal year? Yes No

- P. Provide your *Legal Entity Identifier* if you have one:

A *legal entity identifier* is a unique number that companies use to identify each other in the financial marketplace. In the first half of 2011, the *legal entity identifier* standard was still in development. You may not have a *legal entity identifier*.

SECTION 1.B. Other Business Names

No Information Filed

SECTION 1.F. Other Offices

No Information Filed

SECTION 1.I. Website Addresses

List your website addresses. You must complete a separate Schedule D Section 1.I. for each website address.

Website Address: WWW.DCCMG.COM

SECTION 1.L. Location of Books and Records

No Information Filed

SECTION 1.M. Registration with Foreign Financial Regulatory Authorities

No Information Filed

Item 2 SEC Registration/Reporting

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you are applying for SEC registration or submitting an *annual updating amendment* to your SEC registration.

A. To register (or remain registered) with the SEC, you must check **at least one** of the Items 2.A.(1) through 2.A.(12), below. If you are submitting an *annual updating amendment* to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A.(13). Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to each of these items.

You (the adviser):

- (1) are a **large advisory firm** that either:
- (a) has regulatory assets under management of \$100 million (in U.S. dollars) or more, or
 - (b) has regulatory assets under management of \$90 million (in U.S. dollars) or more at the time of filing its most recent *annual updating amendment* and is registered with the SEC;
- (2) are a **mid-sized advisory firm** that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 million (in U.S. dollars) and you are either:
- (a) not required to be registered as an adviser with the *state securities authority* of the state where you maintain your *principal office and place of business*, or
 - (b) not subject to examination by the *state securities authority* of the state where you maintain your *principal office and place of business*;
- Click [HERE](#) for a list of states in which an investment adviser, if registered, would not be subject to examination by the state securities authority.*
- (3) have your *principal office and place of business* **in Wyoming** (which does not regulate advisers);
- (4) have your *principal office and place of business* **outside the United States**;
- (5) are an **investment adviser (or sub-adviser) to an investment company** registered under the Investment Company Act of 1940;
- (6) are an **investment adviser to a company which has elected to be a business development company** pursuant to section 54 of the Investment Company Act of 1940 and has not withdrawn the election, and you have at least \$25 million of regulatory assets under management;
- (7) are a **pension consultant** with respect to assets of plans having an aggregate value of at least \$200,000,000 that qualifies for the exemption in rule 203A-2(a);
- (8) are a **related adviser** under rule 203A-2(b) that *controls, is controlled by, or is under common control with*, an investment adviser that is registered with the SEC, and your *principal office and place of business* is the same as the registered adviser;
- If you check this box, complete Section 2.A.(8) of Schedule D.*
- (9) are a **newly formed adviser** relying on rule 203A-2(c) because you expect to be eligible for SEC registration within 120 days;

If you check this box, complete Section 2.A.(9) of Schedule D.

- (10) are a **multi-state adviser** that is required to register in 15 or more states and is relying on rule 203A-2(d);

If you check this box, complete Section 2.A.(10) of Schedule D.

- (11) are an **Internet adviser** relying on rule 203A-2(e);
- (12) have **received an SEC order** exempting you from the prohibition against registration with the SEC;

If you check this box, complete Section 2.A.(12) of Schedule D.

- (13) are **no longer eligible** to remain registered with the SEC.

State Securities Authority Notice Filings and State Reporting by Exempt Reporting Advisers

- C. Under state laws, SEC-registered advisers may be required to provide to *state securities authorities* a copy of the Form ADV and any amendments they file with the SEC. These are called *notice filings*. In addition, *exempt reporting advisers* may be required to provide *state securities authorities* with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your *notice filings* or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to your registration to stop your *notice filings* or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

Jurisdictions

- | | | | |
|-----------------------------|-----------------------------|-----------------------------|--|
| <input type="checkbox"/> AL | <input type="checkbox"/> ID | <input type="checkbox"/> MO | <input type="checkbox"/> PA |
| <input type="checkbox"/> AK | <input type="checkbox"/> IL | <input type="checkbox"/> MT | <input type="checkbox"/> PR |
| <input type="checkbox"/> AZ | <input type="checkbox"/> IN | <input type="checkbox"/> NE | <input type="checkbox"/> RI |
| <input type="checkbox"/> AR | <input type="checkbox"/> IA | <input type="checkbox"/> NV | <input type="checkbox"/> SC |
| <input type="checkbox"/> CA | <input type="checkbox"/> KS | <input type="checkbox"/> NH | <input type="checkbox"/> SD |
| <input type="checkbox"/> CO | <input type="checkbox"/> KY | <input type="checkbox"/> NJ | <input type="checkbox"/> TN |
| <input type="checkbox"/> CT | <input type="checkbox"/> LA | <input type="checkbox"/> NM | <input checked="" type="checkbox"/> TX |
| <input type="checkbox"/> DE | <input type="checkbox"/> ME | <input type="checkbox"/> NY | <input type="checkbox"/> UT |
| <input type="checkbox"/> DC | <input type="checkbox"/> MD | <input type="checkbox"/> NC | <input type="checkbox"/> VT |
| <input type="checkbox"/> FL | <input type="checkbox"/> MA | <input type="checkbox"/> ND | <input type="checkbox"/> VI |
| <input type="checkbox"/> GA | <input type="checkbox"/> MI | <input type="checkbox"/> OH | <input type="checkbox"/> VA |
| <input type="checkbox"/> GU | <input type="checkbox"/> MN | <input type="checkbox"/> OK | <input type="checkbox"/> WA |
| <input type="checkbox"/> HI | <input type="checkbox"/> MS | <input type="checkbox"/> OR | <input type="checkbox"/> WV |
| | | | <input type="checkbox"/> WI |

If you are amending your registration to stop your notice filings or reports from going to a state that currently receives them and you do not want to pay that state's notice filing or report filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

SECTION 2.A.(8) Related Adviser

If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you *control*, are *controlled* by, or are under common *control* with an investment adviser that is registered with the SEC and your *principal office and place of business* is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number of Registered Investment Adviser

158639

SEC Number of Registered Investment Adviser

801 - 72658

SECTION 2.A.(9) Newly Formed Adviser

If you are relying on rule 203A-2(c), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

SECTION 2.A.(10) Multi-State Adviser

If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

- I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the *state securities authorities* in those states.
- I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the *state securities authorities* of those states.

If you are submitting your *annual updating amendment*, you must make this representation:

- Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the *state securities authorities* in those states.

SECTION 2.A.(12) SEC Exemptive Order

If you are relying upon an SEC *order* exempting you from the prohibition on registration, provide the following information:

Application Number:

803-

Date of *order*:

Item 3 Form of Organization

A. How are you organized?

- Corporation
- Sole Proprietorship
- Limited Liability Partnership (LLP)
- Partnership
- Limited Liability Company (LLC)
- Limited Partnership (LP)
- Other (specify):

If you are changing your response to this Item, see Part 1A Instruction 4.

B. In what month does your fiscal year end each year?

DECEMBER

C. Under the laws of what state or country are you organized?

State Country

Texas UNITED STATES

If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.

If you are changing your response to this Item, see Part 1A Instruction 4.

Item 4 Successions

	Yes	No
A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser?	<input type="radio"/>	<input type="radio"/>

If "yes", complete Item 4.B. and Section 4 of Schedule D.

B. Date of Succession: (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

SECTION 4 Successions

No Information Filed

Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.

Employees

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).

- A. Approximately how many *employees* do you have? Include full- and part-time *employees* but do not include any clerical workers.

1

- B. (1) Approximately how many of the *employees* reported in 5.A. perform investment advisory functions (including research)?

1

- (2) Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer?

0

- (3) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives*?

1

- (4) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives* for an investment adviser other than you?

0

- (5) Approximately how many of the *employees* reported in 5.A. are licensed agents of an insurance company or agency?

0

- (6) Approximately how many firms or other *persons* solicit advisory *clients* on your behalf?

0

In your response to Item 5.B.(6), do not count any of your employees and count a firm only once – do not count each of the firm's employees that solicit on your behalf.

Clients

In your responses to Items 5.C. and 5.D. do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

- C. (1) To approximately how many *clients* did you provide investment advisory services during your most recently completed fiscal year?

 0

 1-10

 11-25

26-100

More than 100

If more than 100, how many?
(round to the nearest 100)

(2) Approximately what percentage of your *clients* are non-United States persons?

0
 83%

D. For purposes of this Item 5.D., the category "individuals" includes trusts, estates, and 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships. The category "business development companies" consists of companies that have made an election pursuant to section 54 of the Investment Company Act of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, check "None" in response to Item 5.D.(1)(d) and do not check any of the boxes in response to Item 5.D.(2)(d).

(1) What types of *clients* do you have? Indicate the approximate percentage that each type of *client* comprises of your total number of *clients*. If a *client* fits into more than one category, check all that apply.

	None	Up to 10%	11-25%	26-50%	51-75%	76-99%	100%
(a) Individuals (other than <i>high net worth individuals</i>)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(b) <i>High net worth individuals</i>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(c) Banking or thrift institutions	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(d) Investment companies	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(e) Business development companies	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(f) Pooled investment vehicles (other than investment companies)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(g) Pension and profit sharing plans (but not the plan participants)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(h) Charitable organizations	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(i) Corporations or other businesses not listed above	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(j) State or municipal <i>government entities</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(k) Other investment advisers	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(l) Insurance companies	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(m) Other:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

(2) Indicate the approximate amount of your regulatory assets under management (reported in Item 5.F. below) attributable to each of the following type of *client*. If a *client* fits into more than one category, check all that apply.

None	Up to 25%	Up to 50%	Up to 75%	>75%
------	-----------	-----------	-----------	------

- (a) Individuals (other than *high net worth individuals*)
- (b) *High net worth individuals*
- (c) Banking or thrift institutions
- (d) Investment companies
- (e) Business development companies
- (f) Pooled investment vehicles (other than investment companies)
- (g) Pension and profit sharing plans (but not the plan participants)
- (h) Charitable organizations
- (i) Corporations or other businesses not listed above
- (j) State or municipal *government entities*
- (k) Other investment advisers
- (l) Insurance companies
- (m) Other:

Compensation Arrangements

E. You are compensated for your investment advisory services by (check all that apply):

- (1) A percentage of assets under your management
- (2) Hourly charges
- (3) Subscription fees (for a newsletter or periodical)
- (4) Fixed fees (other than subscription fees)
- (5) Commissions
- (6) *Performance-based fees*
- (7) Other (specify):

Item 5 Information About Your Advisory Business - Regulatory Assets Under Management

Regulatory Assets Under Management

- | | | |
|---|-------------------------------------|-------------------------------------|
| | Yes | No |
| F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios? | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| (2) If yes, what is the amount of your regulatory assets under management and total number of accounts? | | |
| | U.S. Dollar Amount | Total Number of Accounts |
| Discretionary: | (a) \$ 50,000 | (d) 1 |
| Non-Discretionary: | (b) \$ 0 | (e) 0 |
| Total: | (c) \$ 50,000 | (f) 1 |

Part 1A Instruction 5.b. explains how to calculate your regulatory assets under management. You must follow these instructions carefully when completing this Item.

Item 5 Information About Your Advisory Business - Advisory Activities**Advisory Activities**

G. What type(s) of advisory services do you provide? Check all that apply.

- (1) Financial planning services
- (2) Portfolio management for individuals and/or small businesses
- (3) Portfolio management for investment companies (as well as "business development companies" that have made an election pursuant to section 54 of the Investment Company Act of 1940)
- (4) Portfolio management for pooled investment vehicles (other than investment companies)
- (5) Portfolio management for businesses (other than small businesses) or institutional *clients* (other than registered investment companies and other pooled investment vehicles)
- (6) Pension consulting services
- (7) Selection of other advisers (including *private fund* managers)
- (8) Publication of periodicals or newsletters
- (9) Security ratings or pricing services
- (10) Market timing services
- (11) Educational seminars/workshops
- (12) Other(specify): PORTFOLIO MANAGEMENT FOR PRIVATE INVESTMENT VEHICLE

Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of the investment company or investment companies to which you provide advice in Section 5.G.(3) of Schedule D.

H. If you provide financial planning services, to how many *clients* did you provide these services during your last fiscal year?

- 0
- 1 - 10
- 11 - 25
- 26 - 50
- 51 - 100
- 101 - 250
- 251 - 500
- More than 500

If more than 500, how many?
(round to the nearest 500)

In your responses to this Item 5.H., do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

I. If you participate in a *wrap fee program*, do you (check all that apply):

- (1) *sponsor* the *wrap fee program*?
- (2) act as a portfolio manager for the *wrap fee program*?

If you are a portfolio manager for a wrap fee program, list the names of the programs and their sponsors in Section 5.I.(2) of Schedule D.

If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program, do not check either Item 5.I.(1) or 5.I.(2).

	Yes	No
J. In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide investment advice only with respect to limited types of investments?	<input type="radio"/>	<input checked="" type="radio"/>

SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies

No Information Filed

SECTION 5.I.(2) Wrap Fee Programs

No Information Filed

Item 6 Other Business Activities

In this Item, we request information about your firm's other business activities.

A. You are actively engaged in business as a (check all that apply):

- (1) broker-dealer (registered or unregistered)
- (2) registered representative of a broker-dealer
- (3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (4) futures commission merchant
- (5) real estate broker, dealer, or agent
- (6) insurance broker or agent
- (7) bank (including a separately identifiable department or division of a bank)
- (8) trust company
- (9) registered municipal advisor
- (10) registered security-based swap dealer
- (11) major security-based swap participant
- (12) accountant or accounting firm
- (13) lawyer or law firm
- (14) other financial product salesperson (specify):

If you engage in other business using a name that is different from the names reported in Items 1.A. or 1.B, complete Section 6.A. of Schedule D.

- | | Yes | No |
|--|-----------------------|----------------------------------|
| B. (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) If yes, is this other business your primary business? | <input type="radio"/> | <input checked="" type="radio"/> |

If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you engage in this business under a different name, provide that name.

- | | Yes | No |
|---|-----------------------|----------------------------------|
| (3) Do you sell products or provide services other than investment advice to your advisory clients? | <input type="radio"/> | <input checked="" type="radio"/> |

If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engage in this business under a different name, provide that name.

SECTION 6.A. Names of Your Other Businesses

No Information Filed

SECTION 6.B.(2) Description of Primary Business

Describe your primary business (not your investment advisory business):

If you engage in that business under a different name, provide that name:

SECTION 6.B.(3) Description of Other Products and Services

Describe other products or services you sell to your *client*, You may omit products and services that you listed in Section 6.B.(2) above.

If you engage in that business under a different name, provide that name.

Item 7 Financial Industry Affiliations and Private Fund Reporting

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your *clients*.

- A. This part of Item 7 requires you to provide information about you and your *related persons*, including foreign affiliates. Your *related persons* are all of your *advisory affiliates* and any *person* that is under common *control* with you.

You have a *related person* that is a (check all that apply):

- (1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)
- (2) other investment adviser (including financial planners)
- (3) registered municipal advisor
- (4) registered security-based swap dealer
- (5) major security-based swap participant
- (6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (7) futures commission merchant
- (8) banking or thrift institution
- (9) trust company
- (10) accountant or accounting firm
- (11) lawyer or law firm
- (12) insurance company or agency
- (13) pension consultant
- (14) real estate broker or dealer
- (15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

For each related person, including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7.A. of Schedule D.

You do not need to complete Section 7.A. of Schedule D for any related person if: (1) you have no business dealings with the related person in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the related person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients.

You must complete Section 7.A. of Schedule D for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

- B. Are you an adviser to any *private fund*?

Yes No

If "yes," then for each private fund that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances described in the next sentence and in Instruction 6 of the Instructions to Part 1A. If another adviser reports this information with respect to any such private

fund in Section 7.B.(1) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that private fund. You must, instead, complete Section 7.B.(2) of Schedule D.

In either case, if you seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the private fund in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or designation in place of the fund's name.

SECTION 7.A. Financial Industry Affiliations

No Information Filed

SECTION 7.B.(1) Private Fund Reporting

No Information Filed

SECTION 7.B.(2) Private Fund Reporting

No Information Filed

Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your *clients'* transactions. This information identifies additional areas in which conflicts of interest may occur between you and your *clients*.

Like Item 7, Item 8 requires you to provide information about you and your *related persons*, including foreign affiliates.

Proprietary Interest in Client Transactions

- | A. Do you or any <i>related person</i> : | Yes | No |
|--|----------------------------------|----------------------------------|
| (1) buy securities for yourself from advisory <i>clients</i> , or sell securities you own to advisory <i>clients</i> (principal transactions)? | <input type="radio"/> | <input type="radio"/> |
| (2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory <i>clients</i> ? | <input type="radio"/> | <input type="radio"/> |
| (3) recommend securities (or other investment products) to advisory <i>clients</i> in which you or any <i>related person</i> has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))? | <input checked="" type="radio"/> | <input checked="" type="radio"/> |

Sales Interest in Client Transactions

- | B. Do you or any <i>related person</i> : | Yes | No |
|--|----------------------------------|----------------------------------|
| (1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory <i>client</i> securities are sold to or bought from the brokerage customer (agency cross transactions)? | <input type="radio"/> | <input type="radio"/> |
| (2) recommend purchase of securities to advisory <i>clients</i> for which you or any <i>related person</i> serves as underwriter, general or managing partner, or purchaser representative? | <input checked="" type="radio"/> | <input checked="" type="radio"/> |
| (3) recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)? | <input checked="" type="radio"/> | <input checked="" type="radio"/> |

Investment or Brokerage Discretion

- | C. Do you or any <i>related person</i> have <i>discretionary authority</i> to determine the: | Yes | No |
|---|-----------------------|-----------------------|
| (1) securities to be bought or sold for a <i>client's</i> account? | <input type="radio"/> | <input type="radio"/> |
| (2) amount of securities to be bought or sold for a <i>client's</i> account? | <input type="radio"/> | <input type="radio"/> |
| (3) broker or dealer to be used for a purchase or sale of securities for a <i>client's</i> account? | <input type="radio"/> | <input type="radio"/> |
| (4) commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions? | <input type="radio"/> | <input type="radio"/> |
| D. If you answer "yes" to C.(3) above, are any of the brokers or dealers <i>related persons</i> ? | <input type="radio"/> | <input type="radio"/> |
| E. Do you or any <i>related person</i> recommend brokers or dealers to <i>clients</i> ? | <input type="radio"/> | <input type="radio"/> |
| F. If you answer "yes" to E above, are any of the brokers or dealers <i>related persons</i> ? | <input type="radio"/> | <input type="radio"/> |
| G. (1) Do you or any <i>related person</i> receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with <i>client</i> securities transactions? | <input type="radio"/> | <input type="radio"/> |
| (2) If "yes" to G.(1) above, are all the "soft dollar benefits" you or any <i>related persons</i> receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934? | <input type="radio"/> | <input type="radio"/> |

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- H. Do you or any *related person*, directly or indirectly, compensate any *person* for *client* referrals?

- I. Do you or any *related person*, directly or indirectly, receive compensation from any *person* for *client* referrals?

In responding to Items 8.H and 8.I., consider all cash and non-cash compensation that you or a related person gave to (in answering Item 8.H) or received from (in answering Item 8.I) any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.

Item 9 Custody

In this Item, we ask you whether you or a *related person* has *custody of client* (other than *clients* that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices.

- | | |
|--|--|
| A. (1) Do you have <i>custody of any advisory clients</i> ': | Yes No |
| (a) cash or bank accounts? | <input type="radio"/> <input checked="" type="radio"/> |
| (b) securities? | <input type="radio"/> <input checked="" type="radio"/> |

If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisory fees directly from your clients' accounts, or (ii) a related person has custody of client assets in connection with advisory services you provide to clients, but you have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)-(2)(d)(5)) from the related person.

- (2) If you checked "yes" to Item 9.A.(1)(a) or (b), what is the approximate amount of *client* funds and securities and total number of *clients* for which you have *custody*:

U.S. Dollar Amount	Total Number of <i>Clients</i>
(a) \$	(b)

If you are registering or registered with the SEC and you have custody solely because you deduct your advisory fees directly from your clients' accounts, do not include the amount of those assets and the number of those clients in your response to Item 9.A.(2). If your related person has custody of client assets in connection with advisory services you provide to clients, do not include the amount of those assets and number of those clients in your response to 9.A.(2). Instead, include that information in your response to Item 9.B.(2).

- | | |
|--|--|
| B. (1) In connection with advisory services you provide to <i>clients</i> , do any of your <i>related persons</i> have <i>custody of any of your advisory clients</i> ': | Yes No |
| (a) cash or bank accounts? | <input type="radio"/> <input checked="" type="radio"/> |
| (b) securities? | <input type="radio"/> <input checked="" type="radio"/> |

You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).

- (2) If you checked "yes" to Item 9.B.(1)(a) or (b), what is the approximate amount of *client* funds and securities and total number of *clients* for which your *related persons* have *custody*:

U.S. Dollar Amount	Total Number of <i>Clients</i>
(a) \$	(b)

- C. If you or your *related persons* have *custody of client* funds or securities in connection with advisory services you provide to *clients*, check all the following that apply:

- (1) A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage.
- (2) An *independent public accountant* audits annually the pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the investors in the pools.

- (3) An *independent public accountant* conducts an annual surprise examination of *client funds and securities*.
- (4) An *independent public accountant* prepares an internal control report with respect to *custodial services* when you or your *related persons* are qualified custodians for *client funds and securities*.

If you checked Item 9.C.(2), C.(3) or C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal control report. (If you checked Item 9.C.(2), you do not have to list auditor information in Section 9.C. of Schedule D if you already provided this information with respect to the private funds you advise in Section 7.B.(1) of Schedule D).

- D. Do you or your *related person(s)* act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*? **Yes No**
- (1) you act as a qualified custodian
- (2) your *related person(s)* act as qualified custodian(s)

If you checked "yes" to Item 9.D.(2), all related persons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)) must be identified in Section 7.A. of Schedule D, regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

- E. If you are filing your *annual updating amendment* and you were subject to a surprise examination by an *independent public accountant* during your last fiscal year, provide the date (MM/YYYY) the examination commenced:
- F. If you or your *related persons* have *custody of client funds or securities*, how many persons, including, but not limited to, you and your *related persons*, act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*?

SECTION 9.C. Independent Public Accountant

No Information Filed

Item 10 Control Persons

In this Item, we ask you to identify every *person* that, directly or indirectly, *controls* you.

If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.

- Yes No**
- A. Does any *person* not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, *control* your management or policies?

If yes, complete Section 10.A. of Schedule D.

- B. If any *person* named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete Section 10.B. of Schedule D.

SECTION 10.A. Control Persons

No Information Filed

SECTION 10.B. Control Person Public Reporting Companies

No Information Filed

Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your *advisory affiliates*. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below.

Your *advisory affiliates* are: (1) all of your current *employees* (other than *employees* performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any *person* performing similar functions); and (3) all *persons* directly or indirectly *controlling* you or *controlled* by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your *advisory affiliates* are.

If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

	Yes	No
Do any of the events below involve you or any of your <i>supervised persons</i> ?	<input type="radio"/>	<input type="radio"/>

For "yes" answers to the following questions, complete a Criminal Action DRP:

A. In the past ten years, have you or any <i>advisory affiliate</i> :	Yes	No
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any <i>felony</i> ?	<input type="radio"/>	<input type="radio"/>
(2) been <i>charged</i> with any <i>felony</i> ?	<input type="radio"/>	<input type="radio"/>

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.A.(2) to charges that are currently pending.

B. In the past ten years, have you or any <i>advisory affiliate</i> :	Yes	No
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a <i>misdemeanor</i> involving: investments or an <i>investment-related</i> business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	<input type="radio"/>	<input type="radio"/>
(2) been <i>charged</i> with a <i>misdemeanor</i> listed in Item 11.B.(1)?	<input type="radio"/>	<input type="radio"/>

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) to charges that are currently pending.

For "yes" answers to the following questions, complete a Regulatory Action DRP:

C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:	Yes	No
(1) <i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission?	<input type="radio"/>	<input type="radio"/>

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- (2) *found* you or any *advisory affiliate* to have been *involved* in a violation of SEC or CFTC regulations or statutes?
- (3) *found* you or any *advisory affiliate* to have been a cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?
- (4) entered an *order* against you or any *advisory affiliate* in connection with *investment-related* activity?
- (5) imposed a civil money penalty on you or any *advisory affiliate*, or *ordered* you or any *advisory affiliate* to cease and desist from any activity?
- D. Has any other federal regulatory agency, any state regulatory agency, or any *foreign financial regulatory authority*:
- (1) ever *found* you or any *advisory affiliate* to have made a false statement or omission, or been dishonest, unfair, or unethical?
- (2) ever *found* you or any *advisory affiliate* to have been *involved* in a violation of *investment-related* regulations or statutes?
- (3) ever *found* you or any *advisory affiliate* to have been a cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?
- (4) in the past ten years, entered an *order* against you or any *advisory affiliate* in connection with an *investment-related* activity?
- (5) ever denied, suspended, or revoked your or any *advisory affiliate's* registration or license, or otherwise prevented you or any *advisory affiliate*, by *order*, from associating with an *investment-related* business or restricted your or any *advisory affiliate's* activity?
- E. Has any *self-regulatory organization* or commodities exchange ever:
- (1) *found* you or any *advisory affiliate* to have made a false statement or omission?
- (2) *found* you or any *advisory affiliate* to have been *involved* in a violation of its rules (other than a violation designated as a "*minor rule violation*" under a plan approved by the SEC)?
- (3) *found* you or any *advisory affiliate* to have been the cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?
- (4) disciplined you or any *advisory affiliate* by expelling or suspending you or the *advisory affiliate* from membership, barring or suspending you or the *advisory affiliate* from association with other members, or otherwise restricting your or the *advisory affiliate's* activities?
- F. Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any *advisory affiliate* ever been revoked or suspended?
- G. Are you or any *advisory affiliate* now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?

For "yes" answers to the following questions, complete a Civil Judicial Action DRP:

- H. (1) Has any domestic or foreign court: Yes No

- (a) in the past ten years, enjoined you or any *advisory affiliate* in connection with any *investment-related* activity?
- (b) ever *found* that you or any *advisory affiliate* were *involved* in a violation of *investment-related* statutes or regulations?
- (c) ever dismissed, pursuant to a settlement agreement, an *investment-related* civil action brought against you or any *advisory affiliate* by a state or *foreign financial regulatory authority*?
- (2) Are you or any *advisory affiliate* now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(1)?

Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC **and** you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- *Control* means the power to direct or cause the direction of the management or policies of a *person*, whether through ownership of securities, by contract, or otherwise. Any *person* that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another *person* is presumed to *control* the other *person*.

	Yes	No
A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?	<input type="radio"/>	<input type="radio"/>
<i>If "yes," you do not need to answer Items 12.B. and 12.C.</i>		
B. Do you:		
(1) <i>control</i> another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	<input type="radio"/>	<input type="radio"/>
(2) <i>control</i> another <i>person</i> (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	<input type="radio"/>	<input type="radio"/>
C. Are you:		
(1) <i>controlled</i> by or under common <i>control</i> with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	<input type="radio"/>	<input type="radio"/>
(2) <i>controlled</i> by or under common <i>control</i> with another <i>person</i> (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	<input type="radio"/>	<input type="radio"/>

Schedule A

Direct Owners and Executive Officers

1. Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
2. Direct Owners and Executive Officers. List below the names of:
 - (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer(Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;
 - (b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);
 Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (c) if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
 - (d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
 - (e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
3. Do you have any indirect owners to be reported on Schedule B? Yes No
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes

NA - less than 5%	B - 10% but less than 25%	D - 50% but less than 75%
A - 5% but less than 10%	C - 25% but less than 50%	E - 75% or more
7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
 (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15 (d) of the Exchange Act.
 (c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First	DE/FE/I	Status	Date Status Acquired MM/YYYY	Ownership Code	Control Person	PR	CRD No. If None: S.S. No. and Date of
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Name, Middle Name)						Birth, IRS Tax No. or Employer ID No.
THOMAS, DELSA, ULRICA	I	CHIEF COMPLIANCE OFFICER AND MANAGING MEMBER	06/2011	E	Y	N [REDACTED]

Schedule B**Indirect Owners**

1. Complete Schedule B only if you are submitting an initial application. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.

2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:

(a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

(b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;

(c) in the case of an owner that is a trust, the trust and each trustee; and

(d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.

3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.

4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.

5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).

6. Ownership codes are:	C - 25% but less than 50%	E - 75% or more
	D - 50% but less than 75%	F - Other (general partner, trustee, or elected manager)

7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.

(b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15 (d) of the Exchange Act.

(c) Complete each column.

No Information Filed

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

DRP Pages

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)*GENERAL INSTRUCTIONS*

This Disclosure Reporting Page (DRP ADV) is an INITIAL **OR** AMENDED response used to report details for affirmative responses to Item 11.H. of Part 1A or Item 2.F. of Part 1B of Form ADV.

Civil Judicial

Check Part 1A item(s) being responded to:

 11.H(1)(a) 11.H(1)(b) 11.H(1)(c) 11.H(2)

Check Part 1B item(s) being responded to:

 2.F(1) 2.F(2) 2.F(3) 2.F(4) 2.F(5)

Use a separate DRP for each event or *proceeding*. The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Item 11.H. of Part 1A or Item 2.F. of Part 1B. Use only one DRP to report details related to the same event. Unrelated civil judicial actions must be reported on separate DRPs.

PART I

A. The *person(s)* or entity(ies) for whom this DRP is being filed is (are): You (the advisory firm) You and one or more of your *advisory affiliates* One or more of your *advisory affiliates*

If this DRP is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name).

If the *advisory affiliate* has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

 ADV DRP - ADVISORY AFFILIATE

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No Information Filed

- This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or *proceeding* occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or *advisory affiliate's* favor.

If you are registered or registering with a *state securities authority*, you may remove a DRP for an event you reported only in response to Item 11.H.(1)(a), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the *advisory affiliate* is registered through the IARD system or *CRD* system, has the *advisory affiliate* submitted a DRP (with Form ADV, BD or U-4) to the IARD or *CRD* for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the *advisory affiliate* of its obligation to update its IARD or *CRD* records.

PART II

1. Court Action initiated by: (Name of regulator, *foreign financial regulatory authority*, *SRO*, commodities exchange, agency, firm, private plaintiff, etc.)
SEC
2. Principal Relief Sought:

Civil Penalty(ies)/Fine(s)
Other Relief Sought:
3. Filing Date of Court Action (MM/DD/YYYY):
02/14/2013 Exact Explanation
If not exact, provide explanation:
4. Principal Product Type:

Investment Contract(s)
Other Product Types:
5. Formal Action was brought in (include name of Federal, State or Foreign Court, Location of Court - City or County and State or Country, Docket/Case Number):
FEDERAL COURT, TEXAS, 3:13-CV-00739-L

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6. *Advisory Affiliate* Employing Firm when activity occurred which led to the civil judicial action (if applicable):
7. Describe the allegations related to this civil action (your response must fit within the space provided):
ALLEGED LOSS OF INVESTOR FUNDS.
8. Current Status? Pending On Appeal Final
9. If on appeal, action appealed to (provide name of court) and Date Appeal Filed (MM/DD/YYYY):
10. If pending, date notice/process was served (MM/DD/YYYY):
02/14/2013 Exact Explanation
If not exact, provide explanation:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 14 only.

11. How was matter resolved:
12. Resolution Date (MM/DD/YYYY):
06/28/2013 Exact Explanation
If not exact, provide explanation:
PROPOSED COURT DATE. NOTHING EXACT AS OF THIS TIME.
13. Resolution Detail:
- A. Were any of the following Sanctions Ordered or Relief Granted(check appropriate items)?
- | | |
|--|--|
| <input type="checkbox"/> Monetary/Fine Amount: \$ | <input type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Suspension |
| <input type="checkbox"/> Bar | |
- B. Other Sanctions:
- C. Sanction detail: if suspended, *enjoined* or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an *advisory affiliate* date paid and if any portion of penalty was waived:
14. Provide a brief summary of circumstances related to the action(s), allegation(s), disposition(s) and/or finding(s) disclosed above (your response must fit within the space provided)
THESE ALLEGATIONS ARE ASSUMED AND THE SEC HAS GONE TO GREAT LENGTHS TO MAKE ASSUMPTIONS NOT BASED ON AN ENTIRE BASE OF FACTS. IF FACTUAL DATES AND RECORDS ARE INSPECTED THOROUGHLY, MANY OF THE SEC'S ALLEGATIONS WILL BE DISPROVEN.

Part 2**Exemption from brochure delivery requirements for SEC-registered advisers**

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exemptions excuse you from delivering a brochure to *all* of your advisory clients, you do not have to prepare a brochure.

Are you exempt from delivering a brochure to all of your clients under these rules?

Yes No



If no, complete the ADV Part 2 filing below.

Amend, retire or file new brochures:

Brochure ID	Brochure Name	Brochure Type(s)
61425	THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC ADV PART II	Private funds or pools
61426	THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC BROCHURE SUPPLEMENT	Private funds or pools

Execution Pages**DOMESTIC INVESTMENT ADVISER EXECUTION PAGE**

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any person having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:	Date: MM/DD/YYYY
DELSA ULRICA THOMAS	03/29/2012
DELSA U. THOMAS	02/26/2013
Printed Name:	Title:
DELSA ULRICA THOMAS	MANAGING MEMBER
DELSA U. THOMAS	
Adviser CRD Number:	
██████████	

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. *Non-Resident* Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

Date: MM/DD/YYYY

Printed Name:

Title:

Adviser CRD Number:



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**EXHIBIT 16
TO MAGEE
DECLARATION**

FORM ADV**UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT
BY EXEMPT REPORTING ADVISERS**

Primary Business Name: THE D. CHRISTOPHER CAPITAL
MANAGEMENT GROUP, LLC

CRD Number: [REDACTED]

State Initial - All Sections
3/31/2014 1:34:50 PM

Rev. 10/2012

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 4.

Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you.

A. Your full legal name (if you are a sole proprietor, your last, first, and middle names):
THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

B. Name under which you primarily conduct your advisory business, if different from Item 1.A.:
THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.

C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of
 your legal name or your primary business name:

D. (1) If you are registered with the SEC as an investment adviser, your SEC file number: **801-72658**
(2) If you report to the SEC as an *exempt reporting adviser*, your SEC file number:

E. If you have a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system, your CRD number: [REDACTED]

If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

F. *Principal Office and Place of Business*

(1) Address (do not use a P.O. Box):

Number and Street 1:

545 EAST JOHN CARPENTER FREEWAY

City:

IRVING

State:

Texas

Number and Street 2:

SUITE 300

Country:

UNITED STATES

ZIP+4/Postal Code:

75062

If this address is a private residence, check this box:

APP419

List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for SEC registration, if you are registered only with the SEC, or if you are reporting to the SEC as an exempt reporting adviser, list the largest five offices in terms of numbers of employees.

(2) Days of week that you normally conduct business at your principal office and place of business:

Monday - Friday Other:

Normal business hours at this location:

8:30 AM TO 4 PM (CST)

(3) Telephone number at this location:

(972) 719-9001

(4) Facsimile number at this location:

(972) 719-9195

G. Mailing address, if different from your principal office and place of business address:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box:

H. If you are a sole proprietor, state your full residence address, if different from your principal office and place of business address in Item 1.F.:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

I. Do you have one or more websites?

Yes No



If "yes," list all website addresses on Section 1.I. of Schedule D. If a website address serves as a portal through which to access other information you have published on the web, you may list the portal without listing addresses for all of the other information. Some advisers may need to list more than one portal address. Do not provide individual electronic mail (e-mail) addresses in response to this Item.

J. Provide the name and contact information of your Chief Compliance Officer: If you are an exempt reporting adviser, you must provide the contact information for your Chief Compliance Officer, if you have one. If not, you must complete Item 1.K. below.

Name:

DELSA ULRICA THOMAS

Other titles, if any:

MANAGING-MEMBER

MANAGING MEMBER AND CHIEF COMPLIANCE

OFFICER

Telephone number:

972-719-9001

Facsimile number:

972-719-9195

Number and Street 1:		Number and Street 2:	
545 E. JOHN CARPENTER FREEWAY, SUITE 300			
City:	State:	Country:	ZIP+4/Postal Code:
IRVING	Texas	UNITED STATES	75062

Electronic mail (e-mail) address, if Chief Compliance Officer has one:
 DELSA.THOMAS@DCCMG.COM

K. Additional Regulatory Contact Person: If a person other than the Chief Compliance Officer is authorized to receive information and respond to questions about this Form ADV, you may provide that information here.

Name:		Titles:	
DELSA-ULRICA-THOMAS		MANAGING-MEMBER	
Telephone number:		Facsimile number:	
(972)-719-9001		(972)-719-9195	
Number and Street 1:		Number and Street 2:	
545-EAST-JOHN-CARPENTER-FREEWAY		SUITE-300	
City:	State:	Country:	ZIP+4/Postal Code:
IRVING	Texas	UNITED-STATES	75062

Electronic mail (e-mail) address, if contact person has one:
 DELSA.THOMAS@DCCMG.COM

L. Do you maintain some or all of the books and records you are required to keep under Section 204 of the Advisers Act, or similar state law, somewhere other than your *principal office and place of business*? Yes No

If "yes," complete Section 1.L. of Schedule D.

M. Are you registered with a *foreign financial regulatory authority*? Yes No

Answer "no" if you are not registered with a foreign financial regulatory authority, even if you have an affiliate that is registered with a foreign financial regulatory authority. If "yes," complete Section 1.M. of Schedule D.

N. Are you a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934? Yes No

If "yes," provide your CIK number (Central Index Key number that the SEC assigns to each public reporting company):

O. Did you have \$1 billion or more in assets on the last day of your most recent fiscal year? Yes No

P. Provide your *Legal Entity Identifier* if you have one:

A legal entity identifier is a unique number that companies use to identify each other in the financial

marketplace. In the first half of 2011, the *legal entity identifier* standard was still in development. You may not have a *legal entity identifier*.

SECTION 1.B. Other Business Names

No Information Filed

SECTION 1.F. Other Offices

No Information Filed

SECTION 1.I. Website Addresses

List your website addresses. You must complete a separate Schedule D Section 1.I. for each website address.

Website Address: WWW-DCCMG.COM

SECTION 1.L. Location of Books and Records

No Information Filed

SECTION 1.M. Registration with Foreign Financial Regulatory Authorities

No Information Filed

Item 2 SEC Registration/Reporting

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you are applying for SEC registration or submitting an *annual updating amendment* to your SEC registration.

A. To register (or remain registered) with the SEC, you must check **at least one** of the Items 2.A.(1) through 2.A.(12), below. If you are submitting an *annual updating amendment* to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A.(13). Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to each of these items.

You (the adviser):

- (1) are a **large advisory firm** that either:
- (a) has regulatory assets under management of \$100 million (in U.S. dollars) or more, or
 - (b) has regulatory assets under management of \$90 million (in U.S. dollars) or more at the time of filing its most recent *annual updating amendment* and is registered with the SEC;
- (2) are a **mid-sized advisory firm** that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 million (in U.S. dollars) and you are either:
- (a) not required to be registered as an adviser with the *state securities authority* of the state where you maintain your *principal office and place of business*, or
 - (b) not subject to examination by the *state securities authority* of the state where you maintain your *principal office and place of business*;
- Click **HERE** for a list of states in which an investment adviser, if registered, would not be subject to examination by the state securities authority.*
- (3) have your *principal office and place of business* in **Wyoming** (which does not regulate advisers);
- (4) have your *principal office and place of business* **outside the United States**;
- (5) are an **investment adviser (or sub-adviser) to an investment company** registered under the Investment Company Act of 1940;
- (6) are an **investment adviser to a company which has elected to be a business development company** pursuant to section 54 of the Investment Company Act of 1940 and has not withdrawn the election, and you have at least \$25 million of regulatory assets under management;
- (7) are a **pension consultant** with respect to assets of plans having an aggregate value of at least \$200,000,000 that qualifies for the exemption in rule 203A-2(a);
- (8) are a **related adviser** under rule 203A-2(b) that *controls, is controlled by, or is under common control* with, an investment adviser that is registered with the SEC, and your *principal office and place of business* is the same as the registered adviser;
- If you check this box, complete Section 2.A.(8) of Schedule D.*
- (9) are a **newly formed adviser** relying on rule 203A-2(c) because you expect to be eligible for SEC registration within 120 days;

If you check this box, complete Section 2.A.(9) of Schedule D.

- (10) are a **multi-state adviser** that is required to register in 15 or more states and is relying on rule 203A-2(d);

If you check this box, complete Section 2.A.(10) of Schedule D.

- (11) are an **Internet adviser** relying on rule 203A-2(e);
- (12) have **received an SEC order** exempting you from the prohibition against registration with the SEC;

If you check this box, complete Section 2.A.(12) of Schedule D.

- (13) are **no longer eligible** to remain registered with the SEC.

State Securities Authority Notice Filings and State Reporting by Exempt Reporting Advisers

- C. Under state laws, SEC-registered advisers may be required to provide to *state securities authorities* a copy of the Form ADV and any amendments they file with the SEC. These are called *notice filings*. In addition, *exempt reporting advisers* may be required to provide *state securities authorities* with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your *notice filings* or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to your registration to stop your *notice filings* or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

Jurisdictions

- | | | | |
|-----------------------------|-----------------------------|-----------------------------|--|
| <input type="checkbox"/> AL | <input type="checkbox"/> ID | <input type="checkbox"/> MO | <input type="checkbox"/> PA |
| <input type="checkbox"/> AK | <input type="checkbox"/> IL | <input type="checkbox"/> MT | <input type="checkbox"/> PR |
| <input type="checkbox"/> AZ | <input type="checkbox"/> IN | <input type="checkbox"/> NE | <input type="checkbox"/> RI |
| <input type="checkbox"/> AR | <input type="checkbox"/> IA | <input type="checkbox"/> NV | <input type="checkbox"/> SC |
| <input type="checkbox"/> CA | <input type="checkbox"/> KS | <input type="checkbox"/> NH | <input type="checkbox"/> SD |
| <input type="checkbox"/> CO | <input type="checkbox"/> KY | <input type="checkbox"/> NJ | <input type="checkbox"/> TN |
| <input type="checkbox"/> CT | <input type="checkbox"/> LA | <input type="checkbox"/> NM | <input checked="" type="checkbox"/> TX |
| <input type="checkbox"/> DE | <input type="checkbox"/> ME | <input type="checkbox"/> NY | <input type="checkbox"/> UT |
| <input type="checkbox"/> DC | <input type="checkbox"/> MD | <input type="checkbox"/> NC | <input type="checkbox"/> VT |
| <input type="checkbox"/> FL | <input type="checkbox"/> MA | <input type="checkbox"/> ND | <input type="checkbox"/> VI |
| <input type="checkbox"/> GA | <input type="checkbox"/> MI | <input type="checkbox"/> OH | <input type="checkbox"/> VA |
| <input type="checkbox"/> GU | <input type="checkbox"/> MN | <input type="checkbox"/> OK | <input type="checkbox"/> WA |
| <input type="checkbox"/> HI | <input type="checkbox"/> MS | <input type="checkbox"/> OR | <input type="checkbox"/> WV |
| | | | <input type="checkbox"/> WI |

If you are amending your registration to stop your notice filings or reports from going to a state that currently receives them and you do not want to pay that state's notice filing or report filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

SECTION 2.A.(8) Related Adviser

If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you *control*, are *controlled by*, or are under common *control* with an investment adviser that is registered with the SEC and your *principal office and place of business* is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser

SEC Number of Registered Investment Adviser

801 -

SECTION 2.A.(9) Newly Formed Adviser

If you are relying on rule 203A-2(c), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

SECTION 2.A.(10) Multi-State Adviser

If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

- I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the *state securities authorities* in those states.
- I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the *state securities authorities* of those states.

If you are submitting your *annual updating amendment*, you must make this representation:

- Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the *state securities authorities* in those states.

SECTION 2.A.(12) SEC Exemptive Order

If you are relying upon an SEC *order* exempting you from the prohibition on registration, provide the following information:

Application Number:

803-

Date of *order*:

Item 3 Form of Organization

A. How are you organized?

- Corporation
- Sole Proprietorship
- Limited Liability Partnership (LLP)
- Partnership
- Limited Liability Company (LLC)
- Limited Partnership (LP)
- Other (specify):

If you are changing your response to this Item, see Part 1A Instruction 4.

B. In what month does your fiscal year end each year?

DECEMBER

C. Under the laws of what state or country are you organized?

State Country

Texas UNITED STATES

If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.

If you are changing your response to this Item, see Part 1A Instruction 4.

Item 4 Successions

	Yes No
A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser?	<input type="checkbox"/> <input type="checkbox"/>

If "yes", complete Item 4.B. and Section 4 of Schedule D.

B. Date of Succession: (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

SECTION 4 Successions

No Information Filed

Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.

Employees

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).

- A. Approximately how many *employees* do you have? Include full- and part-time *employees* but do not include any clerical workers.

1

- B. (1) Approximately how many of the *employees* reported in 5.A. perform investment advisory functions (including research)?

1

- (2) Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer?

0

- (3) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives*?

±

0

- (4) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives* for an investment adviser other than you?

0

- (5) Approximately how many of the *employees* reported in 5.A. are licensed agents of an insurance company or agency?

0

- (6) Approximately how many firms or other *persons* solicit advisory *clients* on your behalf?

0

In your response to Item 5.B.(6), do not count any of your employees and count a firm only once - do not count each of the firm's employees that solicit on your behalf.

Clients

In your responses to Items 5.C. and 5.D. do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

- C. (1) To approximately how many *clients* did you provide investment advisory services during your most recently completed fiscal year?

0

1-10

11-25

26-100

More than 100

If more than 100, how many?
(round to the nearest 100)

(2) Approximately what percentage of your *clients* are non-United States persons?

83

0%

D. For purposes of this Item 5.D., the category "individuals" includes trusts, estates, and 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships. The category "business development companies" consists of companies that have made an election pursuant to section 54 of the Investment Company Act of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, check "None" in response to Item 5.D.(1)(d) and do not check any of the boxes in response to Item 5.D.(2)(d).

(1) What types of *clients* do you have? Indicate the approximate percentage that each type of *client* comprises of your total number of *clients*. If a *client* fits into more than one category, check all that apply.

	None	Up to 10%	11-25%	26-50%	51-75%	76-99%	100%
(a) Individuals (other than <i>high net worth individuals</i>)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(b) <i>High net worth individuals</i>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(c) Banking or thrift institutions	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(d) Investment companies	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(e) Business development companies	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(f) Pooled investment vehicles (other than investment companies)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(g) Pension and profit sharing plans (but not the plan participants)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(h) Charitable organizations	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(i) Corporations or other businesses not listed above	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(j) State or municipal <i>government entities</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(k) Other investment advisers	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(l) Insurance companies	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(m) Other: LIMITED PARTNERSHIP	<input checked="" type="checkbox"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input checked="" type="checkbox"/>

(2) Indicate the approximate amount of your regulatory assets under management (reported in Item 5.F. below) attributable to each of the following type of *client*. If a *client* fits into more than one category, check all that apply.

	None	Up to 25%	Up to 50%	Up to 75%	>75%
--	------	-----------	-----------	-----------	------

- (a) Individuals (other than *high net worth individuals*)
- (b) *High net worth individuals*
- (c) Banking or thrift institutions
- (d) Investment companies
- (e) Business development companies
- (f) Pooled investment vehicles (other than investment companies)
- (g) Pension and profit sharing plans (but not the plan participants)
- (h) Charitable organizations
- (i) Corporations or other businesses not listed above
- (j) State or municipal *government entities*
- (k) Other investment advisers
- (l) Insurance companies
- (m) Other: LIMITED PARTNERSHIP

Compensation Arrangements

E. You are compensated for your investment advisory services by (check all that apply):

- (1) A percentage of assets under your management
- (2) Hourly charges
- (3) Subscription fees (for a newsletter or periodical)
- (4) Fixed fees (other than subscription fees)
- (5) Commissions
- (6) *Performance-based fees*
- (7) Other (specify):

Item 5 Information About Your Advisory Business - Regulatory Assets Under Management

Regulatory Assets Under Management

		Yes	No
F. (1)	Do you provide continuous and regular supervisory or management services to securities portfolios?	<input checked="" type="radio"/>	<input type="radio"/>
(2)	If yes, what is the amount of your regulatory assets under management and total number of accounts?		
	U.S. Dollar Amount		Total Number of Accounts
Discretionary:	(a) \$ 50,000		(d) 1
Non-Discretionary:	(b) \$ 0		(e) 0
Total:	(c) \$ 50,000		(f) 1

Part 1A Instruction 5.b. explains how to calculate your regulatory assets under management. You must follow these instructions carefully when completing this Item.

Item 5 Information About Your Advisory Business - Advisory Activities**Advisory Activities**

G. What type(s) of advisory services do you provide? Check all that apply.

- (1) Financial planning services
- (2) Portfolio management for individuals and/or small businesses
- (3) Portfolio management for investment companies (as well as "business development companies" that have made an election pursuant to section 54 of the Investment Company Act of 1940)
- (4) Portfolio management for pooled investment vehicles (other than investment companies)
- (5) Portfolio management for businesses (other than small businesses) or institutional *clients* (other than registered investment companies and other pooled investment vehicles)
- (6) Pension consulting services
- (7) Selection of other advisers (including *private fund* managers)
- (8) Publication of periodicals or newsletters
- (9) Security ratings or pricing services
- (10) Market timing services
- (11) Educational seminars/workshops
- (12) Other(specify): PORTFOLIO MANAGEMENT FOR PRIVATE INVESTMENT VEHICLE

Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of the investment company or investment companies to which you provide advice in Section 5.G.(3) of Schedule D.

H. If you provide financial planning services, to how many *clients* did you provide these services during your last fiscal year?

- 0
- 1 - 10
- 11 - 25
- 26 - 50
- 51 - 100
- 101 - 250
- 251 - 500
- More than 500

If more than 500, how many?
(round to the nearest 500)

In your responses to this Item 5.H., do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

I. If you participate in a *wrap fee program*, do you (check all that apply):

- (1) *sponsor* the *wrap fee program*?
- (2) act as a portfolio manager for the *wrap fee program*?

If you are a portfolio manager for a wrap fee program, list the names of the programs and their sponsors in Section 5.I.(2) of Schedule D.

If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program, do not check either Item 5.I.(1) or 5.I.(2).

- | | Yes | No |
|---|-----------------------|----------------------------------|
| J. In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide investment advice only with respect to limited types of investments? | <input type="radio"/> | <input checked="" type="radio"/> |

SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies

No Information Filed

SECTION 5.I.(2) Wrap Fee Programs

No Information Filed

Item 6 Other Business Activities

In this Item, we request information about your firm's other business activities.

A. You are actively engaged in business as a (check all that apply):

- (1) broker-dealer (registered or unregistered)
- (2) registered representative of a broker-dealer
- (3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (4) futures commission merchant
- (5) real estate broker, dealer, or agent
- (6) insurance broker or agent
- (7) bank (including a separately identifiable department or division of a bank)
- (8) trust company
- (9) registered municipal advisor
- (10) registered security-based swap dealer
- (11) major security-based swap participant
- (12) accountant or accounting firm
- (13) lawyer or law firm
- (14) other financial product salesperson (specify):

If you engage in other business using a name that is different from the names reported in Items 1.A. or 1.B, complete Section 6.A. of Schedule D.

B. (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?

Yes No

(2) If yes, is this other business your primary business?

If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you engage in this business under a different name, provide that name.

Yes No

(3) Do you sell products or provide services other than investment advice to your advisory clients?

If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engage in this business under a different name, provide that name.

SECTION 6.A. Names of Your Other Businesses

No Information Filed

SECTION 6.B.(2) Description of Primary Business

Describe your primary business (not your investment advisory business):

If you engage in that business under a different name, provide that name:

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SECTION 6.B.(3) Description of Other Products and Services

Describe other products or services you sell to your *client*. You may omit products and services that you listed in Section 6.B.(2) above.

If you engage in that business under a different name, provide that name.

Item 7 Financial Industry Affiliations and Private Fund Reporting

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your *clients*.

- A. This part of Item 7 requires you to provide information about you and your *related persons*, including foreign affiliates. Your *related persons* are all of your *advisory affiliates* and any person that is under common control with you.

You have a *related person* that is a (check all that apply):

- (1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)
- (2) other investment adviser (including financial planners)
- (3) registered municipal advisor
- (4) registered security-based swap dealer
- (5) major security-based swap participant
- (6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (7) futures commission merchant
- (8) banking or thrift institution
- (9) trust company
- (10) accountant or accounting firm
- (11) lawyer or law firm
- (12) insurance company or agency
- (13) pension consultant
- (14) real estate broker or dealer
- (15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

For each *related person*, including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7.A. of Schedule D.

You do not need to complete Section 7.A. of Schedule D for any *related person* if: (1) you have no business dealings with the *related person* in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the *related person*; (3) you do not refer clients or business to the *related person*, and the *related person* does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the *related person*; and (5) you have no reason to believe that your relationship with the *related person* otherwise creates a conflict of interest with your clients.

You must complete Section 7.A. of Schedule D for each *related person* acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the *related person* to be operationally independent under rule 206(4)-2 of the Advisers Act.

- B. Are you an adviser to any *private fund*?

Yes No

If "yes," then for each *private fund* that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances described in the next sentence and in Instruction 6 of the Instructions to Part 1A. If another adviser reports this information with respect to any such *private*

fund in Section 7.B.(1) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that private fund. You must, instead, complete Section 7.B.(2) of Schedule D.

In either case, if you seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the private fund in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or designation in place of the fund's name.

SECTION 7.A. Financial Industry Affiliations

No Information Filed

SECTION 7.B.(1) Private Fund Reporting

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the *private fund*:
THE SOLOMON FUND, LP
- (b) *Private fund* identification number:
(include the "805-" prefix also)
805-4269874201
2. Under the laws of what state or country is the *private fund* organized:
State: Delaware Country: UNITED STATES
3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC
4. The *private fund* (check all that apply; you must check at least one):
 (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
5. List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

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No Information Filed

6. (a) Is this a "master fund" in a master-feeder arrangement? Yes No
- (b) If yes, what is the name and *private fund* identification number (if any) of the feeder funds investing in this *private fund*?

No Information Filed

- (c) Is this a "feeder fund" in a master-feeder arrangement? Yes No
- (d) If yes, what is the name and *private fund* identification number (if any) of the master fund in which this *private fund* invests?
- Name of the *Private Fund*:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1), for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this *private fund* a "fund of funds"? Yes No
- (b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private funds*, or registered investment companies.

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? Yes No

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10. What type of fund is the *private fund*?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund venture capital fund Other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the *private fund*:

\$ 17,000,000

Ownership

12. Minimum investment commitment required of an investor in the *private fund*:

\$ 500,000

NOTE: Report the amount routinely required of investors who are not your *related persons* (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the *private fund's* beneficial owners:

1

14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:

17%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*:

83%

Your Advisory Services

17. (a) Are you a subadviser to this *private fund*?

Yes No

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the *private fund*. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the *private fund*?

Yes No

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the *private fund*. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your *clients* solicited to invest in the *private fund*? Yes No
20. Approximately what percentage of your *clients* has invested in the *private fund*?
0%

Private Offering

21. Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? Yes No
22. If yes, provide the *private fund's* Form D file number (if any):

Form D file number
021-164318

B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the *private fund's* financial statements subject to an annual audit? Yes No
- (2) Are the financial statements prepared in accordance with U.S. GAAP? Yes No
- If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:
THE DAVID TAYLOR GROUP

(c) The location of the auditing firm's office responsible for the *private fund's* audit (city, state and country):

City: State: Country:
DPO
OTHER

- (d) Is the auditing firm an *independent public accountant*? Yes No
- (e) Is the auditing firm registered with the Public Company Accounting Oversight Board? Yes No

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

(g) Are the *private fund's* audited financial statements distributed to the *private fund's* investors? Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion? Yes No Report Not Yet Received
If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the *private fund* use one or more prime brokers? Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:
GRACE FINANCIAL GROUP LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 52606
CRD Number (if any):
[REDACTED]

(d) Location of prime broker's office used principally by the *private fund* (city, state and country):

City: SOUTHAMPTON State: New York Country: UNITED STATES

(e) Does this prime broker act as custodian for some or all of the *private fund's* assets? Yes No

Custodian

Yes No

25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) Yes No
to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
INTERACTIVE BROKERS LLC

(c) Primary business name of custodian:
INTERACTIVE BROKERS LLC

(d) The location of the custodian's office responsible for *custody* of the *private fund's* assets (city, state and country):

City:	State:	Country:
CHICAGO	Illinois	UNITED STATES

(e) Is the custodian a *related person* of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 47257
CRD Number (if any):



Administrator

26. (a) Does the *private fund* use an administrator other than your firm? Yes No

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:
CAPITAL SERVICES GROUP, LLC

(c) Location of administrator (city, state and country):
City: BETHANY BEACH State: Delaware Country: UNITED STATES

Yes No

(d) Is the administrator a *related person* of your firm?

Yes No

(e) Does the administrator prepare and send investor account statements to the *private fund's* investors?

Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) *private fund's* investors? If investor account statements are not sent to the (rest of the) *private fund's* investors, respond "not applicable."
NOT APPLICABLE

27. During your last fiscal year, what percentage of the *private fund's* assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?

0%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes?

Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

SECTION 7.B.(2) *Private Fund Reporting*

No Information Filed

Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your *clients'* transactions. This information identifies additional areas in which conflicts of interest may occur between you and your *clients*.

Like Item 7, Item 8 requires you to provide information about you and your *related persons*, including foreign affiliates.

Proprietary Interest in Client Transactions

- | A. Do you or any <i>related person</i> : | Yes | No |
|--|----------------------------------|----------------------------------|
| (1) buy securities for yourself from advisory <i>clients</i> , or sell securities you own to advisory <i>clients</i> (principal transactions)? | <input checked="" type="radio"/> | <input checked="" type="radio"/> |
| (2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory <i>clients</i> ? | <input type="radio"/> | <input type="radio"/> |
| (3) recommend securities (or other investment products) to advisory <i>clients</i> in which you or any <i>related person</i> has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))? | <input type="radio"/> | <input type="radio"/> |



Sales Interest in Client Transactions



- | B. Do you or any <i>related person</i> : | Yes | No |
|--|----------------------------------|----------------------------------|
| (1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory <i>client</i> securities are sold to or bought from the brokerage customer (agency cross transactions)? | <input checked="" type="radio"/> | <input checked="" type="radio"/> |
| (2) recommend purchase of securities to advisory <i>clients</i> for which you or any <i>related person</i> serves as underwriter, general or managing partner, or purchaser representative? | <input checked="" type="radio"/> | <input checked="" type="radio"/> |
| (3) recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)? | <input type="radio"/> | <input type="radio"/> |

Investment or Brokerage Discretion

- | C. Do you or any <i>related person</i> have <i>discretionary authority</i> to determine the: | Yes | No |
|---|----------------------------------|----------------------------------|
| (1) securities to be bought or sold for a <i>client's</i> account? | <input type="radio"/> | <input type="radio"/> |
| (2) amount of securities to be bought or sold for a <i>client's</i> account? | <input type="radio"/> | <input type="radio"/> |
| (3) broker or dealer to be used for a purchase or sale of securities for a <i>client's</i> account? | <input type="radio"/> | <input type="radio"/> |
| (4) commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions? | <input type="radio"/> | <input type="radio"/> |
| D. If you answer "yes" to C.(3) above, are any of the brokers or dealers <i>related persons</i> ? | <input type="radio"/> | <input type="radio"/> |
| E. Do you or any <i>related person</i> recommend brokers or dealers to <i>clients</i> ? | <input checked="" type="radio"/> | <input checked="" type="radio"/> |
| F. If you answer "yes" to E above, are any of the brokers or dealers <i>related persons</i> ? | <input type="radio"/> | <input type="radio"/> |
| G. (1) Do you or any <i>related person</i> receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with <i>client</i> securities transactions? | <input checked="" type="radio"/> | <input checked="" type="radio"/> |
| (2) If "yes" to G.(1) above, are all the "soft dollar benefits" you or any <i>related persons</i> receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934? | <input checked="" type="radio"/> | <input type="radio"/> |

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H. Do you or any *related person*, directly or indirectly, compensate any *person* for *client referrals*?  

I. Do you or any *related person*, directly or indirectly, receive compensation from any *person* for *client referrals*?  

In responding to Items 8.H and 8.I., consider all cash and non-cash compensation that you or a related person gave to (in answering Item 8.H) or received from (in answering Item 8.I) any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.

Item 9 Custody

In this Item, we ask you whether you or a *related person* has *custody of client* (other than *clients* that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices.

- A. (1) Do you have *custody of any advisory clients*:
- | | |
|----------------------------|--|
| (a) cash or bank accounts? | Yes No |
| | <input checked="" type="checkbox"/> <input type="checkbox"/> |
| (b) securities? | <input checked="" type="checkbox"/> <input type="checkbox"/> |

If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisory fees directly from your clients' accounts, or (ii) a related person has custody of client assets in connection with advisory services you provide to clients, but you have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)-(2)(d)(5)) from the related person.

- (2) If you checked "yes" to Item 9.A.(1)(a) or (b), what is the approximate amount of *client* funds and securities and total number of *clients* for which you have *custody*:
- | | |
|--------------------|--------------------------------|
| U.S. Dollar Amount | Total Number of <i>Clients</i> |
| (a) \$ 1,700,000 | (b) 1 |

If you are registering or registered with the SEC and you have custody solely because you deduct your advisory fees directly from your clients' accounts, do not include the amount of those assets and the number of those clients in your response to Item 9.A.(2). If your related person has custody of client assets in connection with advisory services you provide to clients, do not include the amount of those assets and number of those clients in your response to 9.A.(2). Instead, include that information in your response to Item 9.B.(2).

- B. (1) In connection with advisory services you provide to *clients*, do any of your *related persons* have *custody of any of your advisory clients*:
- | | |
|----------------------------|--|
| (a) cash or bank accounts? | Yes No |
| | <input checked="" type="checkbox"/> <input type="checkbox"/> |
| (b) securities? | <input checked="" type="checkbox"/> <input type="checkbox"/> |

You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).

- (2) If you checked "yes" to Item 9.B.(1)(a) or (b), what is the approximate amount of *client* funds and securities and total number of *clients* for which your *related persons* have *custody*:
- | | |
|--------------------|--------------------------------|
| U.S. Dollar Amount | Total Number of <i>Clients</i> |
| (a) \$ 1,700,000 | (b) 1 |

- C. If you or your *related persons* have *custody of client* funds or securities in connection with advisory services you provide to *clients*, check all the following that apply:
- (1) A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage.
- (2) An *independent public accountant* audits annually the pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the investors in the pools.

- (3) An independent public accountant conducts an annual surprise examination of client funds and securities.
- (4) An independent public accountant prepares an internal control report with respect to custodial services when you or your related persons are qualified custodians for client funds and securities.

If you checked Item 9.C.(2), C.(3) or C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal control report. (If you checked Item 9.C.(2), you do not have to list auditor information in Section 9.C. of Schedule D if you already provided this information with respect to the private funds you advise in Section 7.B.(1) of Schedule D).

- D. Do you or your related person(s) act as qualified custodians for your clients in connection with advisory services you provide to clients? **Yes No**
- (1) you act as a qualified custodian
 - (2) your related person(s) act as qualified custodian(s)

If you checked "yes" to Item 9.D.(2), all related persons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)) must be identified in Section 7.A. of Schedule D, regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

- E. If you are filing your annual updating amendment and you were subject to a surprise examination by an independent public accountant during your last fiscal year, provide the date (MM/YYYY) the examination commenced:
- F. If you or your related persons have custody of client funds or securities, how many persons, including, but not limited to, you and your related persons, act as qualified custodians for your clients in connection with advisory services you provide to clients?
1

SECTION 9.C. Independent Public Accountant

No Information Filed

Item 10 Control Persons

In this Item, we ask you to identify every *person* that, directly or indirectly, *controls* you.

If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.

- | | | |
|---|-----------------------|-----------------------|
| | Yes | No |
| A. Does any <i>person</i> not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, <i>control</i> your management or policies? | <input type="radio"/> | <input type="radio"/> |

If yes, complete Section 10.A. of Schedule D.

- B. If any *person* named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete Section 10.B. of Schedule D.

SECTION 10.A. Control Persons

No Information Filed

SECTION 10.B. Control Person Public Reporting Companies

No Information Filed

Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your *advisory affiliates*. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below.

Your *advisory affiliates* are: (1) all of your current *employees* (other than *employees* performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any *person* performing similar functions); and (3) all *persons* directly or indirectly *controlling* you or *controlled* by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your *advisory affiliates* are.

If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

	Yes No
Do any of the events below involve you or any of your <i>supervised persons</i> ?	<input type="radio"/> <input type="radio"/>

For "yes" answers to the following questions, complete a Criminal Action DRP:

A. In the past ten years, have you or any <i>advisory affiliate</i> :	Yes No
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any <i>felony</i> ?	<input type="radio"/> <input type="radio"/>
(2) been <i>charged</i> with any <i>felony</i> ?	<input type="radio"/> <input type="radio"/>

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.A.(2) to charges that are currently pending.

B. In the past ten years, have you or any <i>advisory affiliate</i> :	Yes No
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a <i>misdemeanor</i> involving: investments or an <i>investment-related</i> business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	<input type="radio"/> <input type="radio"/>
(2) been <i>charged</i> with a <i>misdemeanor</i> listed in Item 11.B.(1)?	<input type="radio"/> <input type="radio"/>

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) to charges that are currently pending.

For "yes" answers to the following questions, complete a Regulatory Action DRP:

C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:	Yes No
(1) <i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission?	<input type="radio"/> <input type="radio"/>

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- (2) *found* you or any *advisory affiliate* to have been *involved* in a violation of SEC or CFTC regulations or statutes?
 - (3) *found* you or any *advisory affiliate* to have been a cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?
 - (4) entered an *order* against you or any *advisory affiliate* in connection with *investment-related* activity?
 - (5) imposed a civil money penalty on you or any *advisory affiliate*, or *ordered* you or any *advisory affiliate* to cease and desist from any activity?
- D. Has any other federal regulatory agency, any state regulatory agency, or any *foreign financial regulatory authority*:
- (1) ever *found* you or any *advisory affiliate* to have made a false statement or omission, or been dishonest, unfair, or unethical?
 - (2) ever *found* you or any *advisory affiliate* to have been *involved* in a violation of *investment-related* regulations or statutes?
 - (3) ever *found* you or any *advisory affiliate* to have been a cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?
 - (4) in the past ten years, entered an *order* against you or any *advisory affiliate* in connection with an *investment-related* activity?
 - (5) ever denied, suspended, or revoked your or any *advisory affiliate's* registration or license, or otherwise prevented you or any *advisory affiliate*, by *order*, from associating with an *investment-related* business or restricted your or any *advisory affiliate's* activity?
- E. Has any *self-regulatory organization* or commodities exchange ever:
- (1) *found* you or any *advisory affiliate* to have made a false statement or omission?
 - (2) *found* you or any *advisory affiliate* to have been *involved* in a violation of its rules (other than a violation designated as a "*minor rule violation*" under a plan approved by the SEC)?
 - (3) *found* you or any *advisory affiliate* to have been the cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?
 - (4) disciplined you or any *advisory affiliate* by expelling or suspending you or the *advisory affiliate* from membership, barring or suspending you or the *advisory affiliate* from association with other members, or otherwise restricting your or the *advisory affiliate's* activities?
- F. Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any *advisory affiliate* ever been revoked or suspended?
- G. Are you or any *advisory affiliate* now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?

For "yes" answers to the following questions, complete a Civil Judicial Action DRP:

- H. (1) Has any domestic or foreign court: Yes No

- (a) in the past ten years, enjoined you or any *advisory affiliate* in connection with any *investment-related* activity?
- (b) ever *found* that you or any *advisory affiliate* were *involved* in a violation of *investment-related* statutes or regulations?
- (c) ever dismissed, pursuant to a settlement agreement, an *investment-related* civil action brought against you or any *advisory affiliate* by a state or *foreign financial regulatory authority*?
- (2) Are you or any *advisory affiliate* now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(1)?

Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC **and** you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- *Control* means the power to direct or cause the direction of the management or policies of a *person*, whether through ownership of securities, by contract, or otherwise. Any *person* that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another *person* is presumed to *control* the other *person*.

	Yes	No
A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?	<input type="radio"/>	<input type="radio"/>
<i>If "yes," you do not need to answer Items 12.B. and 12.C.</i>		
B. Do you:		
(1) <i>control</i> another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	<input type="radio"/>	<input type="radio"/>
(2) <i>control</i> another <i>person</i> (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	<input type="radio"/>	<input type="radio"/>
C. Are you:		
(1) <i>controlled by</i> or under common <i>control</i> with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	<input type="radio"/>	<input type="radio"/>
(2) <i>controlled by</i> or under common <i>control</i> with another <i>person</i> (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	<input type="radio"/>	<input type="radio"/>

Name, Middle Name)						Birth, IRS Tax No. or Employer ID No.
THOMAS, DELSA, ULRICA	I	CHIEF COMPLIANCE OFFICER AND MANAGING MEMBER	06/2011	E	Y	N [REDACTED]

Schedule B**Indirect Owners**

1. Complete Schedule B only if you are submitting an initial application. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.

2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:

(a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

(b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;

(c) in the case of an owner that is a trust, the trust and each trustee; and

(d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.

3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.

4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.

5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).

6. Ownership codes	C - 25% but less than	E - 75% or more
are:	50%	
	D - 50% but less than	F - Other (general partner, trustee, or elected
	75%	manager)

7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.

(b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15 (d) of the Exchange Act.

(c) Complete each column.

No Information Filed

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

DRP Pages

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL **OR** AMENDED response used to report details for affirmative responses to Item 11.H. of Part 1A or Item 2.F. of Part 1B of Form ADV.

Civil Judicial

Check Part 1A item(s) being responded to:

- 11.H(1)(a) 11.H(1)(b) 11.H(1)(c) 11.H(2)

Check Part 1B item(s) being responded to:

- 2.F(1) 2.F(2) 2.F(3) 2.F(4) 2.F(5)

Use a separate DRP for each event or *proceeding*. The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Item 11.H. of Part 1A or Item 2.F. of Part 1B. Use only one DRP to report details related to the same event. Unrelated civil judicial actions must be reported on separate DRPs.

PART I

A. The *person(s)* or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your *advisory affiliates*
- One or more of your *advisory affiliates*

If this DRP is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name).

If the *advisory affiliate* has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 5052641 This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: THOMAS,
DELSA,
ULRICA
(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or *proceeding* occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or *advisory affiliate's* favor.

If you are registered or registering with a *state securities authority*, you may remove a DRP for an event you reported only in response to Item 11.H.(1)(a), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the *advisory affiliate* is registered through the IARD system or CRD system, has the *advisory affiliate* submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the *advisory affiliate* of its obligation to update its IARD or CRD records.

PART II

1. Court Action initiated by: (Name of regulator, *foreign financial regulatory authority*, SRO, commodities exchange, agency, firm, private plaintiff, etc.)
SEC
2. Principal Relief Sought:
Civil Penalty(ies)/Fine(s)
Other Relief Sought:
3. Filing Date of Court Action (MM/DD/YYYY):
02/14/2013 Exact Explanation
If not exact, provide explanation:

4. Principal Product Type:
Investment Contract(s)
Other Product Types:
5. Formal Action was brought in (include name of Federal, State or Foreign Court, Location of Court - City or County and State or Country, Docket/Case Number):
FEDERAL COURT, TEXAS, 3:13-CV-00739-L
6. *Advisory Affiliate* Employing Firm when activity occurred which led to the civil judicial action (if applicable):
7. Describe the allegations related to this civil action (your response must fit within the space provided):
ALLEGED LOSS OF INVESTOR FUNDS.
8. Current Status? Pending On Appeal Final
9. If on appeal, action appealed to (provide name of court) and Date Appeal Filed (MM/DD/YYYY):
10. If pending, date notice/process was served (MM/DD/YYYY):
02/14/2013 Exact Explanation
If not exact, provide explanation:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 14 only.

11. How was matter resolved:
12. Resolution Date (MM/DD/YYYY):
06/28/2013 Exact Explanation
If not exact, provide explanation:
PROPOSED COURT DATE. NOTHING EXACT AS OF THIS TIME.
13. Resolution Detail:
- A. Were any of the following Sanctions Ordered or Relief Granted(check appropriate items)?
- | | |
|--|--|
| <input type="checkbox"/> Monetary/Fine Amount: \$ | <input type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Suspension |
| <input type="checkbox"/> Bar | |
- B. Other Sanctions:
- C. Sanction detail: If suspended, *enjoined* or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an *advisory affiliate* date paid and if any portion of penalty was waived:

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14. Provide a brief summary of circumstances related to the action(s), allegation(s), disposition(s) and/or finding(s) disclosed above (your response must fit within the space provided)
 THESE ALLEGATIONS ARE ASSUMED AND THE SEC HAS GONE TO GREAT LENGTHS TO MAKE ASSUMPTIONS NOT BASED ON AN ENTIRE BASE OF FACTS. IF FACTUAL DATES AND RECORDS ARE INSPECTED THOROUGHLY, MANY OF THE SEC'S ALLEGATIONS WILL BE DISPROVEN.

Arbitration DRPs

No Information Filed

Bond DRPs

No Information Filed

Judgment/Lien DRPs

No Information Filed

Part 1B Item 1 - State Registration

You must complete this Part 1B only if you are applying for registration, or are registered, as an investment adviser with any of the state securities authorities.

Complete this Item 1 if you are submitting an initial application for state registration or requesting additional state registration(s). Check the boxes next to the states to which you are submitting this application. If you are already registered with at least one state and are applying for registration with an additional state or states, check the boxes next to the states in which you are applying for registration. Do not check the boxes next to the states in which you are currently registered or where you have an application for registration pending.

Jurisdictions

- | | | | |
|-----------------------------|-----------------------------|-----------------------------|--|
| <input type="checkbox"/> AL | <input type="checkbox"/> ID | <input type="checkbox"/> MO | <input type="checkbox"/> PA |
| <input type="checkbox"/> AK | <input type="checkbox"/> IL | <input type="checkbox"/> MT | <input type="checkbox"/> PR |
| <input type="checkbox"/> AZ | <input type="checkbox"/> IN | <input type="checkbox"/> NE | <input type="checkbox"/> RI |
| <input type="checkbox"/> AR | <input type="checkbox"/> IA | <input type="checkbox"/> NV | <input type="checkbox"/> SC |
| <input type="checkbox"/> CA | <input type="checkbox"/> KS | <input type="checkbox"/> NH | <input type="checkbox"/> SD |
| <input type="checkbox"/> CO | <input type="checkbox"/> KY | <input type="checkbox"/> NJ | <input type="checkbox"/> TN |
| <input type="checkbox"/> CT | <input type="checkbox"/> LA | <input type="checkbox"/> NM | <input checked="" type="checkbox"/> TX |
| <input type="checkbox"/> DE | <input type="checkbox"/> ME | <input type="checkbox"/> NY | <input type="checkbox"/> UT |
| <input type="checkbox"/> DC | <input type="checkbox"/> MD | <input type="checkbox"/> NC | <input type="checkbox"/> VT |
| <input type="checkbox"/> FL | <input type="checkbox"/> MA | <input type="checkbox"/> ND | <input type="checkbox"/> VI |
| <input type="checkbox"/> GA | <input type="checkbox"/> MI | <input type="checkbox"/> OH | <input type="checkbox"/> VA |
| <input type="checkbox"/> GU | <input type="checkbox"/> MN | <input type="checkbox"/> OK | <input type="checkbox"/> WA |
| <input type="checkbox"/> HI | <input type="checkbox"/> MS | <input type="checkbox"/> OR | <input type="checkbox"/> WV |

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Part 1B Item 2 - Additional Information

Complete this Item 2A. only if the person responsible for supervision and compliance does not appear in Item 1J. or 1K. of Form ADV Part 1A:

A. Person responsible for supervision and compliance:

Name: _____ Title: _____
 Telephone: _____ Fax: _____
 Number and Street 1: _____ Number and Street 2: _____
 City: _____ State: _____ Country: _____ ZIP+4/Postal Code: _____
 Email address, if available: _____
 If this address is a private residence, check this box:

B. Bond/Capital Information, if required by your home state

- (1) Name of Issuing Insurance Company:
- (2) Amount of Bond:
\$.00
- (3) Bond Policy Number:

(4) If required by your home state, are you in compliance with your home state's minimum capital requirements?

Yes No

Part 1B - Disclosure Questions

BOND DISCLOSURE

For "yes" answers to the following question, complete a Bond DRP.

Yes No

C. Has a bonding company ever denied, paid out on, or revoked a bond for you, any advisory affiliate, or any management person?

JUDGMENT/LIEN DISCLOSURE

For "yes" answers to the following question, complete a Judgment/Lien DRP.

Yes No

D. Are there any unsatisfied judgments or liens against you, any advisory affiliate, or any management person?

ARBITRATION DISCLOSURE

For "yes" answers to the following questions, complete an Arbitration DRP.

E. Are you, any advisory affiliate, or any management person currently the subject of, or have you, any advisory affiliate, or any management person been the subject of, an arbitration claim alleging damages in excess of \$2,500, involving any of the following:

Yes No

- (1) any investment or an investment-related business of activity?
- (2) fraud, false statement, or omission?
- (3) theft, embezzlement, or other wrongful taking of property?
- (4) bribery, forgery, counterfeiting, or extortion?
- (5) dishonest, unfair, or unethical practices?

CIVIL JUDICIAL DISCLOSURE

For "yes" answers to the following questions, complete a Civil Judicial Action DRP.

F. Are you, any *advisory affiliate*, or any *management person* currently subject to, or have you, any *advisory affiliate*, or any *management person* been found liable in, a civil, *self-regulatory organization*, or administrative proceeding involving any of the following:

- (1) an investment or *investment-related* business or activity?
- (2) fraud, false statement, or omission?
- (3) theft, embezzlement, or other wrongful taking of property?
- (4) bribery, forgery, counterfeiting, or extortion?
- (5) dishonest, unfair, or unethical practices?

Yes	No
<input checked="" type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input checked="" type="checkbox"/>
<input type="checkbox"/>	<input checked="" type="checkbox"/>
<input type="checkbox"/>	<input checked="" type="checkbox"/>
<input type="checkbox"/>	<input checked="" type="checkbox"/>

Part 1B - Business Information

G. Other Business Activities

(1) Are you, any *advisory affiliate*, or any *management person* actively engaged in business as a(n) (check all that apply):

- Tax Preparer
- Issuer of securities
- Sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- Sponsor, general partner, managing member (or equivalent) of pooled investment vehicles
- Real estate adviser

(2) If you, any *advisory affiliate*, or any *management person* are actively engaged in any business other than those listed in Item 6.A of Part 1A or Item 2.G(1) of Part 1B, describe the business and the approximate amount of time spent on that business:

H. If you provide financial planning services, the investments made based on those services at the end of your last fiscal year totaled:

	Securities Investments	Non-Securities Investments
Under \$100,000	<input type="checkbox"/>	<input type="checkbox"/>
\$100,001 to \$500,000	<input type="checkbox"/>	<input type="checkbox"/>
\$500,001 to \$1,000,000	<input type="checkbox"/>	<input type="checkbox"/>
\$1,000,001 to \$2,500,000	<input type="checkbox"/>	<input type="checkbox"/>
\$2,500,001 to \$5,000,000	<input type="checkbox"/>	<input type="checkbox"/>
More than \$5,000,000	<input type="checkbox"/>	<input type="checkbox"/>

If securities investments are over \$5,000,000, how much? (round to the nearest \$1,000,000)

If non-securities investments are over \$5,000,000, how much? (round to the nearest \$1,000,000)

I. *Custody*

(1) Advisory Fees

Do you withdraw advisory fees directly from your *clients'* accounts? If you answered "yes", respond to the following:

(a) Do you send a copy of your invoice to the custodian or trustee at the same time that you send a copy to the *client*?

Yes	No
<input checked="" type="checkbox"/>	<input type="checkbox"/>
<input checked="" type="checkbox"/>	<input type="checkbox"/>

(b) Does the custodian send quarterly statements to your *clients* showing all disbursements for the custodian account, including the amount of the advisory fees?

(c) Do your *clients* provide written authorization permitting you to be paid directly for their accounts held by the custodian or trustee?

(2) Pooled Investment Vehicles and Trusts

(a) (i) Do you or a *related person* act as a general partner, managing member, or person serving in a similar capacity, for any pooled investment vehicle for which you are the adviser to the pooled investment vehicle, or for which you are the adviser to one or more of the investors in the pooled investment vehicle? If you answered "yes", respond to the following:

(a) (ii) As the general partner, managing member, or person serving in a similar capacity, have you or a *related person* engaged any of the following to provide authority permitting each direct payment or any transfer of funds or securities from the account of the pooled investment vehicle?

- Attorney
- Independent certified public accountant
- Other independent party

Describe the independent party:

For purposes of this Item 2I.2(a), "Independent party" means a person that: (A) is engaged by the investment adviser to act as a gatekeeper for the payment of fees, expenses and capital withdrawals from the pooled investment; (B) does not control and is not controlled by and is not under common control with the investment adviser; (C) does not have, and has not had within the past two years, a material business relationship with the investment adviser; and (D) shall not negotiate or agree to have material business relations or commonly controlled relations with an investment adviser for a period of two years after serving as the person engaged in an independent party agreement.

(b) Do you or a *related person* act as investment adviser and a trustee for any trust, or act as a trustee for any trust in which your advisory clients are beneficiaries of the trust?

(3) Do you require the prepayment of fees of more than \$500 per *client* and for six months or more in advance?

J. If you are organized as a sole proprietorship, please answer the following: **Yes No**

(1) (a) Have you passed, on or after January 1, 2000, the Series 65 examination?

(b) Have you passed, on or after January 1, 2000, the Series 66 examination and also passed, at any time, the Series 7 examination?

(2) (a) Do you have any investment advisory professional designations?

If "no", you do not need to answer Item 2.J(2)(b).

(b) I have earned and I am in good standing with the organization that issued the following credential:

- Certified Financial Planner ("CFP")
- Chartered Financial Analyst ("CFA")
- Chartered Financial Consultant ("ChFC")
- Chartered Investment Counselor ("CIC")

- Personal Financial Specialist ("PFS")
- None of the above

(3) Your Social Security Number: xxx-xx-xxxx

K. If you are organized other than as a sole proprietorship, please provide the following:

(1) Indicate the date you obtained your legal status. Date of formation: 06/28/2011

(2) Indicate your IRS Empl. Ident. No.: [REDACTED]

Part 2**Exemption from brochure delivery requirements for SEC-registered advisers**

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exemptions excuse you from delivering a brochure to *all* of your advisory clients, you do not have to prepare a brochure.

Are you exempt from delivering a brochure to all of your clients under these rules?

Yes No



If no, complete the ADV Part 2 filing below.

Amend, retire or file new brochures:

Brochure ID	Brochure Name	Brochure Type(s)
61425	THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC ADV PART II	Private funds or pools
61426	THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC BROCHURE SUPPLEMENT	Private funds or pools
115871	THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC ADV PART IIA	Private funds or pools
115872	THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC ADV PART IIB	Private funds or pools

Execution Pages

DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, order instituting proceedings, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative proceeding or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, proceeding, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any person having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:	Date: MM/DD/YYYY
DELSA U. THOMAS	02/26/2013
DELSA ULRICA THOMAS	03/31/2014
Printed Name:	Title:
DELSA U. THOMAS	MANAGING MEMBER
DELSA ULRICA THOMAS	CHIEF COMPLIANCE OFFICER AND MANAGING MEMBER
Adviser CRD Number:	
158639	

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. *Non-Resident* Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

Date: MM/DD/YYYY

Printed Name:

Title:

APP468

Adviser CRD Number:
158639

STATE-REGISTERED INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for state registration and all amendments to registration.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the legally designated officers and their successors, of the state in which you maintain your *principal office and place of business* and any other state in which you are applying for registration or amending your registration, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are applying for registration or amending your registration.

2. State-Registered Investment Adviser Affidavit

If you are subject to state regulation, by signing this Form ADV, you represent that, you are in compliance with the registration requirements of the state in which you maintain your principal place of business and are in compliance with the bonding, capital, and recordkeeping requirements of that state.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Date: MM/DD/YYYY
03/31/2014

Printed Name:
DELSA ULRICA THOMAS

CRD Number:



Authorized Signatory:	Title:
DELSA ULRICA THOMAS	CHIEF COMPLIANCE OFFICER AND MANAGING MEMBER

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