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 Disposition 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

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].

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

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

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.

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

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. 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

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. 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

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.

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,

Jessica B. Magee

Texas Bar No. 24037757

United States Securities and

Exchange Commission

Fort Worth Regional Office

Burnett Plaza, Suite 1900

801 Cherry Street, Unit 18

Fort Worth, Texas 76102

(817) 978-6465

(817) 978-4927 (facsimile)

MageeJ@sec.gov

COUNSEL FOR DIVISION OF ENFORCEMENT

UNITED STATES OF AMERICA Before the SECURITIES AND EXCHANGE COMMISSION

INVESTMENT ADVISERS ACT OF 1940 Release No.

ADMINISTRATIVE PROCEEDING File No.

PECFIVED

JUL 22 2014

OFFICE OF THE SECRETARY

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,

Texas Bar No. 24037757 United States Securities and Exchange Commission Fort Worth Regional Office Burnett Plaza, Suite 1900 801 Cherry Street, Unit 18 Fort Worth, Texas 76102

(817) 978-6465

(817) 978-4927 (facsimile)

MageeJ@sec.gov

COUNSEL FOR DIVISION OF ENFORCEMENT

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.

- 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

essioa Bl Magee

EXHIBIT 1 TO MAGEE DECLARATION

UNITED STATES DISTRICT COURT NORTHERN DISTRICT OF TEXAS DALLAS DIVISION

SECURITIES AND EXCHANGE COMMISSION,	§	
Plaintiff,	§ 8	
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

- 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. 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.

SEC v. Delsa U. Thomas, et al.

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

SEC v. Delsa U. Thomas, et al. Complaint

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.
- 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.

Case 3:13-cv-00739-L Document 1 Filed 02/14/13 Page 7 of 14 PageID 7

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,

Case 3:13-cv-00739-L Document 1 Filed 02/14/13 Page 9 of 14 PageID 9

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 <u>Violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder</u> [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 SEC v. Delsa U. Thomas, et al. Page 11 of 14 Complaint

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 <u>Violations and Aiding and Abetting Violations of Section 203A of the Advisers Act</u> [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

Case 3:13-cv-00739-L Document 5 Filed 02/21/13 Page 1 of 6 PageID 26

O 440 (Rev. 02/09) Summons in a Civil Action (Page 2)	٤	LECK US DISTRICT COL NORTHERN DISTRICT COL
Civil Action No. 3:13-CV-00739-L			FILED OF THE
	PROOF OF SERVICE	Œ	" LD 21 PM 12: 1
(This section shoul	PROOF OF SERVIC d not be filed with the court unles	s required by Fed. BEGIN	P. 4(1))
			CLERK QUI
This summons for (name of in	dividual and title, if any) DELSA U	THOMAS	_ COS
was received by me on (date)	02/14/2013		
I personally served the sa	ammons on the individual at (place)		
AT 7:50	AM	on (date) 02/19/2013	; or
☐ I left the summons at the	individual's residence or usual pla	ace of abode with (name)	
	, a person of suitab	ole age and discretion who r	esides there,
on (date)	, and mailed a copy to the indi		
	, und maned a copy to the man	Tidadi o mot mio vii addisoo	, 01
☐ I served the summons on	(name of individual)		, who is
designated by law to accept	service of process on behalf of (na	nme of organization)	
		on (date)	; or
☐ I returned the summons	unexecuted because		; or
Other (specify):			
My fees are S	for travel and S	for services, for a total of	0.00
I declare under penalty of p	erjury that this information is true.		
Date: 02/20/2013	Dany.	Server's signature	/
	DANNY L HANEY	Texas Process Server (SC Printed name and title	CH566) Exp 3/31/14
	5470 LBJ FREI	EWAY, SUITE 100, DALLA: Server's address	S, TEXAS 75240
Additional information regarding at	tempted service etc.	wee."	

Case 3:13-cv-00739-L Document 5 Filed 02/21/13 Page 2 of 6 PageID 27 Case 3:13-cv-00739-L Document 4 Filed 02/14/13 Page 5 of 6 PageID 24

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

GRIGHAL

UNITED STATES DISTRICT COURT

for the Northern District of Texas

Securities and Exchange Commission)	
Plaintiff)	
ν.)	Civil Action No. 3:13-cv-00739-L
Thomas et al)))	

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

Signature of Clerk or Deputy Clerk

APP022

Case 3:13-cv-00739-L Document 5 Filed 02/21/13 Page 3 of 6 PageID 28

CLI MUS DISTRICT COURT REATHERN DIST. GE 1X AO 440 (Rev. 02/09) Summons in a Civil Action (Page 2) 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(1), 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) ☐ 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) designated by law to accept service of process on behalf of (name of organization) I returned the summons unexecuted because Other (specify): BY DELIVERING TO THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC BY DELIVERING TO DELSA U THOMAS AT 75249 ON 2-19-2013 AT 7:50 AM for travel and S for services, for a total of \$ 0.00 . My fees are \$ I declare under penalty of perjury that this information is true. 02/20/2013 Date: 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:

Case 3:13-cv-00739-L Document 5 Filed 02/21/13 Page 4 of 6 PageID 29 Case 3:13-cv-00739-L Document 4 Filed 02/14/13 Page 1 of 6 PageID 20

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)	
Plaintiff)	
v.)	Civil Action No. 3:13-cv-00739-L
)	
Thomas et al)	
Defendant)	

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

DATE: 02/14/2013

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

Signature of Clerk or Deputy Clerk

APP024

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

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

PROOF OF SERVICE

2013 FEB 21 PM 12: 46

(This section should not be filed with the court unless required by Fed. R. Civ. P. 4(1))

DEPUTY CLERK 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) ☐ 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, , and mailed a copy to the individual's last known address; or ☐ I served the summons on (name of individual) designated by law to accept service of process on behalf of (name of organization) ; or I returned the summons unexecuted because 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.

> 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:

02/20/2013

Case 3:13-cv-00739-L Document 5 Filed 02/21/13 Page 6 of 6 PageID 31 Case 3:13-cv-00739-L Document 4 Filed 02/14/13 Page 3 of 6 PageID 22

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

UNITED STATES DISTRICT COURT

GRIGINAL

for the Northern District of Texas

Securities and Exchange Commission)	a.
Plaintiff)	
v.)	Civil Action No. 3:13-cv-00739-L
Thomas et al)	
Defendanı)	

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

DATE: 02/14/2013

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.

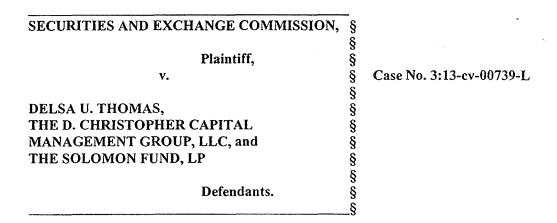
CLERK OF COURT

Signature of Clerk or Deputy Clerk

APP026

EXHIBIT 3 TO MAGEE DECLARATION

UNITED STATES DISTRICT COURT NORTHERN DISTRICT OF TEXAS DALLAS DIVISION



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].
- Plaintiff served each of the Defendants a Summons and Complaint on February 19,
 2013.
- 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

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

mageej@sec.gov

UPS CampusShip: View/Print Label

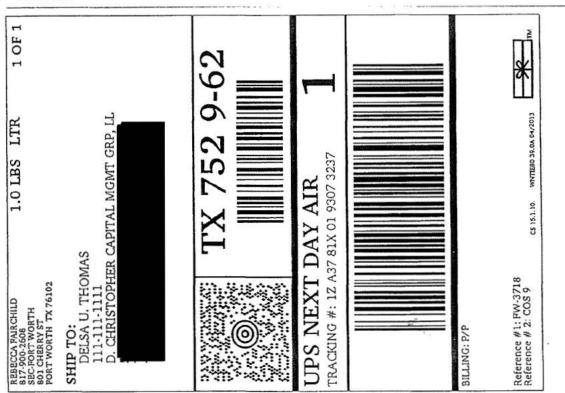
- Ensure there are no other shipping or tracking labels attached to your package. Select the Print button on the print dialog box that appears. Note: If your browser does not support this function select Print from the File menu to print the label.
- 2. Fold the printed sheet containing the label at 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.
- 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



Fairchild, Rebecca R.

.om:

UPS Quantum View <auto-notify@ups:com>

Sent:

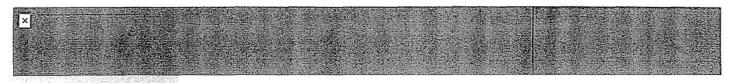
Monday, May 13, 2013 10:12 AM

To:

Fairchild, Rebecca R.

Subject:

UPS Delivery Notification, Tracking Number 1ZA3781X0193073237



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

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

Learn More

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



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

UPS CampusShip: View/Print Label

- 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.
- GETTING YOUR SHIPMENT TO UPS
 UPS locations include the UPS Store®, UPS drop boxes, UPS customer centers, authorized retail outlets and UPS
 drivers.

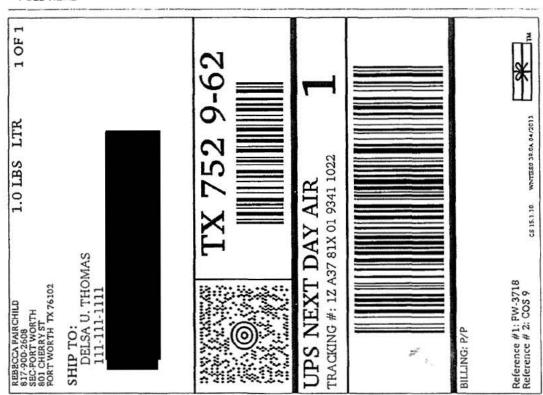
Schedule a same day or future day Pickup to have a UPS driver pickup all your CampusShip packages.

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



Fairchild, Rebecca R.

rom:

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



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

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

Learn More

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



Important Delivery Information

Tracking Number: <u>1ZA3781X0193411022</u> 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

- 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.
- 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.

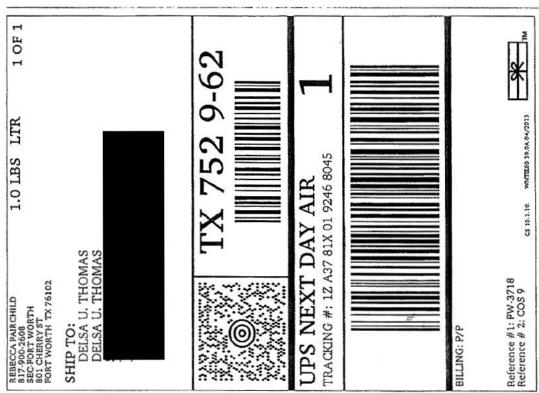
Hand the package to any UPS driver in your area.

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



Fairchild, Rebecca R.

rom:

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



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

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

Learn More

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



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

Securities and Exchange Commission Plaintiff	\$ \$ \$ \$	
v.	§	Civil Action No. 3:13-cv-00739-L
	8	
	§	
	§	
Delsa U Thomas, et al	§	
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,	§ §	w. Z
v.	§	Case No. 3:13-cv-00739-L
DELSA U. THOMAS,	§ §	
THE D. CHRISTOPHER CAPITAL	§	
MANAGEMENT GROUP, LLC, and	§	
THE SOLOMON FUND, LP	§	
Defendants.	§ §	
	_§	

PLAINTIFF'S MOTION FOR DEFAULT JUDGMENT <u>AND BRIEF IN SUPPORT</u>

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. *See Prohibition of Fraud by*

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 "deterring 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

Case 3:13-cv-00739-L Document 11 Filed 05/10/13 Page 18 of 22 PageID 87

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.

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.,

Id.

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

Jessica B. Magee Attorney-in-Charge Texas Bar No. 00793931

Securities and Exchange Commission Fort Worth Regional Office Burnett Plaza, Suite 1900 801 Cherry Street, Unit 18 Fort Worth, Texas 76102 Telephone: (817) 978-6465 (Magee)

Fax: (817) 978-4927 mageej@sec.gov

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 Procured 5(b)(2).

s/Jessica B. Magee
Jessica B. Magee

UNITED STATES DISTRICT COURT NORTHERN DISTRICT OF TEXAS DALLAS DIVISION

SECURITIES AND EXCHANGE COMMISSION,	§	•
	ş	
Plaintiff,	§	
v.	§	Case No. 3:13-cv-00739-L
	§	
DELSA U. THOMAS,	§	
THE D. CHRISTOPHER CAPITAL	ş	
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:
- 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.

Case 3:13-cv-00739-L Document 11-1 Filed 05/10/13 Page 2 of 4 PageID 93

- 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).

Case 3:13-cv-00739-L Document 11-1 Filed 05/10/13 Page 3 of 4 PageID 94

- 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

Case 3:13-cv-00739-L Document 11-1 Filed 05/10/13 Page 4 of 4 PageID 95 \$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 β , 2013

Ronda J. Blair

Ronda & Blair



DEFICE SERVICING YOUR ACCOUNT 101 Cablema Street Soite 3050 San Francisco, CA 94111 Tel. (415) 848-4050 Fax:(415) 848-4067

VISIT CLR WEBSIT

www.inctlinsa-parties.com

THE SOLOGION FUND LP

Conth End Closing Method: FIFO

STATEMENT PERIOD

March 31, 2012

110000001

April 30, 2012

ACCOUNT NUMBER

TAXPAYER NUMBER

On File

LAST STATEMENT

What's In This Statement

Financial Summary..... Your Messages......11

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

Your Portfolio at a Glance

TOTAL VALUE OF SECLIBITIES THIS PERIOD 1.165,692 NET GLEST BALANCE -848,382 NET EQUITY THIS PERIOD \$317,310 0 HET LOUBLY LAST STATEMENT 317,310

Market Value of Your Portfolio

Cash & Money MA Fds \$848,382

REDI Current market value

1. Cast statements, market salue Short market value

CHANGE SINGLEAST STATEMENT



CLEARING AGENT. LP. CONGAN CLEARING CORP. a coast agreemen crosso, brooken, hy 11235

SPC. This summary is for informational purposes only. It is not intention as a tax document, This statement should be retained for your records. See reverse safe for important informations

THE SOLOMON FUND LP

MEASE SPONGS IN THE STATE OF A CONTROL OF A re.ESTMEN CESE .. E.

20111

GUIDE TO YOUR STATEMENT

Your bomble is a Glasco: When is a variety occasion.

Your bomble is a Glasco: When is a variety of interview in the control of the control o

Ranker Value of Your Portfolio: A graph referring the chirch is the section of the Control of th

Cook Flow Analysis: Provide A Cook by the analysis conference of the Cook of t

beging Summary Fefer's we lead a viewe, elerce and enci-72046 Smart Crish statement force and sent to 615. Any ta-walled marge interest and installaneous alonges are neutral treat contention.

Distribution Summary Persons returns on captal Victorius and

Rolliemont Plane Pafeut, it is controlled, recorded at district the parties for

Your particle Allocation: A partitur defining the result attraction (Cody) and today regime. Funds: Equies, Macol Funds, First Income, Oten)

Portfolio Value: Refects a summary of anon morey maintal fundor marter maintal funds and broad recome to the supernorus

Bonda with 60 = Bay Horizon; Polocis to ti; I'a' = 4 makes or n'o

Your Porticle Medicine. Diskyts can and money manted facts and show a control of the control of

Estimated Yield ("EY") and Estimated Annual Income ("EAT"). Estimated unroad section in calculated by matelying controlling to the controlling to c

Market Prices. The most of sales of your heritage are not districted business, by not also districted protect. Proceed the defendancy and let sales improve in parameter. These gatheritas are subjected from markets services, is challengt the distription flowing found foundable at the dyselfold of APARC. In all diseases services.

Proving 29th alest may be traced on both prices, within the but offer system, attained prices, or main methodology that uses the province by province by techniques and the begon of the but of province by techniques and the begon on the optimized year and at the prices and the prices of the control to the

The display case cases of the protect has been any client to refer the calculation of according

Firo bass

Third Party Information

The Darry Information

The Darry

Transaction Datail: Palvuls at turnscitors with give vices will be just according to remove pared

Trades Executed But Not Yet Settled This exercit with refact any minimital for minimital type of the minimital country type. The colonest days of research in the first schools.

IMPORTANT NOTES
DESCRIPTION TO THE CONTROL OF THE PROPERTY OF

Mathedox Companies Interestion Both Belancost.

The Res Co. Alloys Co. Carlo Legy (1905). The 1904 of 3 is a finite of 3 is a

Currenter New credit colorect, may be used in this time, business stated to the limitation of 1707.9 Section 2011(cd.) a fuer free Carlotte Fatheres Act of MOV. The contribution is business to be the colorect for the colorect form. in a to cora di conditiones qualantes anno de trongal

The most observe to the region of the comment of th

If the is a margin recount pair we manter in a status intercertation and in the year with a problem of comment of the appear is some of disposition manufacture status in acceptant to the problem. Section 2000 of Proposition I maked on the Double of Section 2000 of Proposition I maked on the Double of Section 2000 of Proposition I maked on the Double of Section 2000 of Proposition I maked the contraction according to the proposition of the proposi

Fer Option Assounts forther intension who related to commissions and other charges eabled in the explace of tables called in accordance as a second control to the control of take the con

Baser Bonds: If any store less held by us for you included are toom decigions with hims toom stated since Determine 13. 1922 and copy of methydely of med final and you we arrive sink as will start be formations, and the final sink as will start be formationally as formations. If the final sink as th

Financial Statement: A fever of statement of or first a enultive to your personal inspection or out of ice, or a copy will be moved to you con water request

Custody Whomes we are your storay or ect as a cooking opposit to your orders. We carry your account and as your custoder for some and are your controlled the membed by all which his has been capacing directly with us mead, not be proceed an area of mework of the process of your account inequalities recognizing your Statement may be directed to JPIRCO at 347-5470. We have more all writtening they written being a finding your Statement may be directed to JPIRCO at 347-5470. We have more all writtening they written being all they count regarding your account order of the country to the country to the country to the country to the country of the country to the country to the country to the country of the country to the country to the country of the country to the country to the country of the country to the country of the country to the country of the c

Reportable is the internet Revenue Service: As required to be, of year and, see will report to you and to the internation of Revenue Service and to cotten stoles, action internation on sets (recursing short safes), developed, and revenue, and revenue the set that involves and refer the service of the set of

Statement Proguency: Statements will be malded to cultimers whose account has actively survey the statement period affecting the account has actively survey the statement period affecting the statement of the s

biometion Available Upon Request: The cate and time of the transaction and the name of the person from whom the security was purchased, or to whom it was sold will be lumined upon

Please promptly notify the critice servicing your account in writing of any change of address. The critical servicing your account can be found on page 1.

Kindly include your account number(s) on all correspondence.

JP. Morgon Clearing Corp., a member of the Securible Investor Pelactine Cooperation (15)PED, provides account protection to the best equity of a customer's funds and accounting positions. SPC provides 300,000 of primary end-cept protection, including \$100,000 for claffer for cash ("SIPE Coverage") Visit sevuration of more information about SPC Coverage.

Account pretection applies when a SIPC member firm tale Uninendably and be unable to most as obligations to its occurring accurates customers, but does not apply to lorsons from the consecutives customers, but does not apply to lorsons from the consecutives customers of a SIPC or fall in the market value of investments or to SIPC or fall in the market value of investments or to SIPC or fall in the market value of investments or to SIPC or fall in the market value of investments to the simple customing transactions, or any investments controls that are not registered as securities or deposit account balances. For market follows all the securities of deposit account balances. For market follows the securities of deposit account balances. For market follows the securities of deposit account balances. For market follows.

the Intia Edition and Impressions of tenteron accounts to both colling confidence of popularity and colling internal popularity of the internal popularity of company with their cultimor metallicities proceedures. Their vice proceedures that they could be applied to the proceedures and both one control that may not both one to both one manufacture of the colling their processing by the colling their processing t

A dostriblen el JPMCC's protices and accidentes registreng averan rale sangular la available la resemblen communais

Assets: Subject to recovering or other metasters and or any part of the socialists in your account may have been used by us in securities financing translations.

To be extended by the formulation for the state of the st

reproduction, of any, will be formitted to conclusion much conclusion.

Ji- for may be eighte to steel point discounts based on Control of the control of th

constant of Section 3 (27) in a summarizate with the constant section 3 (27) in a few plants of the effect comment glosse. The section 3 (3) and a few plants of the effect of the constant participation of the effect of the constant participation of the effect of the constant participation of the effect of the

APP066



THIS PERIOD

1,165,692.00

1,165,692.00

\$1,166,744.00

-848,381.63

\$-848,381.63

\$318,362.37

1,052,00

OFFICE SERVICING YOUR ACCOUNT 101 California Street Suite 3050 San Francisco, CA 94111 Tot: (415) 848-4050 Fax:(415) 848-4067

3 of 11

Assets

Fixed Income

Total Assets

Liabilities

Portfolio Value

Subtotal (Lung Portfolio)

Est. Long Accrued Interest

Margin Loan/Dobit Balance
Total Liabilities

NET PORTFOLIO VALUE

Cash Flow Analysis

LAST PERIOD

0.00

0.00

0,00

\$0.00

0.00

\$0.00

\$0.00

	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 Roceived	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 Pald/Delivered	-853,000.00	-853,000.00
Amount Doblted	\$.2,021,301.50	\$-2,021,301.50
Net CastySweep Prog. Act.	-848,381,63	-848,381.63

Same 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 Delad.

\$-848,381.63

\$-848,381.63

Income Summary

Closing Cash/Sweep Prog.

	THIS PERIOD	YEAR TO DATE
U.S. Govt. Bond Int.	906.25	906.25
Corp. Bond Int.	198.62	198.62
	5 2 2 N	
Total	\$1.104.87	\$1,104.87
13 74 1474 1484 1784	angeria de la composição de la composiçã	
Bond Purchase Int.	-1,688.26	-1,688.26
Margin Int. Paid	-94,35	-94.35
1165.1 FASS AT		

THE SOLOMON FUND LP

STATEMENT PERIOD March 31, 2012 THROUGH April 30, 2012

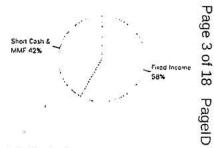
ACCOUNT NUMBER TAXPAYER NUMBER On File

Case 3:13-cv-00739-L Document 11-2

Filed 05/10/13

LAST STATEMENT

Your Portfolio Allocation





OFFICE SERVICING YOUR ACCOUNT 101 California Street Suite 3050 San Francisco, CA 94111 Yel: (415) 848-4050 Fax:(415) 848-4067

THE SOLOMON FUND LP

4 01 11

STATEMENT PERIOD

March 31, 2012

THROUGH

April 30, 2012

ACCOUNT NUMBER
TAXPAYER NUMBER

On File

LAST STATEMENT

Your Portfolio Holdings

CASH & MONEY MARKET FUNDS

one in the state of the state o	CASH BALANCE MRGN				-848,382
--	-------------------	--	--	--	----------

FIXED INCOME

Government & Agency Obligations

DESCRIPTION	SYMBOLICUSIP	TYPE	QUANTITY	PRICE	MARKET VALUE	ACCRUED	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: NIOODY AMA SAP MA	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 3D RATING: NIODDY AM 5&P NA	912828QE3	MRGN	290,000	100.4180	291,212		1,813	0.6226
UNITED STATES TREASURY NOTE DATED DATE 05/19/11 BODK ENTRY ONLY DUE 05/31/2013 .500% MN 31 RATING: MOODY AAA SAP NA	912828QZ6	MRGN	290,000	100.3184	290,923	602	1,450	0.4984



OFFICE SERVICING YOUR ACCOUNT 101 California Street Suite 3050 San Francisco, CA 94111 Tel: (415) 848-4050 Fax:(415) 848-4067

THE SOLOMON FUND LP

5 of 11

DESCRIPTION

STATEMENT PERIOD

March 31, 2012

THROUGH

April 30, 2012

Your Portfolio Holdings (continued)

ACCOUNT NUMBER TAXPAYER NUMBER

LAST STATEMENT

Government & Agency Obligations

SYMBOLICUSIP

912828NY2

ACCT TYPE

MRGN

QUANTITY 290,000

MARKET VALUE 292,073

ACCRUED INTEREST 272

ESTIMATED ESTIMATED ANNUAL INCOME 2,175

YIELD (%)

0.7447

UNITED STATES TREASURY NOTE

DATED DATE 09/02/10 BOOK ENTRY ONLY

DUE 09/15/2013 .750% AIS 15 RATING: MOODY AND SEP NA

TOTAL FIXED INCOME

Total Government & Agency Obligations

1,160,000 1,160,000 \$1,165,692 \$1,165,692

\$1,052 \$1,052

\$7,613

\$7,613

YOUR PORTFOLIO HOLDINGS ACCRUED INTEREST

\$1,052 \$7,613

PRICE

100.7148

YOUR PORTFOLIO HOLDINGS ESTIMATED ANNUAL INCOME YOUR PRICED PORTFOLIO HOLDINGS

\$317,310

Transaction Detail

INVESTMENT ACTIVITY

SETTLEMENT TRAI		DESCRIPTION	SYMBOL/CUSIP	QUANTITY	PRICE	DEDIT AMOUNT	CREDIT AMOUNT
04/10/12	RECEIVED	STATE BK INDIA NEW YORK N Y C/D FDIC INS 10 LIMITS 0.350 DUE 03/22/13 DUE 03/22/2013 0.350 2027	856284092	250,000		8	
04/10/12	RECEIVED	SOVEREIGN BK FSB WYOMISSING PA C/D FDIC INS 10 LIMITS 0.300 DUE 03/21/13 DUE 03/21/2013 0.300 2027	84603MW77	250,000		······································	
	E1000 2100 E	17 5 T 10	004 (ND) 40 THE 280 TH NO		59 90	1761	



OFFICE SERVICING YOUR ACCOUNT 101 Captorna Street Suite 3050 San Francisco, CA 94111 Tel: (415) 848-4050 Fat:(415) 848-4067

6 of 11

THE SOLOMON FUND LP

STATEMENT PERIOD

March 31, 2012

THROUGH

April 30, 2012

Transaction Detail (continued)

INVESTMENT ACTIVITY (Continued)

ACCOUNT NUMBER

On File

TAXPAYER NUMBER

LAST STATEMENT

	TRADE	VII.11(7147)41	ng capienas	TOTAL COLUMN	OHALETIN/	PRICE	DEDIT ALLOHOT	ADPART AMAILIE
DA/10/12	DATE	TRANSACTION RECEIVED	DESCRIPTION BEAL BK USA LAS VEGAS NEV CD O C/O FDIC INS 10 LIMITS 0.250 DUE 03/20/13 DUE 03/20/2013 0.250 2027	SYMBOL/CUSIP 07370SW50	QUANTIY 250,000	PRICE	DEGIT AMOUNT	CREDIT AMOUN
04/10/12		RECEIVED	AMBOY BK DLO BRDG N) C/D FDIC INS TO LIMITS 0.300 DUE 03/28/13 DUE 03/28/2013 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	*** *** ***		r e en aren
04/12/12	W.	JOURNAL	SOVEREIGN BK FSB WYOMISSING PA C/O FDIC INS 10 LIMITS 0.300 DUE 03/21/13 JOURNAL FROM TYPE 1 TO 2	84603MW77	-250,000			•
04/12/12 🧷	*	JANRUOL	BEAL BK USA LAS VEGAS NEV CO O C/O FDIC INS 10 UMITS 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 10 LIMITS 0.30D DUE 03/26/13 JOURNAL FROM TYPE 1 10 2	023305EJ0	-250,000	. ,		
04/12/12		JOURNAL	STATE BK INDIA NEW YORK N Y C/O FDIC INS 10 LIMITS 0.35D DUE 03/22/13 JOURNAL FROM TYPE 1 TO 2	856284092	250,000		,	



OFFICE SERVICING YOUR ACCOUNT 101 California Succi Suito 3050 San Francisco, CA 94111 Tel: (415) 848-4050 Fax:(415) 848-4067

THE SOLOMON FUND LP

STATEMENT PERIOD

March 31, 2012

THROUGH

April 30, 2012

Transaction Detail (continued)

7 at 11

ACCOUNT NUMBER TAXPAYER NUMBER

On Filo

INVESTMENT A	CTIVITY (Continued))				LAST STATEMENT	
SETTLEMENT TRADE	TRANSACTION	DESCRIPTION	SYMBO1/CUSIP	YITHAUD	PRICE	THUOMA TIBBO	CREDIT AMOUNT
04/12/12	JOURNAL	SOVEREIGN BK FSB WYOMISSING PA C/D FDIC INS TO LIMITS 0.300 OUE 03/2/13 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 10 LIMITS 0.250 DUE 03/20/13 JOURNAL FROM TYPE 1 TO 2	07370SW50	250,000			
04/12/12	JDURNAL	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 04/1:		STATE BK INDIA NEW YORK N Y C/D FDIC INS TO LIMITS DUE 03/22/2013 00.350% AVG PRICE SHOWN-DETAILS ON REQ Media ticket charge on Irade is the broker fee SELL	856284092	-250,000	99.40000 ACCR. INT.		247,860.00 57.53
04/16/12 04/1	V12 SOLO	SOVEREIGN BK FSB WYOMISSING PA C/D FDIC INS TO LIMITS DUE 03/21/2013 00.300% AVG PRICE SHOWN-DETAILS ON REQ Marlin Ucket charge on trade is the broker fee SELL	84603MW77	-250,000	99.55000 ACCR, INT.		248.235.00 53.42
04/16/12 04/1:	V12 SOLD	BEAL BK USA LAS VEGAS NEV CO 0 C/D FDIC INS TO LIMITS DUE 03/20/2013 00,250% AVG PRICE SHOWN-DETAILS ON REQ Motilin licket charge on utado is the broker foo SELL	07370\$W50	-250.000	99.50000 ACCR, INT.	3	248.110.00 44.52



OFFICE SERVICING YOUR ACCOUNT 101 California Street Suite 3050 Son Francisco, CA 94111 Tel: (415) 848-4050 Fax:(415) 848-4067

8 011

THE SOLOMON FUND LP

STATEMENT PERIOD

March 31, 2012

THROUGH

April 30, 2012

Transaction Detail (continued)

ACCOUNT NUMBER TAXPAYER NUMBER

On Filo

INVESTM	ENT ACTIV	ITY (Continued)					LAST STATEMENT	0.17.10
SETTLEMENT DATE	TRADE DATE	TRANSACTION	DESCRIPTION	SYMBOL/CUSIP	QUANTITY	PRICE	DEGIT AMOUNT	CREDIT AMOUNT
04/16/12	04/11/12	SOLD	AMBOY BK OLD BRDG N J C/D FDIC INS TO LIMITS DUE 03/26/2013 00.300% AVG PRICE SHOWN-DETAILS ON REQ Merin licket charge on Irade is the broker fee SELL	023305EIO	-250,000	99.30000 ACCR, INT,		247.610.00 43.15
04/17/12	04/15/12	BOUGHT	UNITED STATES TREASURY NOTE DUE D9/15/2013 00.750% MS 15 AVG PRICE SHOWN-DETAILS ON REQ BUY BRIK ALIAS-MERL YIELO 0.234 % TO MATURITY	912828NY2	290,000	100.72656 ACCR. INT.	292,253.08 195.04	
04/17/12	04/16/12	BOUGIT	UNITED STATES TREASURY NOTE DUE 03/31/2013 00.750% MS 30 AVG PRICE SHOWN-DETAILS ON REQ BUY BRK ALIAS:MERL YIELD 0.176 % 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% AO 30 AVG PRICE SHOWN-OETAILS ON REQ BUY BRK ALIAS:MERL YIELD 0.191 % 10 MATURITY	912828QE3	290,000	100.44922 ACCR. INT.	291,448.38 841.52	electrows A 12



OFFICE SERVICING YOUR ACCOUNT 101 Colifornia Street Suite 3050 San Francisco, CA 94111 Tel: (415) 848-4050 Fax:(415) 848-4067

THE SOLOMON FUND LP

9 of 11

SETTLEMENT TRADE

DATE DATE 04/17/12 04/16/12

SECURITIES BOUGHT

TOTAL INTEREST (DEBIT)

TOTAL INTEREST (CREDIT)

TOTAL INTEREST (CREDIT)

SECURITIES SOLD

STATEMENT PERIOD

March 31, 2012

THROUGH

April 30, 2012

Transaction Detail (continued)

BOUGHT

INVESTMENT ACTIVITY (Continued)

ACCOUNT NUMBER

TAXPAYER NUMBER On File

LAST STATEMENT

CREDIT AMOUNT

UNITED STATES TREASURY NOTE DUE 05/31/2013 00.500% MN 31

AVG PRICE SHOWN-DETAILS ON REQ

912828QZ6 QUANTITY 290,000

100.32422 ACCR. INT.

291,085.70 550.68

BUY

BRK ALIAS:MERL

DESCRIPTION

YIELD 0.210 % TO MATURITY

\$-1,168,518.89

\$991,815.00

\$906.25

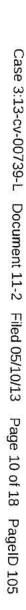
\$-1,688.28

\$198.62

DIVIDENDS / INTEREST / OTHER INCOME

INTEREST

DATE	DESCRIPTION	SYMBOLICUSIP	QUANTITY	RATEISI	DEBIT AMOUNT	CREDIT AMOUNT
04/23/12	INT DB 709-13747 03/21 - 04/20 @01.000004 BAL 849193 AVG 109573				94.35	
04/30/12	UNITED STATES TREASURY NOTE DUE 04/30/2013 0.625 INTEREST PAYMENT 04-30-12	91282BQE3	Ministra Communica	0.6250		906.25
TOTAL INTE	EREST (DEBIT)				\$-94.35	





Transaction Detail (continued)

OFFICE SERVICING YOUR ACCOUNT OFFICE SERVICING YOUR AC 101 California Street Suite 3050 San Francisco, CA 94111 Tel: (415) 848-4050 Fax:(415) 848-4067

10 of 11

THE SOLOMON FUND LP

STATEMENT PERIOD

Morch 31, 2012

THROUGH

April 30, 2012

ACCOUNT NUMBER TAXPAYER NUMBER

On Filo

LAST STATEMENT

MISCELLANEOUS

MO/DAY	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 YOL	MCEEDE DETMEEN	ACCOUNT TYPES	£ 100 000 00	\$100 000 of

FUNDS RECEIVED

DATE CLEARED	TRANSACTION DATE	DESCRIPTION	TRANSACTION TYPE	REFERENCE NUMBER	CREDIT AMOUNT
04/13/12	04/13/12	FNOS WIRED TO CHASE FROM	FUNDS REC		180.000.00
000 - 2000 - 30	F - 12 - 10 - 100			52-000000000000000000000000000000000000	
TOTAL FUN	DS RECEIVED				\$180,000.00

FUNDS PAIDY DELIVERED

DATE CLEARED TRANSACTION DATE	DESCRIPTION	TRANSACTION TYPE	REFERENCE NUMBER	DEBIT AMOUNT
04/17/12 04/17/12	MOA# 9 FNDS WIRED TO	FNO WIRED		853,000.00
TOTAL FUNDS PAID / DELIVERE	D			\$853,000.00



OFFICE SERVICING YOUR ACCOUNT 101 California Street Suite 3050 San Francisco, CA 94111 Tel: (415) 848-4050 Fax:(415) 848-4067

11 of 11

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.

THE SOLOMON FUND LP

STATEMENT PERIOD

March 31, 2012

THROUGH

April 30, 2012

ACCOUNT NUMBER

TAXPAYER NUMBER

LAST 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 falled auction. In the event of a falled 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."



OFFICE SERVICING YOUR ACCOUNT 101 Calsonia Sucet Suto 3050 San Francisco, CA 94111 Tel: (415) 8-8-8-4050 Faci(415) 8-8-8-4067

VISIT OUR STREAM

24 H 17 TOTAL 24 (8)

way, mediasecuries, com

THE SOLOMON FUND LP

Month End Closing Method: FIFO

STATEMENT PERIOD

May 1, 2012

May 31, 2012

ACCOURT NUMBER TAXPAYER MUMBER

On File

AST STATEMENT

PHROLOH

April 30, 2012

What's In This Statement

Financial Summary	
Your Portfolio Haldings	
Transacione Deta L	Į.
Your Messages	. 1

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

Your Portfolio at a Glance

TOTAL VALUE OF SECURITIES THIS PERIOD 1.165,278 -1,033.466 KEI DERU BALAKCE NET EQUITY THIS PERIOD \$131,812 317,310 IND LOUBY LAST STATEMENT -185,498 CHARRY, SINCE LAST STATEMENT

Market Value of Your Portfolio

\$1,033,466 Cash & Morey Set Fox EEEE Corrent market value

100 Last statement's nurses value Short market value

GUIDE TO YOUR STATEMENT

Your Perfolion of a Georgi Perfords Person Apply in your content of the state of the American Ferral and only the figure state of the s

Market Value of Your Perficies: A graph telepting the things in Fig. institutions of your professional Performance on the market indicated on your for determine (Code) and belong blanket Franket. Enginees Wildelfriedz Friedlinger (Cher).

Cash Flow Analysis: Slow 102 Grant) and Doors contributed from Total Flow Analysis (Floridae). The Flow Analysis (Floridae) and Flow Analysis (Floridae) and Flow Analysis (Floridae) and Floridae and F

locome Summany Fefects to Kith Guestic victors and anti-ricome brounds for patientest research for to date. Any ti-wall test in sugar visual and in scalaritions shages are needed from furciously.

Classification Summary Perfects returns on coperal legicitions and classification by the District period and process you

Retirement Plans Perfects the summations received and districulum Fall during the Element period as well as for the previous year.

Your Portfolio Allocation: A pro-river striking your night attraction (Control Strike Punds, Equipment, Notice) Funds, Prince Income, Other)

Portiotio Volues Polices a tummany of sosts and morey market lands, boules, musual funds, and final reports for the statement coroll

Bondo with 60 - Day Horizon: Antholic Lands I'm will make at the fideral in make of the with the cast fill cast.

Your Dortalb Mediants Refusi cast and major model has a milk to the Second Seco

Estimated Yield ("EY") and Estimated Annual Income ("EAT"). Estimated annual excusion is systemated by multiplying transport of the control o

Market Prizes.
The most district sections are as of the tool sources, the most district sections are as the appropriate section of the section of the section section of the section section of the secti

Entry opening may be assed on dat lorder which the but your register account of the major register and the second of the major register and the second of the major register and regis

§ 1'e major coil 1895 a thi perion his hom ad stat in mart mot brief o sicholon

Index, so have elected a lateral coving methodropy, as acted to the form or deviled a secule (as let in the Index decayer, an index wis chosed as disk in EFFS) fills but just in entocating for Regulated meaturest Companies or Europed Survisalment Plan sales, for which the average predictional and term crown, problems are closed as an a BFQ basis.

Third Party Information
Third Party Information or to red from multiple direct
and college of the college of th

Impresention Deletic Projects at humanitors seeing or occessed to

Trades Essented But Hot Yet Settled "Ins section will reflect any Falls, not not traditing the full columns of complete. The columns discussed in the first column.

MPDRIANT NOTES

THAT A VERT UNDERS BOOMED TO SEED A MAY PALED

CHAT 1915, IN 18-100 OF CODING THE CHARGE OF DOOR FOR CHARGE

THE MAY WITH THE MENT SET TO MENT AND MYNTHE 19 OF CHARGE OF THE 19 OF THE 19 OF CHARGE OF THE 19 OF THE

Methode of Computing Interestion Debb Balancos: Interest is interest in 1990 and 199

Customer fice orbot bounses may be used in this firm's custod's subset to the timatern of 17649. Secreta 20016632 used the firm that plant of 1864, the house for the subset of the time firm of a fire time for the time of the ti

and regional to the control to workly from the bakinsto, to such to A stand out the business or which from the action to A stand out the business or which from the action to accompany to the control to the property of the control out the to accompany to the control out the control

Billing of a margin statement of the enterties a state of enterior material in a margin statement of the production of the marginal statement of the gradual return of the production of the statement of the stat

For Option Accounts fourter information with inneed to commission and other diverges regard to the evidual of sight offers account of sight orders an extension of such controlled of such controlled of such controlled in such controlled of such controlled in such protections providedly knowled to foot seed study information will be made activated to the protection of such protections.

Board Bonds: If any prouders test by usite your occount the count obstacts in him beat disease and becomes 31. Take one crystal mediants of major from one your mediants (i). (ii) and till early the provinces of major than one provinces (ii). (ii) and till a stay the provinces of the one provinces (ii) and till of the provinces of the provinces of the provinces Sector of country to the provinces of the provinces Sector Little ((i), (i), (ii) country of the provinces of th

Financial Statement: A financial statement of our firms included to your personal interestion of our other, or a copy will be moted to you upon vinter inquest.

Custody Wrotter we are jour treater as set as a clearing agent for Custody Wester we po you begin a six in a Courty door in your policy, we carry your construction of an as your discount depended deady with a thoughout by your or above we appaid of instructions we professe to your occount including regarding your Statement may be directed to JPRICC at 1471-642-2570. If you enthing is intrinsent by mention they not all other regined, regarding your account and the admity theory, and other regined, regarding your account and the admity theory should be regarded to the country of the state of the country of the coun

Reportable to the Internal Revenue Service: As secured by the oil year and will report to you and to fre internal Revenue Service one occurs states, option allowables on sales industries shall sales, and vertous types of industries shall sales, and vertous types of industries shall be denoted to your account.

Statement Frequency: Statements will be maded to explanes whose exceeds how admit her setting during the programment control officiary monthly bulbors benefit accountly positions. Delivery Most at the process of the programment of the programment of the programment of the quantity base that we reflect all behavior during the quantity bear that we reflect all behavior during the quantity of the programment of the quantity of the programment of the

Information Available Upon Request: The coto and time of the learnessen and the nature of the person from whom the security was porthacted, of 10 whom it was sold will be furnished upon

Please promptly notify the office convicing your account in earling of any change of address. The office torvicing your account can be lound on page 1.

Kindy include your occount number(s) on all correspondence,

J.P. Mergan Clearing Corp., a member of the Securities investor Protection Corporation 1-80 CT), provide a second-modeling in the Protection Corporation 1-80 CT, provide a second-modeling protection in the Security of the

FLEASE ERCHAPT (1905) 1 1905 ACTOMALE FORMAL BURNESS, CEMIN MATERIA CHARGES IN 1615 TLANCIA CHELDIALMETS OR PLASSING CHELDIALMETS OR PLASSING CERTIFIES

Account protection applies when a SIPC member firm fait tinencetify and by untils, to most list obligations to fix accountilist customers, but geen not apply to lorses from the ross of fail in the methal value of severiments or 10 cm far and fail in the methal value of severiments or 10 cm fail in the methal value of severiments or 10 cm far account fail measurements of the fail of the f

en 1804 hAI 1901 Ant regions that all amonts or stableous collan continuous production of decorporate of order and motion of colland colland colland colland colland to the colland colland of the production that you product that regional amont and motion in account and may not to all of the following or maintain an account of a collect with I amount on in you.

A destriction of JPAVEC's proceeds and arcanalists regarding district rate social of all available of www.pondigati.com/mu.mam.

Subject to regulatory or other pre-agreed aminahana, and or any part of the securities in your account may have been used by using securities francing transactions.

Hotos: - Your reimbling trains receives comprehensing for

directing distance enders for entry security in the tomos and nature of such compensation received in the tomos and nature of such compensation received in the tomos are translated. If any, will be furnished to you upon a title received.

and institute of such commission recovers in the impaction, if any, will be introduced to no under which requests.

I a four may be digitate for problem of occurring based on the fixet of your purchase, curring higher in formation of the fixet of your purchase, curring higher in the fixet of your purchase, curring higher in the fixet of your purchase, curring higher in the fixet of your purchase, and the fixet of the

712 1420

PageID

109

OFFICE SERVICING YOUR ACCOUNT 101 California Street Suite 3050 San Francisco, CA 94111 Tel: (415) 848-4050 Fax:(415) 848-4067

Funds Received

Amount Credited Securities Bought

Div/InVOther Inc (Debit)

Net Cast/Sweep Prog. Act.

Closing Cash/Sweep Prog.

Funds Paid/Delivered

Amount Debited

LAST PERIOD

3 of 7

Portfolio Value

Cash Flow Anal	ysis		ACCOUNT NUMBER	
Opening Cash/Sweep Prog.	THIS PERIOD \$-848,381.63	this year \$0.∞	TAXPAYER NUMBER	On Filo April 30, 2012
Securities Sold	0.00	991,815.00		
Div/Int/Other Inc (Credit)	725.00	1,829.87		

180,000.00

\$1,173,644.87

-1,166,518.89

-1,038,000.00

\$-2,207,110.89

-1.033.466.02

\$-1,033,466.02

-2,592.00

0.00

0.00

\$725.00

-809.39

-185,000.00

\$-185,809.39

-185.084.39

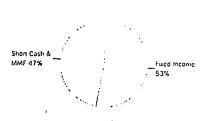
\$-1,033,466.02

i gi way fina gaba a dan daring bahasa bayan da wasif (f da ya	na a a ang taga na kang ang ang ang ang ang ang ang ang ang
1,165,278.00	1,165,692.00
1,165,278.00	1,165,692.00
971.00	1,052.00
\$1,166,249.00	\$1.166,744.00
-1.033.466.02	-848,381.63
\$-1,033,466.02	\$-848,381.63
\$132.782.98	\$318.362.37
	1,165,278.00 971.00 \$1,166,249.00 -1,033,466.02 \$-1,033,466.02

THIS PERIOD

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

THE SOLOMON FUND LP

May 1, 2012

May 31, 2012

STATEMENT PERIOD

THROUGH

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



OFFICE SERVICING YOUR ACCOUNT 101 Catifornia Street Suite 3050 San Francisco, CA 94111 Tol: (415) 848-4050 Fax:(415) 848-4067

THE SOLOMON FUND LP

4017

STATEMENT PERIOD

May 1, 2012

THROUGH

May 31, 2012

ACCOUNT NUMBER TAXPAYER NUMBER

On Filo

LAST STATEMENT

April 30, 2012

MARKET VALUE

Your Portfolio Holdings

CASH & MONEY MARKET FUNDS

DESCRIPTION	TYPE	SYMBOLICUSIP	YITTHAUP	PRICE	VALUE
CASH BALANCE	MRGN				-1.033.466
TOTAL CASH & MONEY MA	RXET FUNDS				\$-1,033,466

FIXED INCOME

Government & Agency Obligations

DESCRIPTION	SYMBOLICUSIP	ACCT TYPE	VIIINAUD	PRICE	MARKET VALUE	ACCRUED	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
UNITED STATES TREASURY NOTE DATED DATE 03/24/11 BOOK ENTRY ONLY DUE 03/31/2013 .750% MS 30	912828QL7	MRGN	290,000	100.4688	291.359	363	2,175	0.7465
RATING: MOODY AM SAP NA	Balden me area E	V. P		1 0	2/_10%			
UNITED STATES TREASURY NOTE DATED DATE 04/21/11 BOOK ENTRY ONLY DUE 04/30/2013 .625% A0 30 RATING: WOODY AA 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: MODDY AAA S&P N/A	912828QZ6	MRGN	290,000	100.3066	290,889	* M * 198 / 2001 /*	1,450	0.4985



Your Portfolio Holdings (continued)

OFFICE SERVICING YOUR ACCOUNT 101 Californ's Street Suite 3050 San Francisco, CA 94111 Tol: (415) 848-4050 Fax:(415) 848-4057

THE SOLOMON FUND LP

5 of 7

DESCRIPTION

STATEMENT PERIOD

May 1, 2012

THROUGH

May 31, 2012

ACCOUNT NUMBER
TAXPAYER NUMBER

On File

LAST STATEMENT

April 30, 2012

Government & Agency Obligations

Continued

SYMBOLICUSIP	ACCT TYPE	QUANTITY	PRICE	MARKET VALUE	ACCRUED	ESTIMATED ANNUAL INCOME	ESTEMATED MELD (%
 912828NY2	MRGN	290,000	100.6602	291,914	455	2.175	0.7451

UNITED STATES TREASURY NOTE DATED DATE 09/02/10 BOOK ENTRY ONLY DUE 09/15/2013 .750% MS 15 RATING: MOODY MA SEP NA

 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 SYMBOLICUSIP QUANTITY RATE(\$) DEBIT ANDUNT OS/21/12

809.39



OFFICE SERVICING YOUR ACCOUNT 101 California Street Suite 3050 Suite 3050 San Francisco, CA 94111 Tel: (415) 848-4050 Fax:(415) 848-4067

THE SOLOMON FUND LP

6 of 7

DATE 05/31/12

STATEMENT PERIOD

May 1, 2012

THROUGH

May 31, 2012

Transaction Detail (continued)

ACCOUNT NUMBER TAXPAYER NUMBER

On Filo

DIVIDENDS / INTEREST / OTHER INCOME

(Continued)

LAST STATEMENT

April 30, 2012

INTEREST (Continued)

DESCRIPTION

SYMBOLICUSIP 912828QZ6

RATE(\$) YTTHAUD

DEBIT AMOUNT

UNITED STATES TREASURY NOTE DUE 05/31/2013 0.500 INTEREST PAYMENT 05-31-12

0.5000

CREDIT AMOUNT 725.00

TOTAL INTEREST (DEBIT)

TOTAL INTEREST (CREDIT)

\$-809.39

\$725.00

FUNDS PAID / DELIVERED

DESCRIPTION

MDA# CB433331 FNDS WIRED TO

TRANSACTION TYPE FND WIRED

REFERENCE NUMBER

DEBIT AMOUNT

185,000.00

TOTAL FUNDS PAID / DELIVERED

\$185,000.00



OFFICE SERVICING YOUR ACCOUNT 101 Caufomia Street Suite 3050 San Francisco, CA 94111 Tet (415) 848-4050 Fax:(415) 848-4087

7 017

TEST .

Your messages

statement.

statement.

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

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 THE SOLOMON FUND LP

The state of

STATEMENT PERIOD

May 1, 2012

THROUGH

Mpy 31, 2012

ACCOUNT NUMBER TAXPAYER NUMBER

BOSTANDADADAT On File

LAST STATEMENT

April 30, 2012



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."



Bank of America

H

PAGE 1 OF 1 BAHK OF AMERICA, N.A.
HIRE TRANSFER ADVICE
1 FLEET MAY PAGE
SCRANTON, PA 13 PA6-580-04-05 18507

դմոնիկիլիունների թանակինիկիրի հորբեր **X 0000 000 974 022750 #\$01 27 0.374

THE SOLOMON FUND LP

545 E JOHN CARPENTER FWY STE 300

IRVING TX 75062-3964

DATE: 04/11/12
DIRECT INQUIRIES TO:
800.729.9473 OPTION 2
ACCOUNT:

THE FOLLOWING WIRE WAS CREDITED TODAY:

TRANSACTION REF: SENDER'S REF: URIGINATOR: URIGINATOR'S BANK: INSTRUCTING BANK: SENDING BANK: BENEFICIARY:

PAYMENT DETAIL:

2012041100255029

CANADIAN IMPERIAL BANK OF COMMERCE CANADIAN IMPERIAL BANK OF COMMERCE CANADIAN IMPERIAL BANK OF COMMERCE THE SOLOMON FUND L.P.

SHORT TERM INVESTMENT

USD AMOUNT \$150,000.00

SERVICE REF. 791065

ID: CIBCCATT
ID: CIBCCATT
ID:

ID: della de



Case 3:13-cv-00739-L Document 11-3 Filed 05/10/13 Page 2 of 2 PageID 115



Bank of America

H

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

> DATE: 04/12/12 DIRECT INQUIRIES TO: 800.729.9473 OPTION 2 ACCOUNT:

THE FOLLOWING WIRE WAS CREDITED TODAY:

TRANSACTION REF: SENDER'S REF: ORIGINATOR: ORIGINATOR'S BANK: INSTRUCTING BANK: SENDING BANK: BENEFICIARY:

2012041200285974

CANADIAN IMPERIAL BANK OF COMMERCE CANADIAN IMPERIAL BANK OF COMMERCE CANADIAN IMPERIAL BANK OF COMMERCE THE SOLOMON FUND LP USD AMOURT \$40,000.00

SERVICE REF: 806500

ID: CIBCCATI
ID: CIBCCATI
ID: CIBCCATI
ID:

Case 3:13-cv-00739-L Document 11-4 Filed 05/10/13 Page 1 of 3 PageID 116

(CIRC)	MARENE COM	Cardinal	CLIENT			
					2498615 035-185, 52775	
		· . *:	± 14,	ğ gar	DEFERENCE REFERENCE	*
	8 H 8		38 38	* * * * * * * * * * * * * * * * * * *	DATE	4
PAYMENT ORDER ORDREDE PAIEMENT						
						7
1	• (1 -1 10 1 1	THE STATE OF		
B at the state of					6 #	
* * * *				1/1891	r - Page	
288 4,734				50 TiO \$	1 1415	
				¥	86 B	
8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8	*					
45.4						
Se e o dx						
Wast of				(8)		
• · · · · · · · · · · · · · · · · · · ·						
						1
						C. Andrewson
Places privage this perform described suppose para air Newar son Described and the median and Described the Province Described the Control Described the Control Described and	ap Females (1)	Strategy Order the said order to be taken associ	tangrad to keng Calendari sensi	Singus to the continuation in code, with first disposit	iaur d'Ombrasion malagrets (6 by 20 m Mg. Nother) Partier (10 m Mg. 20 m Mg. 20 m Mg. 20 m	ř
alm of miles	and the		Orlead see			
Dele 11/16 excesses on des labores (Mario) y the International of the 14/16 excesses on des labores (Mario) y the International of the 14/16/16/16/16/16/16/16/16/16/16/16/16/16/	A TANK OF THE PARTY OF THE PART	William Code Service Control To	Britania Britania and a	AT AT A COURT OF THE STATE OF T	The state of the s	1
HAPP.			Commerce I Commerce	1943 - 1857 autoriak sit 1	STANGER STATE STEEL MARKET A R	
sõ ro	n e			EXHIBIT	DT000839	



Bank of America

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

H

ուկումիակինի լույրիրարիկումիականիկունունի WY 0000 000 532 000708 0001 AC 0.374
THE SOLOMON FUND LP
545 E JOHN CARPENTER FHY STE 300
IRVING TX 75062-3964

DATE: 05/02/12 DIRECT INQUIRIES TO: 800.729.9473 OPTION 2 ACCOUNT:

THE FOLLOWING WIRE WAS CREDITED TODAY:

TRANSACTION REF:

ORIGINATOR: ORIGINATOR'S BANK INSTRUCTING BANK: SENDING BANK: BENEFICIARY:

PAYMENT DETAIL:

2012050200167268

CANADIAN IMPERIAL BANK OF COMMERCE CANADIAN IMPERIAL BANK OF COMMERCE CANADIAN IMPERIAL BANK OF COMMERCE THE SOLOMON FUND L P

USD AMOUNT \$39,985.00

SERVICE REF: 014958

ID: ID: CIBCCATT ID: CIBCCATT

ID: ID:

FEES: \$15.00 DEDUCTED FROM FAYMENT, BANK OFFICER STACY SCHLEBACH BANK TELEPHONE 469 272 5306

THE FOLLOWING WIRE WAS CREDITED TODAY:

TRANSACTION REF: SENDER'S REF: ORIGINATOR: ORIGINATOR'S BANK:

INSTRUCTING BANK: SENDING BANK: DENEFICIARY:

PAYMENT DETAIL:

2012050200226561 2855462

CANADIAN IMPERIAL BANK OF COMMERCE CANADIAN IMPERIAL BANK OF COMMERCE CANADIAN IMPERIAL BANK OF COMMERCE THE SOLOMON FUND L.P.

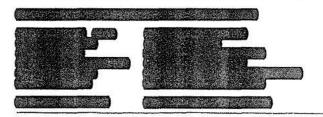
SHORT TERM INVESTMENT

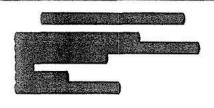
USD AMOUNT \$175,000.00

SERVICE REF: 019167

ID: CIBCCATT ID: CIBCCATT

ID: ID:







Bankof America

H

PAGE 1 OF 1
BANK OF AMERICA, N.A.
HIRE TRANSFER ADVICE
1 FLEET MAY PAG-580-04-05
SCRANTON, PA 18507

the solution of the state of the solution of t

DATE: 05/03/12 DIRECT INQUIRIES TO: 800.729.9475 DETION 2 ACCOUNT:

THE FOLLOWING WIRE WAS CREDITED TODAY:

TRANSACTION REF: SENDER'S REF: DRIGINATOR: INSTRUCTING BANK: SENDING DANK: DENEFICIARY:

2012050300165427 T0120503B0836200 YURONTO DOMINION BANK

TORONTO DOMINION BANK TORONTO DOMINION BANK THE SOLOMON FUND L.P. USD AMOUNT \$99,990.00

SERVICE REF: 878631

ID: IDOMCATTION ID: ID: ID:

PAYMENT DETAIL:

FEES: \$10.00 DEDUCTED FROM PAYMENT. INVESTMENT /ACC/FUNDS CLEAN, CLEAR, //NDNCRIMINAL... PAYABLE BY FED //WIRE WITHIN ONE BANKING DAY UPON / RECEIPT BY ACCT HOLDERS BANK. PHN/DELSA THOMAS





Case 3:13-cv-00739-L Document 11-5 Filed 05/10/13 Page 1 of 4 PageID 119



Bank of America, N.A. P.O. Box 25118 Tampa, FL 32822-5128 Page 1 st 5 Brateanest Period 1990-13 through 1951-13 50 P PA #A 44 1857-2 Enclosures 9 Account Number 9720

Harladdhardharddalladadhadadhadabhallad

01099 001 SCH999

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 indine. Enroll at www.bankofamerien.com/smallbusiness.

Customer Service Information www.bankofamerica.com

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

Or you may write to:

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

Deposit Accounts

Business Economy Checking

THE SOLOMON FUND LP

Your Account at a Glance

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

Case 3:13-cv-00739-L Document 11-5 Filed 05/10/13 Page 2 of 4 PageID 120

H

THE SOLOMON FUND LP

Poge 2 of 3
Statement Period
10/01/11 through 10/31/11
E0 P PA 0A 44
Enclosures 0
Account Number

Deposits and Credits

Date Posted	Amount (\$)	Description			Bank Reference
10/25	420,000.00	TX Tlr transfe Banking Ctr I Confirmation#	Matlock	#0000403 TX	
¥1		Dail	ly Ledger Balances		
Date	Balance (\$)	Date	Balance (\$)		***************************************
10/01	315.00	10/25	420 315 00		



Page 3 of 3

0054324

How To	Balance	Your	Bank of	America	Account
--------	---------	------	---------	---------	---------

FIRST, start with your Account Register	r/Checkbook:			
1. List your Account Register/Checkbook Bal	\$	-		
2. Subtract any service charges or other dedu	\$			
3. Add any credits not praviously recorded th	\$			
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 staten	nent		\$ <u></u> _	
				<u>-</u>
			<u></u>	·
	. SUB	TOTAL	\$ <u></u> _	
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, Electronic With		
Date/Check # Amount	Date/Check # Amount	Date/Check #	Amount	
		<u> </u>	s s	
	i, Check Card and other electronic withdrawals Check Card and other electronic withdrawals fro		φ	
This Balance should match your new Acco	ouni Register Balance		\$	
Upon receipt of your statement, differences, I	I any, should be reported to the bank promptly	In writing and in accorda	ance with provisions in yo	ur deposit
- ·	ANT INFORMATION FOR BANK D	EPOSIT ACCOUN	TS	
Change of Address. Please call us at the tel	lephone number listed on the front of this states	nent to tell us about a cha	inge of address.	
-	our account, you received a deposit agreement		-	would be
governed by the terms of these documents, a and govern all transactions relating to your	s we may amend them from time to time. Thes account, including all deposits and withdrawa s and conditions of your account relationship, n	e documents are part of t is. Copies of both the d	he contract for your depos eposit agreement and fee	sit account
withdrawais, point-of-sale transactions) on th	ing or If you need more information about an i se statement or receipt, telephone or write us a	the address and number	listed on the front of this	statement
 Tell us your name and account number. Describe the error or the transfer you are 	no later than 60 days after we sent you the FIR unsure about, and explain as clearly as you of		• • • • • • • • • • • • • • • • • • • •	
information. • Tell us the dollar amount of the suspected For consumer accounts used primarily for	error. personal, family or household purposes, we	will Investigate your co	and aid the tricken	3hu error
promotive if we take more than 10 business	personal, ramity or nousenoid purposes, we	will investigate your co	mplaint 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 bost position to discover errors and unauthorized transactions en 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 80 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



Case 3:13-cv-00739-L Document 11-5 Filed 05/10/13 Page 4 of 4 PageID 122

PROCESS DATE:10/25/11 24,907 PROCESS THRU:10/25/11

dnalalbe2133e831426449[1] MME ELECTRONIC TRANSACTION REPORT

"MMEALLOODO" PAGE:

BANK OF AMERICA, NA PROPRIETARY

CHANNEL: MTL

TIME A/P ZONE IND CONFIRM # TXN DATE

TXN AMOUNT

TXN CR DATE CODE TYPE

ACCOUNT #

ENTITY REFERENCE

10/25/11 14:11:35 PT A 6157709407

TXN TOTAL :

420,000.00 DR 10/25/11 3021 BUS 420,000.00 CR 10/25/11 2006 PER 420,000.00

NTX 957710257521977 NTX 957710257521978

0

F-BOA-P-0000616

Page 1

APP091





Case 3:13-cv-00739-L Document 11-7 Filed 05/10/13 Page 1 of 7 PageID 124



Bank of America

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

DATE: 02/07/12 DIRECT INQUIRIES TO: 800.729.9473 OPTION ACCOUNT:

THE FOLLOWING WIRE WAS DEBITED TODAY:

TRANSACTION REF:

2012020700144005

RELATED REF; 72777262
INSTRUCTING BANK: CONSUMER
BENEFICIARY: DFW NEW BEIGINNINGS
BENEFICIARY'S BANK: POINTBANK

USD AMOUNT \$280,000.00





Case 3:13-cv-00739-L Document 11-7 Filed 05/10/13 Page 2 of 7 PageID 125



Bankof America

Bonk of America, N.A. P.O. Box 25118 Tampa, FL 33622-5118 Page 1 of 3 Statement Period 02/01/12 through 02/29/12 ED P PA 0A 44 Enclosures 0 Account Number H

ե լույր ի լու

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.bankofemerico.com/smallbusiness.

Customer Service Information www.bankofamerica.com For additional information or service, you may call: \$2.50 pr. you may write to: 1888 RUSINESS (1888 287 4687) Bank of America, N.A. P.O. Box 25118 Tamph, FL 33622 5118

			A 34. 8	ŀΔ	 10.0	Turns,
116	100	nn	O.F.		 	
			UD.	50.	UU	1111

Business Economy Checking

THE SOLOMON FUND LP

	Tour Acce	ount at a Giance	
Account Number		Statement Beginning Balance	\$22,254.55
Statement Period 02/01/12 through 02		Amount of Deposits/Credits	\$312,500.00
Number of Deposits/Credits	2 14	Amount of Withdrawals/Debits	\$310,048.26
Number of Withdrawals/Debits		Statement Ending Balance	\$24,706.29
Number of Deposited Items Number of Days in Cycle	29	Average Ledger Balance Service Charge	\$70,904.53 \$0.00

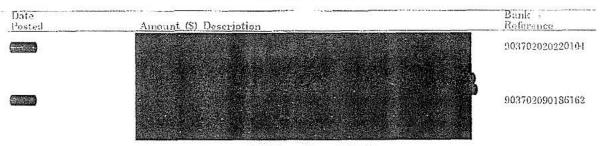
Case 3:13-cv-00739-L Document 11-7 Filed 05/10/13 Page 3 of 7 PageID 126

THE SOLOMON FUND LP

Page 2 of 3 Statement Percel 92/04/19 through 02/19/12 E0 1 PA 0 A 44 Enclosites 0 Account Number 9726

H

Deposits and Credits



Withdrawals and Debits

Date	Bank		
Posted	Amount (\$)	Description	Reference
02/01	20,000.00	Transfer The Solomon Fund Lp:Drw New Beiginnings Confirmation# 0613440294	95720201758806
02/07	280,000.06	Wire Type:Wire Out Date:120207 Time:1137 Et Trn:2012020700144005 Service Ref:004006 Buf:Dfw New Beiginnings 1D:01119478 Buf Bk:Pointh. Nk: ID:111906006 Pmt Del:72777262	90376207014400
			indre e de

Daily Ledger Balances

Date	Balance (\$)	Date	Balance (\$)		Date	Balance (S)
02/01	2,254.55	02/09	34.511.55	, T.	02/24	27,276.55
02/03	282,232.55	02/15	30,486.55		02/28	26,706.29
02/07	2,023.55	02/23	27,286.55		02/29	24,706.29

OT000813



НН

Page 3 of 3

How	To	Balance	Your	Bank	of	America	Account

How I	o Balance Your Bank of An	nerica Account	
FIRST, start with your Account Register/			
1. List your Account Register/Checkbook Balar			
2. Subtract any service charges or other deduc	tions not previously recorded that are listed or	this statement	\$
3. Add any credits not previously recorded that	rest)	\$	
4. This is your NEW ACCOUNT REGISTER BAI		\$	
NOW, with your Account Statement:			
1. List your Statement Ending Balanco hero	·		\$
2. Add any deposits not shown on this stateme			\$
List and total all outstanding checks, ATM,	sus	TOTAL	\$
Checks, ATM, Check Card,	Checks, ATM, Check Card,	Checks, ATM, Check Car	rd.
Electronic Withdrawals	Bectronic Withdrawals	Bectronic Withdrawals	
Date/Check # Amount	Date/Check # Amount	Date/Check # Amou	ınt
			<u> </u>
4. TOTAL OF OUTSTANDING CHECKS, ATM, C. Subtract total outstanding checks, ATM, Che			\$
This Balanco should match your new Account		in Gebioter	\$
Upon receipt of your statement, differences, it agreement.	any, should be reported to the bank promptly	in writing and in accordance with pr	ovisions in your deposit
IMPORTAL	NT INFORMATION FOR BANK DI	EPOSIT ACCOUNTS	
Change of Address. Please call us at the telep	phone number listed on the front of this statem	ent to tell us about a change of addre	055.
Deposit Agreement. When you opened your governed by the learns of these documents, as and govern all transactions relating to your awhich contain the current version of the terms a	wa may amend them from time to time. These ∝ount, including all deposits and withdrawal	cocuments are part of the contract (s. Copies of both the deposit agree	for your deposit account ement and iss schoduls.
Electronic Transfers: In case of errors or qui if you think your statement or receipt is wrong withdrawals, point-of-sale transactions) on the as soon as you can. We must hear from you no	statement of receipt, telephone of write us at	ing sogress and number listed on th	a tront of this statement
 Tell us your name and account number. Describe the error or the transfer you are u information. Tell us the dollar amount of the suspected er 	nsure about, and explain as clearly as you co	on why you believe there is an error	r or why you need more
for consumer accounts used primarily for purpomptly. If we take more than 10 business do for electrodic transfers occurring during the first amount you think is in error, so that you will have	prsonal, family or household purposes, we ways (10 calander days if you are a Massachust is 30 days after the first deposit is made to you use of the money during the lime it takes upon use of the money during the lime it takes upon use of the money during the lime it takes upon use of the money during the lime it takes upon use of the money during the lime it takes upon use of the money during the lime it takes upon use of the money during the lime it takes upon use of the money during the lime.	ells customer) (20 business days if y our account) to do this, we will recre is to complete our investigation.	ou are a new customer.
For other accounts, we investigate, and if we fir			
Reporting Other Probloms. You must examine transactions on your account. If you fall to no the deposit agreement (which puriods are no are not liable to you for, and you agree not to many to the problem of the problem.	tify us in writing of suspected problems or up one than 60 days after we make the statement take a claim against us for the problems or up	nauthorized transactions within the ti available to you and in some cases nauthorized transactions.	ime periods specified in ara 30 days or less), we
Direct Deposits. If you have arranged to have may call us at the telephone number listed on ti	direct deposits made to your account at least no front of this statement to find out if the depo	once every 60 days from the same posit was made as scheduled.	person or company, you

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



Case 3:13-cv-00739-L Document 11-7 Filed 05/10/13 Page 5 of 7 PageID 128



Bank of America, N.A. P.O. Box 25115 Tampa, FL 33622-5118

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

0147057

11

Account Number

the delay of the belief of the

61099 E01 SCH999

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

Our Unline 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

additional information or service, you may call: 1.588.BUSINESS (1.888.287.4637)

Or you may write to:

Bank of America, N.A.
P.O. Box 25118
Tamps, PL 35522:5118

Deposit Accounts

Business Economy Checking

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

Your Account at a Glance

Account Number	(805000		Statement Beginning Balance	\$38,224,86
Statement Period	02/01/12 through	gh 02/29/12	Amount of Deposits/Credits	\$2,000.00
Number of Deposits/Cr	edits	1	Amount of Withdrawals/Debits	\$37,315.46
Number of Withdrawal		14	Statement Ending Balance	\$2,909.40
Number of Deposited I	tems	0		
Number of Days in Cyc	cle	29	Average Ledger Balance Service Charge	\$1,622.19 \$0.00

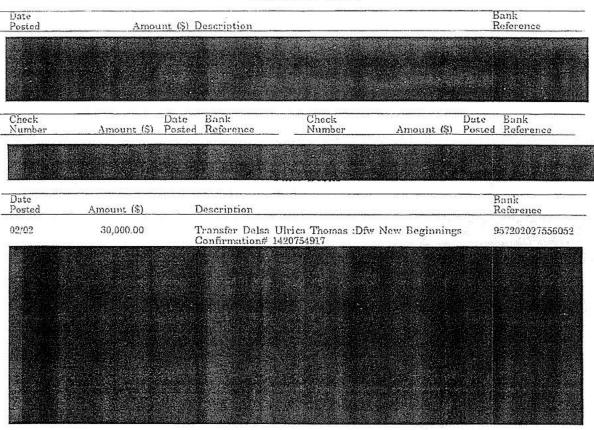
11

DELSA ULRICA THOMAS SOLE PROP 62/91
DBA THE D. CHRISTOPHER GROUP ED
OPERATING ACCOUNT

Page 2 of 4 Statement Period 62/01/12 through 02/29/12 E9 E PB EB 50

Account Number.

Deposits and Credits



Daily Ledger Balances

Date	Balance (S)	Date	Balance (\$)	Date	Balance (S)
02/01	36,823.90	02/10	6.199.06	02/17	1.189.06
02/02	6,609.06	02/13	3,199.06	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



Page 3 of 4

0147099

Н

How T	o Balance Your Bank of A	merica Account	
FIRST, start with your Account Register.			
1. List your Account Register/Checkbook Bala	nce here		_ \$
2. Subtract any service charges or other dedu-	_ \$		
3. Add any credits not previously recorded that	\$		
t. This is your NEW ACCOUNT REGISTER BA			
NOW, with your Account Statement:			
i. List your Statement Ending Balance here			\$
2. Add any deposits not shown on this statem	ent		\$
 List and total all outstanding checks, ATM, 		BTOTAL	\$
Checks, ATM, Check Card, Electronic Withdrawals	Checks, ATM, Check Card, Electronic Withdrawals	Checks, ATM, Check (Electronic Withdrawa)	
Date/Check # Amount	Date/Check # Amount	1	ngunt
	ricck Card and other electronic withdrawals fro unt Register Balanco	om Subtotal	\$
Upon receipt of your statement, differences, if agreement. IMPORTA	any, should be reported to the bank promptly NT INFORMATION FOR BANK I		provisions in your dep
Change of Address. Please call us at the tele	aphone number listed on the front of this state	ment to tell us about a change of a	ddress.

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 tho 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 · 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 calender days if you are a Massachusetts customer) (20 business days if you are a new customer, for electronic lerafsfers 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 fall 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-0000366

Case 3:13-cv-00739-L Document 11-8 Filed 05/10/13 Page 1 of 7 PageID 131

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

րդիրակինակինիարդեկարդինիանիանիանի

January 3, 2012

Account Number: 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.

EXHIBIT 7

001467

XPADVD01

001283

Case 3:13-cv-00739-L Document 11-8 Filed 05/10/13 Page 2 of 7 PageID 132

From:

Mary Howells

Sent:

Tuesday, January 3, 2012 10:37 PM

To:

Delsa Thomas

Cc:

Prime Brokerage

Subject:

Wire Request - The Solomon Fund, LP

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

Wire Instructions

Amount:

\$ 90,000.00

Account Type :

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.

Email sent to or from this address is archived and subject to review. This information is only for the use of the intended recipient(s). If you have received this email in error, reproduction of this email or attachment(s) is strictly prohibited - you should natify the sender and delete the email.

Case 3:13-cv-00739-L Document 11-8 Filed 05/10/13 Page 3 of 7 PageID 133

Bank of America, N.A. P.O. Box 25118 Tampa, FL 33622-5118 Page 1 of a Statement Period 0.70010 (Period 0.38010 F0 PA 0.385 900 -Enclosures 0 Account Number

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 13 months of this statement online. Euroll at www.bankofamerica.com/smallbusiness.

Customer Service Information www.bankotamerica.com

For additional aniomnation or service, you may call 4.888.BUSINESS (1.8.8.287.1637)

Or you may write to

Bank of America N.A

P.O. Box 25118

Tampa FL 336225118

Deposit Accounts

Business Advantage Checking

AMERICAN CAPITAL HOLDINGS, LLC

Your Account at a Glance

Account Number		Statement Beginning Balance	\$57,385,34
Statement Period 01/01/12 through	th 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	326,348.32
Number of Deposited Items	0	3. 5 1.	15
Ø 10 		Average Ledger Balance	\$60,\$13.16
Number of Days in Cycle	31	Service Charge	\$0.00

Н

AMERICAN CAPITAL HOLDINGS, LLC

Page 2 of 5 Statement Period 01/01/12 through 01/31/12 E0 P PA 0A 55 Enclosures 0 Account Number

Deposits and Credits

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

Withdrawals and Debits

Other Debits

Date Posted	Amount (\$)	Description		Bank Reference
01/04	3,000.00			
01/04 01/09	25.00 50,000.00			
07/09	32,000.00			
01/09	4,000.00			
01/09 01/09 01/09 01/11	25.00 25.00 25.00 2,500.00			
01/11 01/12	25.00 2,500.00			
01/13	10.00			
01/17	2,500.00			
01/18	2,600.00			
01/18	10.00	· 第二章		

AMERICAN CAPITAL HOLDINGS, LLC

Page 3 of 5
Statement Period
01/01/12 through 01/31/12
ED P PA 0A 55
Enclosures 0
Account Number

0340

Withdrawals and Debits - Continued Other Debits

Date Posted	Amount (\$)	Description	Bank Reference
01/24	2,500.00		
01/24	800.00		一种人们的一种
1/25	10.00		
1/25	10.00		
1/27	1,500.00		
01/27	1,500.00		
1/27	25.00 10.00		
1/31	2,000.00		
Card Acco 11/03 11/03 11/06 11/06 11/06 11/09 11/09 11/10 11/12 11/12 11/12 11/12 11/12 11/13 11/17 11/17 11/17 11/17 11/17 11/17 11/17	800.00 631.20 6.59 1,784.60 145.74 603.00 300.00 10.00 2.00 600.00 660.00 286.50 21.53 255.50 1,000.00 500.00 500.00 136.05 47.07 41.00 36.28		
101/17 101/18 101/23 101/23 101/24 101/25 101/25 101/25 101/26 101/30 101/30 101/30 101/31	36.28 97.90 660.00 500.00 700.00 490.90 10.00 700.00 300.00 233.46 367.70 12,937.02		

H

AMERICAN CAPITAL HOLDINGS, LLC

Page 4 of 5 Statement Period 01/01/12 through 01/31/12 EO P PA 0A 56 Enclosures 0 Account Number

Daily Ledger Balances

57,385.34 145,947.55	01/11 01/12	50,877.21 47,409.18	01/24 01/25	34,015.38 33,484.48
142,922.55 140,992.21 54,002.21	01/17	41,883.28	01/26 01/27 01/30	32,784.48 29,759.48 29,216.02
		145,947.55 01/12 142,922.55 01/13 140,992.21 01/17 54,002.21 01/18	145,947.55 01/12 47,409.18 142,922.55 01/13 47,143.68 140,992.21 01/17 41,883.28 54,002.21 01/18 39,175.38	145,947.55 01/12 47,409.18 01/25 142,922.55 01/13 47,143.68 01/26 140,992.21 01/17 41,883.28 01/27 54,002.21 01/18 39,175.38 01/30

Page 5 of 5

0040

RST, start with your Account Registe			œ.
I. List your Account Register/Checkbook Ba	lance here	•	_ \$
	actions not previously recorded that are listed		
	hat are listed on this statement (for example in		
. This is your NEW ACCOUNT REGISTER E	IALANCE		_ \$
NOW, with your Account Statement:			
2. Add any deposits not shown on this state	ment		\$
	SU	BTOTAL	\$
i. List and total all outstanding checks, ATM	SU. A. Check Card and other electronic withdrawals		
t. List and total all outstanding checks, ATM Checks, ATM, Check Card, Electronic Withdrawals			ard,
Checks, ATM, Check Card,	A, Check Card and other electronic withdrawals Checks, ATM, Check Card,	Checks, ATM, Check C Electronic Withdrawals	ard,
Checks, ATM, Check Card, Electronic Withdrawals	A, Check Card and other electronic withdrawals Checks, ATM, Check Card, Electronic Withdrawals	Checks, ATM, Check C Electronic Withdrawals	ard,
Checks, ATM, Check Card, Electronic Withdrawals Date/Check # Amount	A, Check Card and other electronic withdrawals Checks, ATM, Check Card, Electronic Withdrawals	Checks, ATM, Check C Electronic Withdrawals	ard,
Checks, ATM, Check Card, Electronic Withdrawals Date/Check # Amount	A, Check Card and other electronic withdrawals Checks, ATM, Check Card, Electronic Withdrawals	Checks, ATM, Check C Electronic Withdrawals	ard,
Checks, ATM, Check Card, Electronic Withdrawals Date/Check # Amount	A, Check Card and other electronic withdrawals Checks, ATM, Check Card, Electronic Withdrawals	Checks, ATM, Check C Electronic Withdrawals	ard,
Checks, ATM, Check Card, Electronic Withdrawals Date/Check # Amount	A, Check Card and other electronic withdrawals Checks, ATM, Check Card, Electronic Withdrawals	Checks, ATM, Check C Electronic Withdrawals	ard,
Checks, ATM, Check Card, Electronic Withdrawals Date/Check # Amount	A, Check Card and other electronic withdrawals Checks, ATM, Check Card, Electronic Withdrawals	Checks, ATM, Check C Electronic Withdrawals	ard,
Checks, ATM, Check Card, Electronic Withdrawals Date/Check # Amount	A, Check Card and other electronic withdrawals Checks, ATM, Check Card, Electronic Withdrawals	Checks, ATM, Check C Electronic Withdrawals	ard,
Checks, ATM, Check Card, Electronic Withdrawals Date/Check # Amount	A, Check Card and other electronic withdrawals Checks, ATM, Check Card, Electronic Withdrawals	Checks, ATM, Check C Electronic Withdrawals	ard,
Checks, ATM, Check Card, Electronic Withdrawals Date/Check # Amount	A, Check Card and other electronic withdrawals Checks, ATM, Check Card, Electronic Withdrawals	Checks, ATM, Check C Electronic Withdrawals	ard,

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

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 fishink your statement or receipt is wrong of 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

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 catender 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 geneduled.

Bank of America, N.A. Member FDIC and



T= | Equal Housing Lender

F-BOA-P-0000096

Case 3:13-cv-00739-L Document 11-9 Filed 05/10/13 Page 1 of 1 PageID 138



Bank of America

^{Pl}H

PAGE 1 OF 1
BANK OF AMERICA, H.A.
HIRE TRANSFER ADVICE
1 FLEET MAY PA6-580-0
SCRANTON, PA 18507 PA6-580-04-05 18507

եղկլի[եւովոկըյումիիլիլորհետյերիկենիիկերիկիկիլիլիլիլի THE SOLOMON FUND LP

505 E JOHN CARPENTER FMY STE 300

IRVING TX 75062-3964

DATE: 04/19/12 DIRECT INQUIRIES TO: 800,729.9473 OPTION 2 ACCOUNT:

THE FOLLOWING WIRE HAS DEBITED TODAY:

TRANSACTION REF:

RELATED REF: INSTRUCTING BANK:

PAYMENT DETAIL:

76207536 CONSUMER

2012041900226088

BENEFICIARY:
BENEFICIARY'S BANK: CANADIAN IMPERIAL BANK OF COMMERCE

BUSINESS

THE FOLLOWING WIRE MAS DEBITED TODAY:

TRANSACTION REF: RELATED REF: INSTRUCTING BANK:

CONSUMER BENEFICIARY: BENEFICIARY: BANK: CANADIAN IMPERIAL BANK OF COMMERCE

2012041900226089 76207620

PAYMENT DETAIL:

BUSINESS

USD AMOUNT \$44,000.00

SERVICE REF: 135119

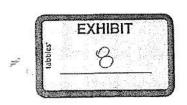
ID: LD:

ID:

USB AMOUNT \$165,000.00

SERVICE REF: 135121

ID: DIRS





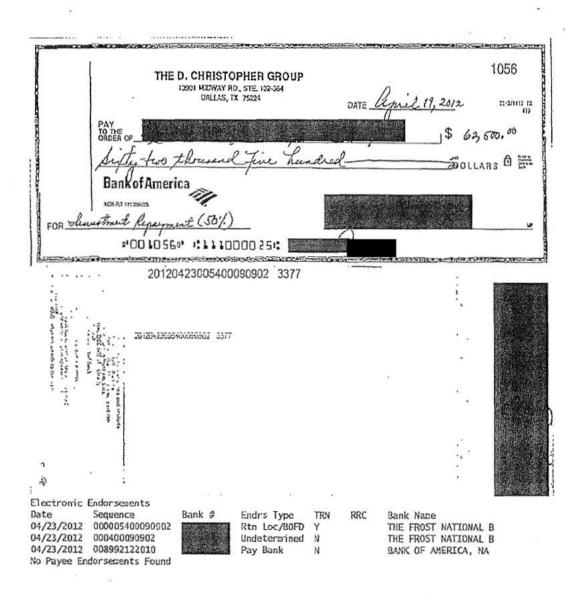
Capture Date: 04/26/2012 Sequence #: 5892278827

		D. CCC CT Ed TO		
	THE D. CHRISTOPHER (13901 MOYAY RD., STE. 102 DALLAS, TX 75224	GROUP P.SS64	DATE april 19,2	1055
PAY TO THE ONDER OF	·	Line hearle	DATE Agril 19, 2	\$ 62,500.00
DA Investment	111			
		101		
		; ;	er g e	
To the transfer		9		
tronic Endorsements Sequence 6/2012 00589227882 6/2012 5430028540 6/2012 05430028540 ayee Endorsements F	27 000 0000	50	BANK OF AM COMERICA B COMERICA B	ANK
8			<i>p</i> 3	EXHIBIT
256 of 56			. w	ed Jun 27 22:57:18 CD

F-BOA-P-0000531



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



Page 54 of 56

Print Req:#20120627002204

Wed Jun 27 22:57:18 CDT 2012

F-BOA-P-0000533



H4

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

DATE: 02/15/12
DIRECT INQUIRIES TO:
800.729.9473 DPTION 2
ACCOUNT:

THE FOLLOWING WIRE WAS DEBITED TODAY:

TRANSACTION REF:
RELATED REF:
INSTRUCTING BANK:
BENEFICIARY:
BENEFICIA

USB AMOUNT \$4,000.00

SERVICE REE: 006905 IMAD: ID: 01 RS ID: ID:





H

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

DATE: 03/15/12
DIRECT INQUIRIES TO:
800.729.9473 OPTION ACCOUNT:

THE FOLLOWING WIRE WAS DEBITED TODAY: .

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

USD AMOUNT \$4,000.00

SERVICE REE, 007042 IMAD: ID: 01 RS ID: ID:



PAGE 1 OF 1 PAGE I BANK OF AMERICA, N.A. WIRE TRANSFER ADVICE 1 FLEET WAY PAGE SCRANTON, PA 18 PA6-580-04-05 18507

H

DATE: 04/16/12
DIRECT INQUIRIES TO: 800,729.9473 OPTION ACCOUNT:

THE FOLLOWING MIRE WAS DEBITED TODAY:

TRANSACTION REF: RELATED REFINSTRUCTING BANK: BENEFICIARY:

2012061600219975 CHIPSHINE BENEFICIARY'S BANK: WELLS FARGO BANK, N.A. USD AMOUNT \$4,000.00

SERVICE REF. 007580 IMAD: ID: 0165 ID:



H

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

DATE: 05/15/12
DIRECT INQUIRIES TO:
800.729.9673 OPTION
ACCOUNT:

THE FOLLOWING WIRE WAS DEBITED TODAY:

TRANSACTION REF:
RELATED REF:
INSTRUCTING BANK:
BENEFICIARY:
BENEFICIA

USD AMOUNT \$4,000.00

SERVICE REF. 005033 IMAD: ID: 0185 ID: ID:

Case 3:13-cv-00739-L Document 11-11 Filed 05/10/13 Page 5 of 8 PageID 145



Bank of America, N.A. P.O. Kov 25118 Tompo, FL 33622-5118

Page | of 4 Statement Period 95-01/12 through 05/31/12 Fo | P PA | 0A 48 Enclosures 0 Account Number

0199340

11

01099 001 SCH999 THE D. CHRISTOPHER CAPITAL NGMT 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 1,388.BUSINESS (1,888,287,4637)

Or you may write to:

Bonk of America N.A. P.O. Box 25118 Tampa, FL 336225118

Deposit Accounts

Business Advantage Checking

THE D. CHRISTOPHER CAPITAL MGMT GRP LLCA

Your Account at a Glance

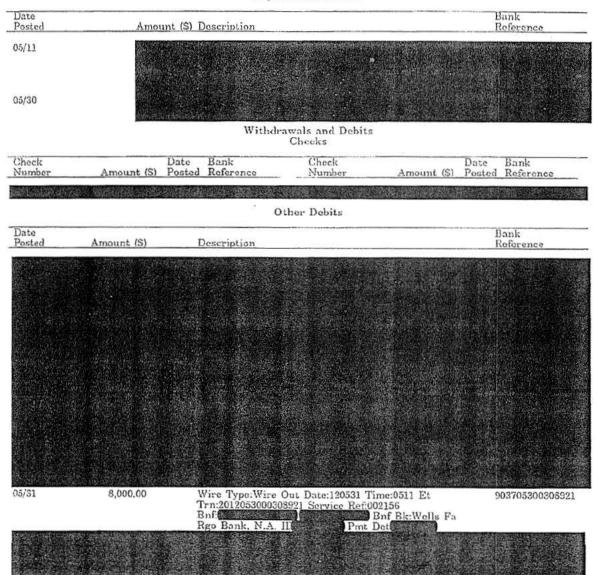
Account Number (1998)		Statement Beginning Balance	\$191.57
Statement Period 05/01/12 through 0	5/31/12	Amount of Deposits/Credits	\$395,000.00
Number of Deposits/Credits	2	Amount of Withdrawals/Debits	\$359,281,77
Number of Withdrawals/Debits	15	Statement Ending Balance	\$35,909.80
Number of Deposited Items	0		68 (A) 2
Number of Days in Cycle	31	Average Ledger Balance Service Charge	\$82,361.08 \$0.00

H

THE D. CHRISTOPHER CAPITAL MGMT GRP LLCA

Page 2 of 4 Statement Period 95/94/12 through 95/91/12 E0 P PA 0A 48 Enclosures 0 Account Number

Deposits and Credits



Case 3:13-cv-00739-L Document 11-11 Filed 05/10/13 Page 7 of 8 PageID 147



THE D. CHRISTOPHER CAPITAL MGMT GRP LLCA

Page 3 of 4 Statement Period 05/01/12 through 05/31/12 E0 P PA 0A 48 Enclosures 0 Account Number

0199342

Н

Daily Ledger Balances

Date	Balance (\$)	Date	Balance (\$)	Date	Balance (\$)
05/01 05/08	191.57 120.57	05/16 05/21	53,008.57 51,508.57	05/30 05/31	43,934.80 35,909.80
05/11 05/15	385,108.57 308 108 57	05/23 05/24	51,434.80 33,934.80	00,01	00,000.00

Н

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 Bala	nce here		\$
2. Subtract any service charges or other deduc	ctions not previously recorded that are listed o	on this statement	\$
3. Add any credits not previously recorded tha	at are listed on this statement (for example into	erost) ——————	\$
4. This is your NEW ACCOUNT REGISTER BA	LANCE		\$
NOW, with your Account Statement			
1. List your Statement Ending Balance here			\$
2. Add any deposits not shown on this statem			_
	cit	BTOTAL	
3. List and total all outstanding checks, ATM,			
Checks, ATM, Check Card, Electronic Withdrawals	Checks, ATM, Check Card, Electronic Withdrawals	Checks, ATM, Check Electronic Withdraw	
Date/Check # Amount	Date/Check # Amount	Date/Check #	Amount
TOTAL OF OUTSTANDING CHECKS, ATM, C: Subtract total outstanding checks, ATM, C: This Balance should match your new Accounts.		om Subtotal	\$\$
Upon receipt of your statement, differences, if agreement.		in writing and in accordance w	th provisions in your deposit

IMPORTANT INFORMATION FOR BANK DEPOSIT ACCOUNTS

Change of Address. Please call us at the letophone 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.

Ejectronic Transfers: In case of errors or questions about your electronic transfers If you high 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
- . 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 prompily. If we take more than 10 business days (10 calender 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 line 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 fall 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 tess), 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



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

րկրհեխիրը բրավեր հայիների հերի հայ coop coop 262 027123 թcol Mr 0.374
THE SOLOMON FUND LP
545 E JOHN CARPENTER FNY STE 300
IRVING TX 75062-3964

DATE: 04/25/12 DIRECT INDUIRIES TD: 800.729.9473 OPTION 2 ACCOUNT:

THE FOLLOWING WIRE WAS DEBITED TODAY:

TRANSACTION REF:

201206200027226U RELATED REF:
INSTRUCTING BANK:
BENEFICIARY:
BEHEFICIARY: BANK: TORONTO DOMINION BANK

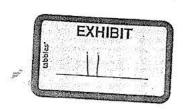
PAYMENT DETAIL:

BUSINESS

USD AMOUNT \$19,000.00

SERVICE REF: 191878

ID:



Case 3:13-cv-00739-L Document 11-12 Filed 05/10/13 Page 2 of 6 PageID 150



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 Fo P PA 0A 48 Enclosures 0 Account Number

0190346

13

Harlahddoodlaaddaddaladdaddaddaddaddaddaddad

01099 001 SCH999

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/smullbusiness.

Customer Service Information www.bankofamerica.com

For additional information or service 1.888/BUSINESS (1.888/287/4637) you may call

Or you may write to:

Batik of America, N A-P O Box 25118 Tampa, FL 33622 51188

Deposit Accounts

Business Advantage Checking

THE D. CHRISTOPHER CAPITAL MGMT GRP LLCA

Your Account at a Glance

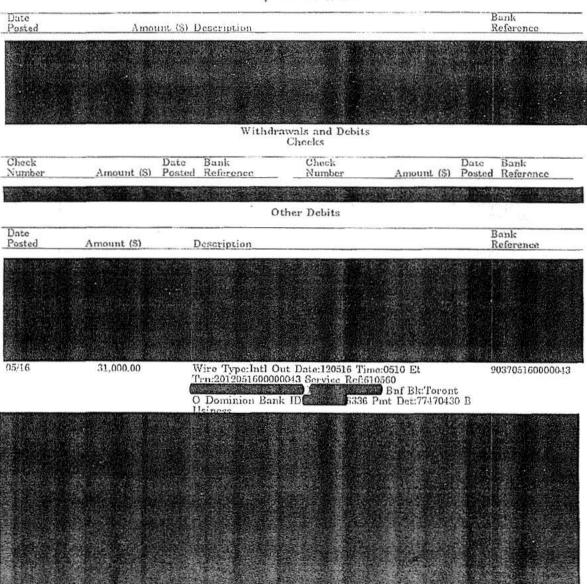
Account Number Statement Period 05/01/12 through	zh 05/51/12	Statement Enginning Balance Amount of Deposits/Credits	\$191.57 \$395,000.00
Number of Deposits/Credits	. 2	Amount of Withdrawals/Debits	\$359,281.77
Number of Withdrawals/Debits	15	Statement Ending Balance	\$35,909.80
Number of Deposited Items	0		
MS 1/2 1/2 1/2 1/2 1/2 1/2 1/2 1/2 1/2 1/2		Average Ledger Balance	\$82,361.08
Number of Days in Cycle	31	Service Charge	\$0.00

THE D. CHRISTOPHER CAPITAL MGMT GRP LLCA

Page 2 of 4 Statement Period 05/01/12 through 05/31/12 E0 P PA 0A 48 Enclosures 0 Account Number

H

Deposits and Credits



Case 3:13-cv-00739-L Document 11-12 Filed 05/10/13 Page 4 of 6 PageID 152



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
Enclosures 0
Account Number

0199342

H

Daily Ledger Balances

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

Н

Page 4 of 4

How To	Balance	Your	Bank	of	America	Account
--------	---------	------	------	----	---------	---------

FIRST, start with your	Account Register/	Checkbook				
1. List your Account Regi	ister/Checkbook Bala	nce here			\$	
2. Subtract any service c	harges or other deduc	tions not previously reco	rded that are listed o	on this statement	\$	
				erest)		
4. This is your NEW ACC	OUNT REGISTER BA	LANCE			\$ <u></u> _	
NOW, with your Accou	nt Statement					
1. List your Statement En	\$					
2. Add any deposits not s	shown on this stateme	ent			\$	
				STOTAL	\$_ <u></u>	
		Check Card and other ele				
Checks, ATM, C Electronic With		Checks, ATM, (Electronic With		Checks, ATM, C Electronic With		
Date/Check #	Amount	Date/Check #	Amount	Date/Check #	Amount	
				-		
	·					
						
				 		
				<u> </u>		
					\$	
5. Subtract total ourstand This Balance should m		eck Card and other electr nt Register Balanco	onic wiindrawais iro	m Subtotal	\$	
Upon receipt of your state agreement.	ment, diffarences, if	any, should be reported t	o the bank promptly	in writing and in accordar	ica with provisians in you	ar deposit
egicenitiik	IMPORTA	NT INFORMATION	FOR BANK	EPOSIT ACCOUNT	's	
Change of Address. Plea	ise call us at the telep	phone number listed on th	e front of this states	ment to tell us about a char	ige 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 lerms 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 withdrawats. 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

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 calender days If you are a Massachusetts customer) (20 business days if you are a new customer, or 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 premptly. You are in the best position to discover errors and unauthorized transactions on your account. If you fall 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 cut if the deposit was made as scheduled.

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



Case 3:13-cv-00739-L Document 11-12 Filed 05/10/13 Page 6 of 6 PageID 154



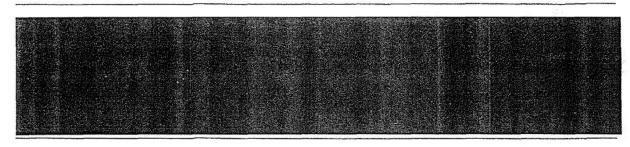
Bankof America

H

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

hillinhampingpijlillinhhibblinpijnihilli MX 9000 000 134 025985 8001 AT 0.374 THE SOLOMON FUND LP 545 CARPENTER ST STE 300 IRVING TX 75062-3964

DATE: 05/03/12 DIRECT INQUIRIES TO: 800.729.9473 OPTION 2 ACCOUNT:



THE FOLLOWING WIRE WAS DEDITED TODAY:

USD AMOUNT \$20,000.00

TRANSACTION REF:

RELATED REFI ORIGINATOR: INSTRUCTING BANK: BENEFICIARY:

PAYMENT DETAIL:

2012050300251807 01120503006566HN DELSA ULRICA THOMAS BANK OF AMERICA MERRILL LYNCH

F/C TO A/C

ID: 7 ID: REIA ID:



H

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

DATE: 05/04/12 DIRECT INQUIRIES TO: 800.729.9473.0PTIOH 2 ACCOUNT:

THE FOLLOWING WIRE WAS DEBITED TODAY:



USD AMOUNT \$465,000.00

SERVICE REF: 532370

ID: DLBS ID: ROYCCAT2



Case 3:13-cv-00739-L Document 11-13 Filed 05/10/13 Page 2 of 6 PageID 156



Bank of America

H

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

DATE: 04/18/12 DIRECT INQUIRIES TO: 800.729.9473.0PTT09.4 ACCOUNT:



THE FOLLOWING WIRE WAS DEBITED TODAY:

TRANSACTION REF: RELATED REF: INSTRUCTING BANK: BENEFICIARY: BENEFICIARY'S BANK: RECEIVING BANK:

2012041800206380

THE ROYAL BANK OF CANADA JPMORGAN CHASE BANK, N.A.

USD AMOUNT \$350,000.00

SERVICE REF: 330501

33000

ID: 0185 ID: 6583 ID: ROYCCAT2/(CH055253/AC001 ID: 0002



Case 3:13-cv-00739-L Document 11-13 Filed 05/10/13 Page 3 of 6 PageID 157



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 E0 P PA 0A 48 Enclosures 0 Account Number

0199340

Н

thad dallar de alla dalla dall

01099 001 SCH999

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

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

Customer Service Information www.bankofamerica.com

For additional information of scruice, you may call: Or you may write to:
1 SSB.BUSINESS (1.388.2874637) — Bank of An

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

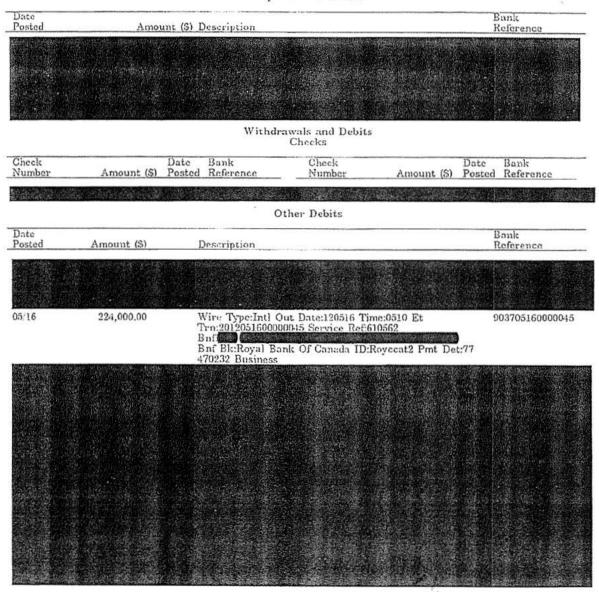
Account Number		Statement Beginning Balance	\$191.57
Statement Period 05/01/12 through	MALE PROPERTY OF THE PERSON NAMED IN COLUMN TO PERSON NAMED IN COLUMN	Amount of Deposits/Credits	\$395,000,00
Number of Deposits/Credits	2	Amount of Withdrawals/Debits	\$359,281,77
Number of Withdrawals/Debits	15	Statement Ending Balance	\$35,909.80
Number of Deposited Items	0	THE STATE OF THE PROPERTY OF THE STATE OF TH	
Number of Days in Cycle	31	Average Ledger Balance Service Charge	\$82,361.08 \$0.00

 \mathbf{H}

THE D. CHRISTOPHER CAPITAL MGMT GRP LLCA

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

Deposits and Credits



Case 3:13-cv-00739-L Document 11-13 Filed 05/10/13 Page 5 of 6 PageID 159



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 Enclosures 0 Account Number

0199342

H

Daily Ledger Balances

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

Н

Same

Page 4 of 4

How '	To	Balance	Your	Bank of	America	Account
-------	----	---------	------	---------	---------	---------

FIRST, start with your Account	Register/Checkbook:					
1. List your Account Register/Check						
2. Subtract any service charges or o	\$					
3. Add any credits not previously re						
4. This is your NEW ACCOUNT REG	\$					
NOW, with your Account Staten						
List your Statement Ending Balanco here						
2 Add any deposits not shown on this statement						
0. ()-1	\$					
Ust and total all ourstanding che Checks, ATM, Check Car			Checks, ATM, C	hack Card		
Electronic Withdrawals	Electroni	Checks, ATM, Check Card, Checks, ATM, Chec Electronic Withdrawals Electronic Withdraw				
Date/Check # Amou	int Date/Check	# Amount	Date/Check #	Amount		
			-			
			-			
			-			
				\$		
 TOTAL OF OUTSTANDING CHECK Subtract total outstanding checks This Balance should match your 						
Upon receipt of your statement, diffe				***************************************		
IM	PORTANT INFORMA	ATION FOR BANK I	DEPOSIT ACCOUNT	'S		
Change of Address. Please call us	at the telephone number list	ed on the front of this state	ment to tell us about a char	igo of address,		
Deposit Agreement. When you o	pened your account, you re	ceived a doposit agreemer	nt and fee schedule and a	greed that your account would		

begost Agreement which you decide your account, you received a dupost agreement and the screenist and great hard your account agreement by the terms of these documents, as we may amend them from time to time. These documents are part of the contract for your deposits 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 librak your statement or receipt is wrong or if you need more information about an electronic transfer (e.g., ATM transactions, direct deposits or withdrawels, point-of-sate 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 80 days after we sent you the FRST 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.

Toll 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 catlender days if you are a Massochusett customer) (20 business days if you are a new customer, for electrodic 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 fall 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 fisted 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



Case 3:13-cv-00739-L Document 11-14 Filed 05/10/13 Page 1 of 7 PageID 161



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 DO E PB EB 50

0150312

11

Account Number

Hardelandahalalalalada Haddalalalalalalalalal

01099 E01 SCH999

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.bankofomerica.com/smellbusiness.

Customer Service Information www.bankofamerica.com

For additional information or service, you may call: 1888 BUSINESS (1888-287-1637)

0

Or you may write to Bank of America, N.A. P.O. Roy 25118 Tampa Jkb 33622 5118

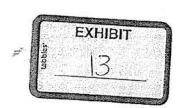
Deposit Accounts

Business Economy Checking

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

Your Account at a Glance

Account Number			Statement Beginning Balance	\$880.54
Statement Period	04/01/12 throug	n 04/30/12	Amount of Deposits/Credits	\$227,000.00
Number of Deposits/0	Credits	3	Amount of Withdrawals/Debits	\$226,466.09
Number of Withdraw	als/Debits	13	Statement Ending Balance	\$1,414.45
Number of Deposited	Items	0	635	S 55
			Average Ledger Balance	\$40,651.20
Number of Days in C	ycle	30	Service Charge	\$0.00



F-BOA-P-0000358

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 FO E PB EB 50 Н

Account Number

Deposits and Credits

Date Posted	Amount (\$) Description	Bank Reference

Withdrawals and Debits Checks

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

Other Debits

Posted	Amount (S)	Description	Reference
Card Accou	unt #		
		· 14 · 15 · 15 · 16 · 16 · 16 · 16 · 16 · 16	
		(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	"我说我说话我不是

Daily Ledger Balances

Date	Balance (\$)	Date	Balance (S)	Date	Balance (\$)
04/01 04/02 04/04 04/09	880.54 820.41 806.78 1,714.16	04/12 04/13 04/16 04/19	576.11 515.18 414.45 226.414.45	04/23 04/24 04/26	163,914.45 63,914.45 1,414.45



Page 3 of 4

Н

0150314

How To	Balance Your Bank of An	nerica Account	
FIRST, start with your Account Register/C			
1. Ust your Account Register/Checkbook Balan	co haro		\$
2. Subtract any service charges or other deduct	ions not proviously recorded that are listed or	this statement	\$
3. Add any credits not previously recorded that	are listed on this statement (for example inter	rest)	\$
4. This is your NEW ACCOUNT REGISTER BAL	ANCE		\$
NOW, with your Account Statement:			
1. Ust your Statement Ending Balance here -		· · · · · · · · · · · · · · · · · · ·	\$
2. Add any deposits not shown on this statemen	nt		\$
3. Ust and total all outstanding checks, ATM, (TOTAL	\$
Checks, ATM, Check Card,	Checks, ATM, Check Card,	Checks, ATM, Check Car	rd,
Electronic Withdrawals Date/Check # Amount	Electronic Withdrawals Date/Check # Amount	Electronic Withdrawals Date/Check # Amo	unt
J. 100 100 100 100 100 100 100 100 100 10		"	l
			ı
	•		
	· · · · · · · · · · · · · · · · · · ·		
4. TOTAL OF OUTSTANDING CHECKS, ATM, Ch 5. Subtract total outstanding checks, ATM, Ch This Balance-should match your now Account	eck Card and other electronic withdrawals from	m Subtotal	\$
Upon receipt of your statement, differences, if a agreement.	any, should be reported to the bank promptly	In writing and In accordance with p	rovisions in your deposit
	NT INFORMATION FOR BANK D	EPOSIT ACCOUNTS	
Change of Address. Please call us of the tole;	phone number listed on the front of this statem	nent to tell us about a change of add	ress.
Deposit Agreement. When you opened your governed by the terms of these documents, as and govern all transactions relating to your a which contain the current version of the terms.	we may amend them from time to time. Thes ecount, including all deposits and withdrawa	e documents are part of the contract is. Copies of both the deposit agre	for your deposit account ement and fee schedule,
Electronic Transfers: In case of errors or qu if you think your statement or receipt is wrom withdrawals, point-cf-sale transactions) on the as soon as you can. We must hear from you n	g or if you need more information about an e statement or receipt, telephone or write us at	I the address and number listed on t	he front of this statement
 Tell us your name and account number. Doscribe the error or the transfer you are unformation. 	insure about, and explain as clearly as you o	can why you believe there is an erro	or or why you need more
 Tell us the dollar amount of the suspected or For consumer accounts used primarily for p promptly. If we take more than 10 business of for electronic transfers occurring during the fir amount you think is in error, so that you will h 	ersonal, family or household purposes, we oys (10 calender days if you are a Massachu st 30 days after the first deposit is made to y	seits customer) (20 business days if rour account) to do this, we will rec	you are a new customer,

Bank of America, N.A. Member FDIC and

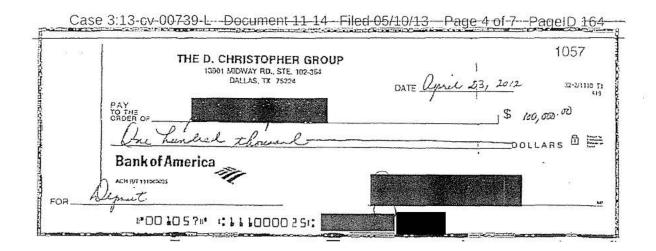
For other accounts, we investigate, and if we find we have made an error, we credit your account at the conclusion of our investigation.

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 fall 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 80 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.



Equal Housing Lender

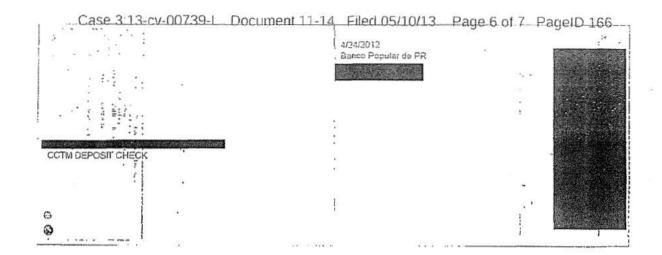


Case 3:13-cv-00739-L	Document 11-14	Filed 05/10/13	Page 5 of 7	PageID 165

4/24/2012 Banco Popular de PR

CCTM DEPOSIT CHECK

F-BPPR-P-0000009



Case 3:13-cv-00739-L Document 11-14 Filed 05/10/13 Page 7 of 7 PageID 167

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

ADDR STD

001

N/A TYPE EFF DATE 04/23/2012

ERMA E THOMAS

OR DELSA U THOMAS



__ CUSTOMER NAME/ADDRESS FOR BASE 001 CUST#

N ERMA E THOMAS

S C

LAST PAGE

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



Bank of America

#

BANK OF AMERICA, N.A.
WIRE TRANSFER ADVICE
1 FLEET MAY PAG-580-0
SCRANTON, PA 18507 PA6-580-04-05 18507

DATE: 04/30/12
DIRECT INQUIRIES TO:
S00.729.9473 OPTION
ACCOUNT:

THE FOLLOWING WIRE MAS DEBITED TODAY:

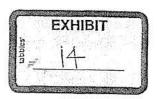
TRANSACTION REF:

2012043000276063 76703420 COUSUMER

TRANSACTION REF: 201204300270003
THE TRANSACTION REF: 76703420
THE

USD AMOUNT \$5,000.00

SERVICE REE: 013541 ID:



DT000780



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

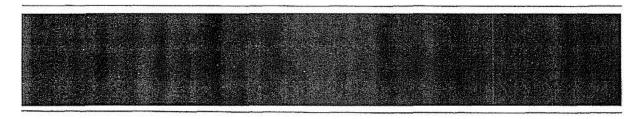
DATE: 04/18/12 DIRECT INQUIRIES TO: 800.729.9473 OPTION 2 ACCOUNT:

THE FOLLOWING WIRE WAS DEBITED TODAY:

TRANSACTION REF: RELATED REF: INSTRUCTING BANK:

2012061800198810 BENEFICIARY: BENEFICIARY'S BANK: WELLS FARGO BANK, N.A. 00.000,000 TAUDOMA DZU

SERVICE REF: 007355 IMAD: 201204188687HU3R007355 ID: 0138



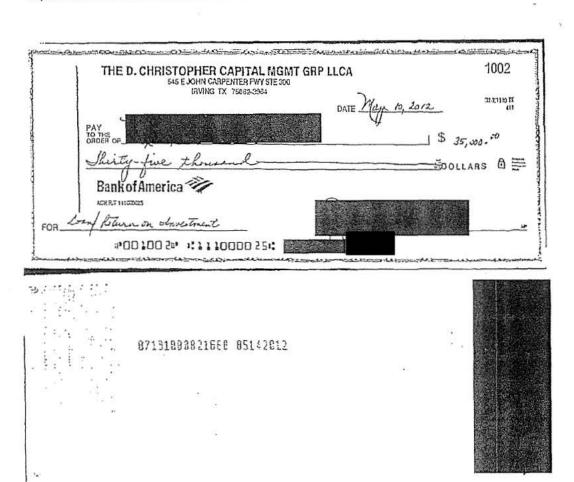
SSKID_FTTHP 52-250X

DT000785

👸 nega szen



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



Electronic Endorsements

Date

Sequence 05/14/2012 000000005883990 05/15/2012 6617666230

05/15/2012 006592407421 No Payee Endorsements Found Bank # Endrs Type

Bank Name FIRSTBANK PUERTO RIC FED RES BANK OF PHIL BANK OF AMERICA, NA

Page 3 of 8

Print Req:#20120727002138

Fri Jul 27 20:39:36 PDT 2012

F-BOA-P-0000598

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 Ran	ige		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:

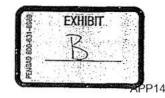
- I am the attorney of record for the Plaintiff Securities and Exchange Commission in
 the above-entitled cause, and I submit this declaration in support of Plaintiff Securities and
 Exchange Commission's Motion for Entry of Default Judgment against Defendants Delsa U.
 Thomas, The D. Christopher Capital Management Group, LLC, and The Solomon Fund, LP
 (collectively "Defendants").
- Defendants were served with the Summons and Complaint on February 19, 2013

 [Doc. 1].
- I caused the affidavits of service to be filed with this Court on February 21, 2013
 [Doc. 5].
- Defendants have not filed an answer to the Commission's Complaint, nor have they
 otherwise appeared before this Court to defend in this cause.
- 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.

essica B. Magee /



UPS CampusShip: View/Print Label

- 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.

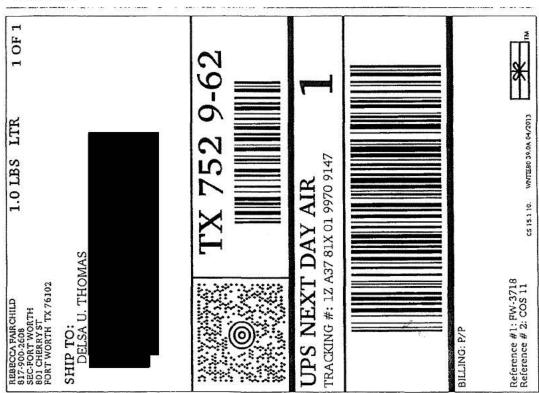
Schedule a same day or future day Pickup to have a UPS driver pickup all your CampusShip packages. Hand the package to any UPS driver in your area.

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



Fairchild, Rebecca R.

om:

UPS Quantum View <auto-notify@ups.com>

sent:

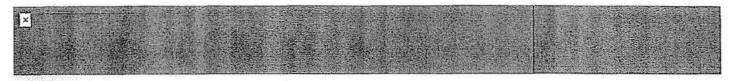
Tuesday, May 14, 2013 10:01 AM

To:

Fairchild, Rebecca R.

Subject:

UPS Delivery Notification, Tracking Number 1ZA3781X0199709147



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

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

Learn More

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



Important Delivery Information

Tracking Number: <u>1ZA3781X0199709147</u> 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

- 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.
- 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.
- **GETTING YOUR SHIPMENT TO UPS**

UPS locations include the UPS Store®, UPS drop boxes, UPS customer centers, authorized retail outlets and UPS

Schedule a same day or future day Pickup to have a UPS driver pickup all your CampusShip packages.

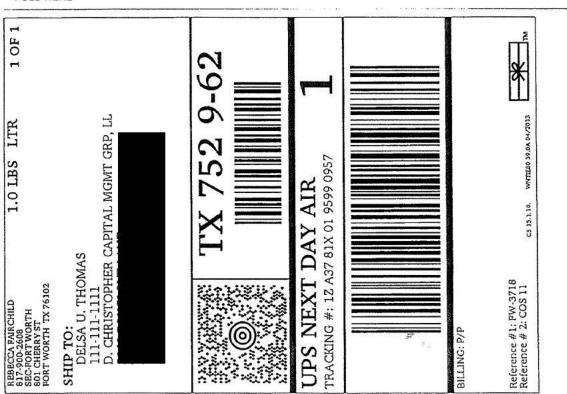
Hand the package to any UPS driver in your area.

Take your package to any location of The UPS Store®, UPS Drop Box, UPS Customer Center, UPS Alliances (Office Depoi® 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



Fairchild, Rebecca R.

om:

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



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

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

Learn More

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

- 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.

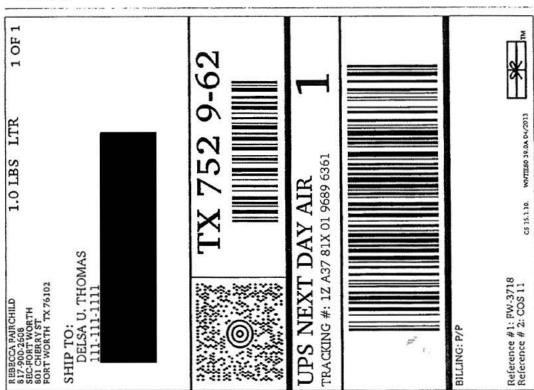
Hand the package to any UPS driver in your area.

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



Fairchild, Rebecca R.

om:

UPS Quantum View <auto-notify@ups.com>

Sent:

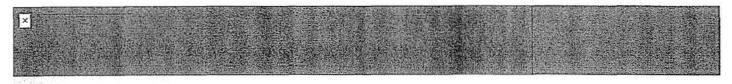
Tuesday, May 14, 2013 10:01 AM

To:

Fairchild, Rebecca R.

Subject:

UPS Delivery Notification, Tracking Number 1ZA3781X0196896361



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

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

Learn More

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



Important Delivery Information

Tracking Number: <u>1ZA3781X0196896361</u> 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

1

Reference Number 1: FW-3718

Reference Number 2: COS 11

EXHIBIT 6 TO MAGEE DECLARATION

IN THE UNITED STATES DISTRICT COURT NORTHERN DISTRICT OF TEXAS DALLAS DIVISION

SECURITIES AND EXCHANGE	§	
COMMISSION,	§	•
	§	
Plaintiff,	§	
	§	
v.	§	Civil Action No. 3:13-CV-739-L
	§	
DELSA U. THOMAS;	§	
THE D. CHRISTOPHER CAPITAL	§	
MANAGEMENT GROUP, LLC; AND	§	
THE SOLOMON FUND, LP,	§	
	§	
Defendants.	§	

MEMORANDUM OPINION AND ORDER

Before the court is Plaintiff's Motion for Final Default Judgment (Doc. 11), filed May 10, 2013. After consideration of the motion, brief, record, and applicable law, the court grants Plaintiff's Motion for Final Default Judgment (Doc. 11).

I. Background

Plaintiff Securities and Exchange Commission ("Commission" or "Plaintiff") brought this action against Defendants Delsa U. Thomas ("Thomas"); The D. Christopher Capital Management Group, LLC ("DCCMG"); and The Solomon Fund, LP ("Solomon Fund") (collectively, "Defendants"), alleging violations of federal securities laws. The Commission alleges in its Complaint and motion that Defendants fraudulently induced members of Thomas's church, New Beginnings, and others to invest with them approximately \$2.3 million, which was supposed to be invested in bond transactions or U.S. Treasury notes. The Commission alleges that Defendants instead "commingled investor funds, lost investor funds in reckless payments to other shadowy

Memorandum Opinion and Order - Page 1

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
 - 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:

- 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
- 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 Q. Lindsay

United States District Judge

EXHIBIT 7 TO MAGEE DECLARATION

IN THE UNITED STATES DISTRICT COURT NORTHERN DISTRICT OF TEXAS DALLAS DIVISION

SECURITIES AND EXCHANGE	§	
COMMISSION,	§	•
	§	
Plaintiff,	§	
	§	
V.	§	Civil Action No. 3:13-CV-739-L
	§	
DELSA U. THOMAS;	§	
THE D. CHRISTOPHER CAPITAL	§	
MANAGEMENT GROUP, LLC; AND	§	
THE SOLOMON FUND, LP,	§	
	§	
Defendants.	§	

DEFAULT JUDGMENT

This default judgment is issued pursuant to the court's memorandum opinion and order of March 4, 2014. Accordingly, it is hereby **ordered**, **adjudged**, and **decreed** that Plaintiff Securities and Exchange Commission is entitled to and shall recover judgment against Defendants Delsa U. Thomas ("Thomas"); The D. Christopher Capital Management Group, LLC ("DCCMG"); and The Solomon Fund, LP ("Solomon Fund") (collectively, "Defendants") as follows:

- 1. **\$1,980,000** against Defendants, jointly and severally, for disgorgement of ill-gotten gains;
- 2. \$9,939.56 against Defendants, jointly and severally, for prejudgment interest; and
- 3. \$150,000 as a third-tier civil penalty against Thomas; \$725,000 as a third-tier civil penalty against DCCMG; and \$725,000 as a third-tier civil penalty against Solomon Fund.

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;

Case 3:13-cv-00739-L Document 13 Filed 03/04/14 Page 3 of 3 PageID 192

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 O. Lindsay

United States District Judge

EXHIBIT 8 TO MAGEE DECLARATION

ABSTRACT OF JUDGMENT

NOTICE

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 of Credit	AND EXC	STATES SECURITIES HANGE COMMISSION
Names of Credit	tors' Attorneys	
		Docketed
Securities and Exchion of Enforcement ctions Unit F. Street, N.E. nington, DC 20549	t	Judgment Entry Date: 3/4/2014 Case No. 13cv00739-I Docket No. 13
RICA, CLERK'S	OFFICE U.S. DIST	RICT COURT FOR THE
DISTRIC	T OF	Texas
E	S. Street, N.E. ington, DC 20549 RICA, CLERK'S DISTRIC	

EXHIBIT 9 TO MAGEE DECLARATION

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT

CRD Number:

GROUP, LLC

ADV - SEC Initial, Page 1

Rev. 11/2010

8/3/2011 11:00:01 AM

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

CRD Number:

GROUP, LLC

ADV - SEC Initial, Page 2

Rev. 11/2010

8/3/2011 11:00:01 AM

Item 1 Identifying Information (Continued)

- F. Principal Office and Place of Business
 - (1) Address (do not use a P.O. Box):

APP165

Number and Street 1: Number and Street 2: 545 EAST JOHN CARPENTER FREEWAY SUITE 300 City: State: Country: ZIP+4/Postal Code: **IRVING UNITED STATES** TX 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 Cother: 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: ZIP+4/Postal Code: State: Country: City: 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: ZIP+4/Postal Code: City: State: Country:

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT

GROUP, LLC

158639

ADV - SEC Initial, Page 3

Rev. 11/2010

ADV - SEC Initial, Page 3 8/3/2011 11:00:01 AM

Item 1 Identifying Information (Continued)

I. Do you have World Wide Web site addresses?

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 Telephone Number: (972) 719-9001 MANAGING MEMBER Facsimile Number:

(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?

If "yes," complete Section 1.K. of Schedule D.

YES NO

L. Are you registered with a foreign financial regulatory authority?

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

CRD Number:

GROUP, LLC

158639

ADV - SEC Initial, Page 4

Rev. 11/2010

8/3/2011 11:00:01 AM

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:
 - $\slash\hspace{-0.4em}\overline{\hspace{-0.4em}\hspace{-0.4em}\hspace{-0.4em}\hspace{-0.4em}}$ (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;

(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. [7] (8) are a newly formed adviser relying on rule 203A-2(d) because you expect to be eligible for SEC registration within 120 days;

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

See Part 1A Instruction 2.f. to determine whether you should check this box. If you check

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT

this box, complete Section 2.A(8) of Schedule D.

CRD Number:

GROUP, LLC

ADV - SEC Initial, Page 5

8/3/2011 11:00:01 AM

Rev. 11/2010

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 the SEC;	an SEC <i>order</i> exempting	you from the prohibition a	against registration with
If you checked	this box, complete Section	on 2.A(11) of Schedule D.	
(12) are no longer of	eligible to remain register	ed with the SEC.	
See Part 1A In	structions 2.i. to determi	ne whether you should ch	eck this box.
If this is an initial applica notice of this and all sub your <i>notice filings</i> to add to receive notice of this a	and any amendments the ation, check the box(es) resequent filings you submitional state(s), check the and all subsequent filings op your notice filings from	e required to provide to stay file with the SEC. These next to the state(s) that you to the SEC. If this is an e box(es) next to the state you submit to the SEC. If n going to state(s) that come	e are called notice filings. ou would like to receive amendment to direct e(s) that you would like f this is an amendment
r _{AL}	Γ _{ID}	Γ _{MO}	F PA
Γ _{AK}	☐ IL	Γ _{MT}	Γ _{PR}
Γ _{AZ}	L IN	Γ _{NE}	Γ _{RI}
□ AR	Γ _{IA}	Γ _{NV}	Γ _{SC}
Г _{СА}	Γ _{KS}	Γ _{NH}	Г _{SD}
Γ _{CO}	KY	r N3	r _{tn}
r _{CT}	r LA	r _{NM}	Г _{тх}
Γ DE	F ME .	Γ _{NY}	Γ _{UT}
Γ DC	Γ _{MD}	Γ _{NC}	r vi
r _{FL}	Γ _{MA}	r ND	r. _{VI}
Γ _{GA}		L OH	Γ VA
Γ _{GU}	r MN	Гок	「 WA
Гн	Γ _{MS}	Γ OR	Γ _{wv}
:			□ WI
receives them and you o	lo not want to pay that st efore the end of the year	er notice filings from going tate's notice filing fee for t (December 31).	
A. How are you organized?		* * .	
•	ole Proprietorship		oility Partnership (LLP)
C Partnership	imited Liability Company	(LLC) C Other (spec	cify):
If you are changing you	r response to this Item, s	ee Part 1A Instruction 4.	

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

	(1) 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	ne: THE D. CHRIST	OPHER CAPITAL N	MANAGEMENT	CRD Number:
	OUP, LLC	eroenoen En			\$2
	/ - SEC Initial, P	. 1 18			Rev. 11/2010
8/3	/2011 11:00:01	LAM			4"
Iter	n 3 Form Of Orgai	nization (Continued	1)		
В	. In what month of December	does your fiscal year	end each year?		
С	2000 00 1107 00		try are you organize	ed?	
Iter	n 4 Successions	JIMILO			
					YES NO
	Are you, at the time adviser?	e of this filing, succee	eding to the busines	s of a registered in	nvestment C G
	If "yes," complete I	tem 4.B. and Section	4 of Schedule D.		
В.	Date of Succession:	(MM/DD/YYYY)			
Res and add	ponses to this Item provide us with da	help us understand ta we use when makinewly-formed advise	your business, assising regulatory policy	. Part 1A Instruct	or on-site examinations, on 5.a. provides
120		e .		2 22 2	10 33 71 36 W
A.	Approximately how include any clerical		o you have? Include	e full and part-time	e employees but do not
	۶ ₁₋₅	C 6-10	C 11-50	C 51-250	C 251-500
	C 501-1,000	More than	If more than 1,00 (round to the ne	0.0	
В.		.5			
	(1) Approximatel research)?	y how many of these	employees perform	investment advis	ory functions (including
	C 0	€ ₁₋₅	C 6-10	C₁1-50	C 51-250
<u>.</u>	C ₂₅₁₋₅₀₀	C 501-1,000	More than		,000, how many? nearest 1,000)
	(2) Approximatel	y how many of these	1	stered represental	tives of a broker-dealer?
	۰ ₀		C 6-10	C 11-50	C 51-250

If more than 1,000, how many? 251-500 501-1,000 More than (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	CRD Number:
GROUP, LLC	
ADV - SEC Initial, Page 7	Rev. 11/2010

8/3/2011 11:00:01 AM

Item 5 Information About Your Advisory Business (Continued)

(3) Approximately I	now many firms or o	ther persons solicit	advisory clients	on your behalf?
e 0	C 1-5	C 6-10	C 11-50	C 51-250
C 251-500	C 501-1,000	More than		,000, how many? 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.

funds)

Clie	ents										
C.	Participation of the	proximately h		nts did	you provide inves	tment a	idvisory	service	s during	g your r	nost-
	@ 0		∩ ₁₋₁₀		C 11-25	C 2	6-100		C 101	-250	
	ر ₂₅	1-500	C More than	n 500	If more than 500, (round to the nea	, how m	nany?				
D.	appro	ximate perce	nts do you haventage that ea total number	ch type	e of <i>client</i>	None	to 10%	11- 25%	26- 50%	51- 75%	More Than 75%
	(1)	Individuals	(other than h	igh net	worth individuals)) e	C	C	C	C	C
	(2)	High net wo	orth individual	s		e	C	C	(\mathcal{C}	~
	(3)	Banking or	thrift institution	ons		6	<i>></i> ^	~	C	Γ	C
	(4)	Investment	companies (i	ncludin	g mutual funds)	e	Ċ	C	C	Γ	\boldsymbol{C}
	(5)	Pension and participants	200 - 1 00 - 100	g plans	(other than plan	િ	C	C	r	r	C
	(6)	Other poole	ed investment	vehicle	es (e.g., hedge	•	\sim	~	C	Γ	\sim

(7)	Charitable organizations		r	\mathcal{C}	C	C	Γ	C
(8)	Corporations or other businesses i	not listed above		C	C	C	(e
(9)	State or municipal government en		e	C	~	, ,	C	C
(10)	Other:		c	C	C	C	C	C
	tegory "individuals" includes trusts, members, but does not include bus						and th	eir
	you provide advisory services purs ny registered under the Investment							
5.5(.)		ORM AD						2 44
	ORM APPLICATION FOR usiness Name: THE D. CHRISTO					EGIS	CRD N	
ROUP, LI	-c						j	
DV - SE	C Initial, Page 8					R	ev. 11	/201
3/201	1 11:00:01 AM							
		business (co	ntinued)					
ompensa	tion Arrangements	ousiness (ee	itindea)					
	A COLUMN TO A SHIP OF THE STATE				ll that a	apply):		
. You ar	tion Arrangements	advisory serv			ll that a	apply):	7	
You ar	tion Arrangements e compensated for your investmen	advisory serv			ll that a	apply):	ini da mara da	
. You ar	tion Arrangements e compensated for your investmen) A percentage of assets under you	advisory serv			ll that a	apply):		
. You ar ド(1) ド(2)	tion Arrangements e compensated for your investmen A percentage of assets under you Hourly charges	advisory serv management			ll that a	apply):	7	
. You ar ア (1) ア (2) ア (3) ア (4)	tion Arrangements e compensated for your investmen A percentage of assets under you Hourly charges Subscription fees (for a newslette Fixed fees (other than subscriptio	advisory serv management			ll that a	apply):	77	
ド You ar ド (1) ド (2) ド (3) ド (4)	tion Arrangements e compensated for your investmen A percentage of assets under you Hourly charges Subscription fees (for a newslette Fixed fees (other than subscription Commissions	advisory serv management			ll that a	apply):	7)	
ド(1) ド(2) ド(3) ド(4) ド(5)	e compensated for your investmen A percentage of assets under your Hourly charges Subscription fees (for a newslette Fixed fees (other than subscription Commissions Performance-based fees	advisory serv management			ll that a	apply):	7)	
E. You ar ド(1) ド(2) ド(3) ド(4) ド(5) ド(6)	tion Arrangements e compensated for your investmen A percentage of assets under you Hourly charges Subscription fees (for a newslette Fixed fees (other than subscription Commissions Performance-based fees Other (specify):	advisory serv management			II that a	apply):	7	
E. You ar ド(1) ド(2) ド(3) ド(4) ド(5) ド(6)	e compensated for your investmen A percentage of assets under your Hourly charges Subscription fees (for a newslette Fixed fees (other than subscription Commissions Performance-based fees	advisory serv management			ll that a	apply):	7)	
ド You ar ド (1) ド (2) ド (3) ド (4) ド (5) ド (6)	tion Arrangements e compensated for your investmen A percentage of assets under you Hourly charges Subscription fees (for a newslette Fixed fees (other than subscription Commissions Performance-based fees Other (specify):	advisory serv management			II that a	apply):	YE	s No
ド (1) Do	tion Arrangements e compensated for your investmen A percentage of assets under you Hourly charges Subscription fees (for a newslette Fixed fees (other than subscription Commissions Performance-based fees Other (specify):	advisory serv management or periodical)	ices by (c	heck a			YE c	s No
F. (1) Doorset	e compensated for your investmen A percentage of assets under you Hourly charges Subscription fees (for a newslette Fixed fees (other than subscriptio Commissions Performance-based fees Other (specify): der Management you provide continuous and regulaturities portfolios? yes, what is the amount of your assets	advisory serving management or periodical) in fees)	ces by (c	ement and to	service: tal num	s to aber of a	ه account	C
F. (1) Do sec (2) If y	e compensated for your investmen A percentage of assets under your Hourly charges Subscription fees (for a newslette Fixed fees (other than subscriptio Commissions Performance-based fees Other (specify): der Management you provide continuous and regulaturities portfolios? yes, what is the amount of your ass	r supervisory of sets under man	ces by (c	ement :	service: tal num Numbo	s to	ه account	C
E. You ar (1) (2) (3) (4) (5) (6) (7) (5) (6) (7) (7) (8) (9) (1) (2) (1) (2) (1) (2)	e compensated for your investmen A percentage of assets under your Hourly charges Subscription fees (for a newslette Fixed fees (other than subscription Commissions Performance-based fees Other (specify): der Management you provide continuous and regulation curities portfolios? yes, what is the amount of your assets U.S. Conservations Screetionary: (a) \$	r supervisory of the sunder management of periodical) of the sunder management of the sunder man	ices by (continued on the continued on t	ement and to Total	services tal num Numbo 0	s to aber of a	ه account	C
E. You ar (1) (2) (3) (4) (5) (6) (7) Ssets Uni (2) If y	e compensated for your investmen A percentage of assets under your Hourly charges Subscription fees (for a newslette Fixed fees (other than subscription Commissions Performance-based fees Other (specify): der Management you provide continuous and regulation curities portfolios? yes, what is the amount of your assets U.S. Conscretionary: (a) \$ con-Discretionary: (b) \$	r supervisory of sets under man	r managagement	ement :	services tal num Numbo 0	s to aber of a	ه account	C

Advisory Activities

follow these instructions carefully when completing this Item.

G. What type(s) of	advisory services do	you provide: Check a	ii that appiy.	
(1) Financia	al planning services			
17/1 17/05/6	- 12	dividuals and/or small	businesses	
SHIRDS STUMMANAS RISE NO	llv er es	vestment companies		
		usinesses or institution	al <i>clients</i> (other th	an investment
companies	1994) - Children Maria (1994) - Children (1994)		(0.11.0.0.0.0.0.0.0.0.0.0.0.0.0.0.0.0.0.	
(5) Pension	consulting services			3.50
「 (6) Selection	on of other advisers			*
(7) Publical	tion of periodicals or	newsletters		
「 (8) Securit	y ratings or pricing s	ervices		
「 (9) Market	timing services			
「 (10) Other	(specify):			
		u provide advisory serv registered under the Ir		
		FORM ADV		
UNIFORM AP	PLICATION FO	OR INVESTMENT	T ADVISER R	EGISTRATION
Primary Business N	ame: THE D. CHRIS	STOPHER CAPITAL M	IANAGEMENT	CRD Number:
	ame: THE D. CHRIS	STOPHER CAPITAL M	ANAGEMENT	CRD Number:
Primary Business N GROUP, LLC ADV - SEC Initial,		STOPHER CAPITAL M	IANAGEMENT	CRD Number:
GROUP, LLC	Page 9	STOPHER CAPITAL M	IANAGEMENT	
GROUP, LLC ADV - SEC Initial, 8/3/2011 11:00:	Page 9 01 AM			
GROUP, LLC ADV - SEC Initial, 8/3/2011 11:00:	Page 9 01 AM About Your Adviso	ory Business (Contin	ued)	Rev. 11/2010
GROUP, LLC ADV - SEC Initial, 8/3/2011 11:00: Item 5 Information H. If you provide fire	Page 9 D1 AM About Your Advisonancial planning serv	ory Business (Contin	ued)	
GROUP, LLC ADV - SEC Initial, 8/3/2011 11:00: Item 5 Information H. If you provide fin your last fiscal y	Page 9 D1 AM About Your Advisonancial planning server?	ory Business (Contin	u ed) nts did you provide	Rev. 11/2010
GROUP, LLC ADV - SEC Initial, 8/3/2011 11:00: Item 5 Information H. If you provide fix your last fiscal y	Page 9 D1 AM About Your Advisor ancial planning server? C 1-10	ory Business (Contin vices, to how many clied 11-25	nts did you provide	Rev. 11/2010 e these services during C 51-100
GROUP, LLC ADV - SEC Initial, 8/3/2011 11:00: Item 5 Information H. If you provide fing your last fiscal y	Page 9 D1 AM About Your Advisonancial planning server?	ory Business (Contin	u ed) nts did you provide	Rev. 11/2010 e these services during c 51-100 h, how many?
GROUP, LLC ADV - SEC Initial, 8/3/2011 11:00: Item 5 Information H. If you provide fit your last fiscal y C 101-250	Page 9 D1 AM About Your Advisor nancial planning server? C 1-10 C 251-500	ory Business (Contin vices, to how many clied 11-25	nts did you provide C 26-50 If more than 500 (round to the n	Rev. 11/2010 e these services during c 51-100 h, how many?
GROUP, LLC ADV - SEC Initial, 8/3/2011 11:00: Item 5 Information H. If you provide fir your last fiscal y 0 101-250 I. If you participat	Page 9 D1 AM About Your Advisor ancial planning serve ear? 1-10 251-500 e in a wrap fee program	ory Business (Contingices, to how many clied 11-25 More than 500 ram, do you (check all	nts did you provide C 26-50 If more than 500 (round to the n	Rev. 11/2010 e these services during c 51-100 h, how many?
GROUP, LLC ADV - SEC Initial, 8/3/2011 11:00: Item 5 Information H. If you provide fir your last fiscal y C 0 C 101-250 I. If you participat	Page 9 D1 AM About Your Advisor nancial planning servers? 1-10 251-500 e in a wrap fee programethe wrap fee program	ory Business (Contingices, to how many clied 11-25 More than 500 ram, do you (check all in ?	nts did you provide 26-50 If more than 500 (round to the nother apply):	Rev. 11/2010 e these services during c 51-100 h, how many?
GROUP, LLC ADV - SEC Initial, 8/3/2011 11:00: Item 5 Information H. If you provide fir your last fiscal y C 0 C 101-250 I. If you participat	Page 9 D1 AM About Your Advisor nancial planning servers? 1-10 251-500 e in a wrap fee programethe wrap fee program	ory Business (Contingices, to how many clied 11-25 More than 500 ram, do you (check all	nts did you provide 26-50 If more than 500 (round to the nother apply):	Rev. 11/2010 e these services during c 51-100 h, how many?
GROUP, LLC ADV - SEC Initial, 8/3/2011 11:00: Item 5 Information H. If you provide fir your last fiscal y C 0 C 101-250 I. If you participat C (1) sponsor C (2) act as a	Page 9 D1 AM About Your Advisor ancial planning servers 1-10 251-500 e in a wrap fee programe the wrap fee programe portfolio manager for	ory Business (Contingices, to how many clied 11-25 More than 500 ram, do you (check all in ?	nts did you provided 26-50 If more than 500 (round to the nother apply):	Rev. 11/2010 the these services during 51-100 how many? earest 500)
GROUP, LLC ADV - SEC Initial, 8/3/2011 11:00: Item 5 Information H. If you provide fir your last fiscal y C 0 C 101-250 I. If you participate (1) sponsor (2) act as a	Page 9 D1 AM About Your Advisor ancial planning servers 1-10 251-500 e in a wrap fee programe the wrap fee programe portfolio manager for	ory Business (Continuices, to how many clied 11-25 More than 500 ram, do you (check all m? In the wrap fee program, list	nts did you provided 26-50 If more than 500 (round to the nother apply):	Rev. 11/2010 e these services during C 51-100 how many? earest 500)
GROUP, LLC ADV - SEC Initial, 8/3/2011 11:00: Item 5 Information H. If you provide fir your last fiscal y Co Co 101-250 I. If you participate (1) sponsor (2) act as a If you are a por sponsors in Sec	Page 9 D1 AM About Your Advisor nancial planning servers? 1-10 251-500 The in a wrap fee program portfolio manager for a tion 5.1(2) of Scheduling and the servers of th	ory Business (Continuices, to how many clied 11-25 More than 500 ram, do you (check all im? In the wrap fee program, wrap fee program, list alle D.	nts did you provided 26-50 If more than 500 (round to the nathent apply): the names of the page of	Rev. 11/2010 the these services during 51-100 how many? earest 500)
GROUP, LLC ADV - SEC Initial, 8/3/2011 11:00: Item 5 Information H. If you provide fir your last fiscal y C 0 C 101-250 I. If you participat If you participat (1) sponsor (2) act as a If you are a por sponsors in Second	Page 9 D1 AM About Your Advisor ancial planning servers? 1-10 251-500 The in a wrap fee program portfolio manager for a tion 5.I(2) of Schedument in a wrap fee programment	ory Business (Contingices, to how many clied 11-25 More than 500 ram, do you (check all in ? In the wrap fee program, list alle D. In the difference of the program of the program is limited to recorded.	nts did you provided 26-50 If more than 500 (round to the nothat apply): The names of the processor of t	Rev. 11/2010 the these services during 51-100 how many? earest 500) programs and their fee programs to your
GROUP, LLC ADV - SEC Initial, 8/3/2011 11:00: Item 5 Information H. If you provide fir your last fiscal y Co 101-250 I. If you participat (1) sponsor (2) act as a If you are a por sponsors in Section of Your involvencients, or your	Page 9 D1 AM About Your Advisor ancial planning services? 1-10 251-500 The in a wrap fee program portfolio manager for a tion 5.I(2) of Schedulent in a wrap fee production of the w	ory Business (Continuices, to how many clied 11-25 More than 500 ram, do you (check all im? In the wrap fee program, wrap fee program, list alle D.	nts did you provided 26-50 If more than 500 (round to the nothat apply): The names of the processor of t	Rev. 11/2010 The these services during The first services during The fir
GROUP, LLC ADV - SEC Initial, 8/3/2011 11:00: Item 5 Information H. If you provide fir your last fiscal y C 0 C 101-250 I. If you participat If you participat (1) sponsor (2) act as a If you are a por sponsors in Second	Page 9 D1 AM About Your Advisor ancial planning services? C 1-10 C 251-500 In a wrap fee program portfolio manager for a tion 5.I(2) of Schedulent in a wrap fee production of the production	ory Business (Contingices, to how many clied 11-25 More than 500 ram, do you (check all in ? In the wrap fee program, list alle D. In the difference of the program of the program is limited to recorded.	nts did you provided 26-50 If more than 500 (round to the nothat apply): The names of the processor of t	Rev. 11/2010 The these services during The first services during The fir

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 a	dvisor	
(4) Real estate broker, dealer, or agent		
(5) Insurance broker or agent		
(6) Bank (including a separately identifiable department or division of a bank)	20	
(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)?	C	6
(2) If yes, is this other business your primary business?	(r
If "yes," describe this other business on Section 6.B. of Schedule D.		
	YES	
(3) Do you sell products or provide services other than investment advice to your advisory clients?	C	•
FORM ADV		ŀ
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTS	RATIO	N
Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT C	RD Num	ber:
AND AND STORES	RD Num	ber:
GROUP, LLC	RD Num 	
GROUP, LLC		
GROUP, LLC ADV - SEC Initial, Page 10 Rev		
GROUP, LLC ADV - SEC Initial, Page 10 Re 8/3/2011 11:00:01 AM Item 7 Financial Industry Affiliations	v. 11/2	
GROUP, LLC ADV - SEC Initial, Page 10 Res 8/3/2011 11:00:01 AM Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. T information identifies areas in which conflicts of interest may occur between you and your clients.	v. 11/2	010
GROUP, LLC ADV - SEC Initial, Page 10 Rev 8/3/2011 11:00:01 AM Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. T	v. 11/2	010
GROUP, LLC ADV - SEC Initial, Page 10 Res 8/3/2011 11:00:01 AM Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. T information identifies areas in which conflicts of interest may occur between you and your clied. Item 7 requires you to provide information about you and your related persons. Your related all of your advisory affiliates and any related person that is under common control with you.	v. 11/2	010
GROUP, LLC ADV - SEC Initial, Page 10 Res 8/3/2011 11:00:01 AM Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. T information identifies areas in which conflicts of interest may occur between you and your clied. Item 7 requires you to provide information about you and your related persons. Your related 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):	v. 11/2 his ents. persons	010
ADV - SEC Initial, Page 10 Res 8/3/2011 11:00:01 AM Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. T information identifies areas in which conflicts of interest may occur between you and your clied. Item 7 requires you to provide information about you and your related persons. Your related 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)	v. 11/2 his ents. persons	010
GROUP, LLC ADV - SEC Initial, Page 10 Res 8/3/2011 11:00:01 AM Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. T information identifies areas in which conflicts of interest may occur between you and your clied 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)	his ents.	010
ADV - SEC Initial, Page 10 Res 8/3/2011 11:00:01 AM Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. T information identifies areas in which conflicts of interest may occur between you and your clie Item 7 requires you to provide information about you and your related persons. Your related 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 and	his ents.	010
GROUP, LLC ADV - SEC Initial, Page 10 Res 8/3/2011 11:00:01 AM Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. T information identifies areas in which conflicts of interest may occur between you and your clienter 7 requires you to provide information about you and your related persons. Your related 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 and (5) banking or thrift institution (6) accountant or accounting firm	his ents.	010
GROUP, LLC ADV - SEC Initial, Page 10 Res 8/3/2011 11:00:01 AM Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. T information identifies areas in which conflicts of interest may occur between you and your clied. Item 7 requires you to provide information about you and your related persons. Your related 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 and (5) banking or thrift institution (6) accountant or accounting firm (7) lawyer or law firm	his ents.	010
GROUP, LLC ADV - SEC Initial, Page 10 Res 8/3/2011 11:00:01 AM Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. T information identifies areas in which conflicts of interest may occur between you and your clied. Item 7 requires you to provide information about you and your related persons. Your related 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 and (5) banking or thrift institution (6) accountant or accounting firm (7) lawyer or law firm (8) insurance company or agency	his ents.	010
GROUP, LLC ADV - SEC Initial, Page 10 Res 8/3/2011 11:00:01 AM Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. T information identifies areas in which conflicts of interest may occur between you and your clied. Item 7 requires you to provide information about you and your related persons. Your related 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 and (5) banking or thrift institution (6) accountant or accounting firm (7) lawyer or law firm	his ents.	010

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 <u>SEC-registered advisers</u> 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.

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

GROOP, LLC

ADV - SEC Initial, Page 11

8/3/2011 11:00:01 AM

Rev. 11/2010

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)?
- 6 0
- (2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory clients?

(* (

APP175

(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))?		૯
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)?	r	e
(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?	િ	C
(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)?	િ	۲
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?	e	r
(2) amount of securities to be bought or sold for a client's account?	e	C
(3) broker or dealer to be used for a purchase or sale of securities for a client's account?	e	r
(4) commission rates to be paid to a broker or dealer for a client's securities transactions?	C	•
FORM ADV		
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRA	TIO	N
Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRE) Nun	ıber:
GROUP, LLC		
ADV - SEC Initial, Page 12 Rev.	11/2	010
8/3/2011 11:00:01 AM	DATE TO B. C 1	
Item 8 Participation or Interest in Client Transactions (Continued)		
D. Do you or any related person recommend brokers or dealers to clients?	e	C
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?	6	۲
F. Do you or any <i>related person</i> , directly or indirectly, compensate any <i>person</i> for <i>client</i> referrals?	•	C
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.	N.	
Item 9 Custody	130	8 50
In this Item, we ask you whether you or a <i>related person</i> has <i>custody</i> of <i>client</i> assets and about custodial practices.	t your	

A.	(1) Do you have <i>custody</i> of any a	dvisory <i>clients'</i> :	Yes	No
	(a) cash or bank accounts?		C	F
	custody solely because (i) you de related person maintains client fu	d with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if yo duct your advisory fees directly from your clients' accounts, nds or securities as a qualified custodian but you have overo erationally independent (pursuant to Advisers Act rule 206(4)	or (ii, come) a the
	(2) If you checked "yes" to Item and total number of <i>clients</i> fo	9.A(1)(a) or (b), what is the amount of <i>client</i> funds and second which you have <i>custody</i> :	urities	5
	U.S. Dollar Amount	Total Number of Clients		
	(a)\$	(b)		
	•	qualified custodian of client assets, do not include the amour hose clients in your response to Item 9.A.(2). Instead, inclu tem 9.B.(2).		ət
в.	(1) Do any of your related person	ns have custody of any of your advisory clients':	Yes	No
	(a) cash or bank accounts?		$\boldsymbol{\mathcal{C}}$	C
	(b) securities?		€	Œ
	You are required to answer this it	rem regardless of how you answered Item 9.A.(1)(a) or (b).		
		9.B.(1)(a) or (b), what is the amount of <i>client</i> funds and sector which your related persons have <i>custody</i> :	curitie	!S
	U.S. Dollar Amount	Total Number of Clients		
	(a)\$	(b)		
C.	If you or your related persons ha apply:	ve custody of client funds or securities, check all the following	ng tha	t
		s account statements at least quarterly to the investors in the you manage.	ne	Γ
	(2) An independent public account	ntant audits annually the pooled investment vehicle(s) that yncial statements are distributed to the investors in the pools		Г
	(3) An independent public account securities.	ntant conducts an annual surprise examination of <i>client</i> fund	s and	Γ
		ntant prepares an internal control report with respect to cust lated persons are qualified custodians for client funds and	odial:	Γ
		B) or C.(4), list in Section 9.C. of Schedule D the accountant examination or prepare an internal control report.	s that	are
D.	Do you or your related persons a advisory services you provide to	ct as qualified custodians for your <i>clients</i> in connection with clients?	Yes	No No
	(1) you act as a qualified custodi	an	4	e
	(2) your related persons act as q	ualified custodians	C	F

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.

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT

CRD Number:

GROUP, LLC

ADV - SEC Initial, Page 13 8/3/2011 11:00:01 AM

Rev. 11/2010

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 advisory affiliate: YES NO (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any felony? (2) been charged with any felony? 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 advisory affiliate: (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a misdemeanor involving: investments or an investmentrelated 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? (2) been charged with a misdemeanor listed in 11.B(1)? 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.

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT	CRD Number:
GROUP, LLC	
ADV - SEC Initial, Page 14	Rev. 11/2010
8/3/2011 11:00:01 AM	

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 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 SEC or CFTC regulations or statutes?	C	e
(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?	C	e
(4)	entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with <i>investment-related</i> activity?	(C
(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?	C	6

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?	D. Has any other federal regulatory agency, any state regulatory agency, or any foreign		
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?	financial regulatory authority:		
 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: found you or any advisory affiliate to have made a false statement or omission? 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)? 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? 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? 	18.00	C	•
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?	사용하는 사용하게 하면 하면 하면 있는데 아무슨 사용이 되었다. 그는 사용하게 되었다면 하는 사용하지 않는데 사용하게 되었다면 하는데 하는데 사용하게 하는데 사용하게 되었다면 하는데 하는데 하는데 사용하게 되었다면 하는데	C	e
connection with an <i>investment-related</i> activity? (5) ever denied, suspended, or revoked your or any <i>advisory affiliate's</i> registration or license, or otherwise prevented you or any <i>advisory affiliate</i> , by <i>order</i> , from associating with an <i>investment-related</i> business or restricted your or any <i>advisory affiliate's</i> activity? E. Has any <i>self-regulatory organization</i> or commodities exchange ever: (1) <i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission? (2) <i>found</i> you or any <i>advisory affiliate</i> to have been <i>involved</i> in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the SEC)? (3) <i>found</i> you or any <i>advisory affiliate</i> to have been the cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted? (4) disciplined you or any <i>advisory affiliate</i> by expelling or suspending you or the <i>advisory affiliate</i> from membership, barring or suspending you or the <i>advisory affiliate's</i> activities?	related business having its authorization to do business denied, suspended, revoked,		•
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 membership, barring or suspending you or the advisory affiliate's activities?	· 프로프로 - 19 10 11 11 11 11 11 11 11 11 11 11 11 11	C	e
 (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? 	license, or otherwise prevented you or any advisory affiliate, by order, from associating with an investment-related business or restricted your or any advisory	۲	6
 (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? 	E. Has any self-regulatory organization or commodities exchange ever:		
 (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? 	(1) found you or any advisory affiliate to have made a false statement or omission?	\subset	•
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?	(other than a violation designated as a "minor rule violation" under a plan approved	۲	F
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?	business having its authorization to do business denied, suspended, revoked, or	C	e
FORM ADV	advisory affiliate from membership, barring or suspending you or the advisory affiliate from association with other members, or otherwise restricting your or the	~	e
	FORM ADV		

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT	CRD Number:
GROUP, LLC	
ADV - SEC Initial, Page 15	Rev. 11/2010
8/3/2011 11:00:01 AM	

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?	r	•
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.?	C	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?	C	ᠬ
	(b)	ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations?	\mathcal{C}	e
	(c)	ever dismissed, pursuant to a settlement agreement, an <i>investment-related</i> civil action brought against you or any <i>advisory affiliate</i> by a state or <i>foreign financial regulatory authority</i> ?	C	e
(2)		you or any advisory affiliate now the subject of any civil proceeding that could ult 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 <u>and</u> 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.

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT
GROUP, LLC

CRD Number:

ADV SEC Initial Da

ADV - SEC Initial, Page 16

8/3/2011 11:00:01 AM

Rev. 11/2010

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.

1	-	0	N	-
T	ᆮ	Э	1.4	u

A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?

C

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 C C or more on the last day of its most recent fiscal year?

APP181

	70 73	of another person (other than a natural person) that had total assets of \$5 on or more on the last day of its most recent fiscal year?	C	C	
С.	Are you:				
	asset	colled by or under common control with another investment adviser that had as under management of \$25 million or more on the last day of its most recent year?	r	(
	perso	colled by or under common control with another person (other than a natural on) that had total assets of \$5 million or more on the last day of its most recent year?	, ,	C	

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT	CRD Number
GROUP, LLC	
ADV - SEC Initial, Part 1B, Page 1	Rev. 11/2010
8/3/2011 11:00:01 AM	

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.

□ _{AL}	Γ _{ID}	Γ _{MO}	Γ _{PA}
Γ: _{AK}	Γ _{IL}	Γ _{MT}	r PR
Γ _{AZ}	r in	Γ _{NE}	┌ RI
□ AR	Γ IA	Γ _{NV}	Γ _{sc}
┌ CA	Г _{KS}	Γ _{NH}	Γ _{SD}
Г co	Γ KY	Γ _{NJ}	r TN
П ст	r LA	Γ _{NM}	┌ _{TX}
□ DE	Γ _{ME}	Γ _{NY}	Γ UT
□ DC	Γ MD	Γ _{NC}	L AL
ſ _{FL}	r _{MA}	Γ _{ND}	┌ ∧ı
□ GA	Γ _{MI}	Гон	┌ VA
□ GU	Γ _{MN}	Гок	Γ WA
Г ні	Γ _{MS}	「 OR	r wv

art 1B Item 2 - Add	litional Informat	tion			
A. Person responsibl	e for supervision	and compliance:		1.00	1250
Name:					
Title:					
ine.			•		
Telephone:			Fax:	1	
Number and Stre	et 1:	Number and St	reet 2:		
City:	State:	Country:	ZIP+4/Postal Code:		
City.	State.	Codito y.	ZIF +4/FOStal Code.		
Email address, if	available:				
			9		
If this address is	a private resident	ce, check this box:			
		ed by your home state.			
	suing Insurance C	. 15 57			
	70.00 mm - 10.00 mm (20.00 mm)	**************************************			
(2) Amount of	Bond:				
\$.00					
(3) Bond Policy	/ Number:				
				Yes N	O
		e you in compliance with	h your home state's minimum	(
capital requireme	ents?				
		FORM ADV			
UNIFORM AP	PLICATION	FOR INVESTMEN	IT ADVISER REGISTR	MOITA	ı
rimary Rueinace Na	ame: THE D. CHE	RISTOPHER CAPITAL I	MANAGEMENT CE	D Numb	10
C 5 N W	mic. The D. Cit.	do Torner Cartrae	THE STATE OF THE S	.D IVailio	
ROUP, LLC	D		5	44.420	
DV - SEC Initial,		2	Rev	. 11/20	, 1
/3/2011 11:00:0	II AM				
art 1B Item 2 - Add	ditional Informa	tion (Continued)			
art 15 Item 2 - Au	attonal Informa	tion (continued)		Yes !	N
For "vee" answers to	the following que	stion, complete a Bond I	DDD	163 1	
	k 📆 - 🐧	ied, paid out on, or rev		_	_
					•
85 1000 FG	(CE) 16	stion, complete a Judgm		~	,
		ments or liens against y		ı	•
		stions, complete an Arbi			
to not the filter production of the production o			on currently the subject of, or		
			rson been the subject of, an		
			nvolving any of the following:	some i	
(1) any investr	nent or an investo	nent-related business of	activity?	(-	1

	(2) fraud, false statement, or omission?	~	C
	(3) theft, embezzlement, or other wrongful taking of property?	0	\mathcal{C}
	(4) bribery, forgery, counterfeiting, or extortion?	-	C
	(5) dishonest, unfair, or unethical practices?	~	C .
ē	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?	0	\sim
86	(2) fraud, false statement, or omission?	\mathcal{C}	\mathcal{C}
	(3) theft, embezzlement, or other wrongful taking of property?	C	(
	(4) bribery, forgery, counterfeiting, or extortion?	~	~
	(5) dishonest, unfair, or unethical practices?	C	~
11. 32.	G. Other Business Activities		
ä	(1) You are actively engaged in business as a(n) (check all that apply):		
	Γ _{Attorney}		3
	Certified Public Accountant		
	Tax Preparer		

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT	CRD Number:
GROUP, LLC	
ADV - SEC Initial, Part 1B, Page 3	Rev. 11/2010
8/3/2011 11:00:01 AM	

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	C	r
\$100,001 to \$500,000	۲	r
\$500,001 to \$1,000,000	ر څ	C
\$1,000,001 to \$2,500,000	C	C
\$2,500,001 to \$5,000,000	C	Ċ
More than \$5,000,000	C	C

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 \$1,00		
2.700.3000.000	******	. Lance
I. Custodia	Yes	No
I. Custody (1) Do you withdraw advisory fees directly from your clients' accounts? If you answered	C	
"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?	C	C
(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	۲
(c) Do your clients provide written authorization permitting you to be paid directly for their accounts held by the custodian or trustee?	(ر
(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:	۲	ر
(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?	C	۲
(3) Do you require the prepayment of fees of more than \$500 per client and for six months or more in advance?	~	C
FORM ADV		
	Num	ber:
GROUP, LLC	1 /2	010
ADV - SEC Initial, Part 1B, Page 4 Rev. 1 8/3/2011 11:00:01 AM	11/2	010
8/3/2011 11:00:01 AM		
Part 1B Item 2 - Additional Information (Continued)		
	Yes	No
If you are organized as a sole proprietorship, please answer the following:	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?	Yes	No C
 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? (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 C
 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? (b) Have you passed, on or after January 1, 2000, the Series 66 examination and also 	Yes	No C C
 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? (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? 	Yes	No CCC
 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? (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 	Yes	No CC
 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? (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") 	Yes	No CC C
 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? (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") 	Yes	No CC
 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? (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") 	Yes	No CC
 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? (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") 	Yes	No CC

(3) Your Social Security Number:

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRD Number:

GROUP, LLC

ADV-SEC Initial, Part 2

Rev. 11/2010

8/3/2011 11:00:01 AM

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

ADV - SEC Initial, SCHEDULE A

Rev. 11/2010

8/3/2011 11:00:01 AM

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, sonin-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

APP186

- (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.
- 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

D - 50% but less than

are:

25%

75%

A - 5% but less than

C - 25% but less than

E - 75% or more

10% 50%

- 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		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	Е	Y	N	

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT

CRD Number:

GROUP, LLC

ADV - SEC Initial, SCHEDULE B

8/3/2011 11:00:01 AM

Rev. 11/2010

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

C - 25% but less than

E - 75% or more

are:

50% 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

CRD Number:

GROUP, LLC

ADV - SEC Initial, SCHEDULE C

Rev. 11/2010

8/3/2011 11:00:01 AM

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 NA - less than

C - 25% but less

G - Other (general partner, trustee,

are:

5%

than 50%

or elected member)

A - 5% but less D - 50% but less than 10%

than 75%

than 25%

4. 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

CRD Number:

GROUP, LLC

ADV - SEC Initial, SCHEDULE D Page 1

8/3/2011 11:00:01 AM

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 - SEC Initial, SCHEDULE D, Page 2 8/3/2011 11:00:01 AM

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

CRD Number:

GROUP, LLC

ADV - SEC Initial, SCHEDULE D, Page 3 8/3/2011 11:00:01 AM

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

CRD Number:

GROUP, LLC

ADV - SEC Initial, SCHEDULE D, Page 4

Rev. 11/2010

8/3/2011 11:00:01 AM

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

Yes No

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC $\,^{\circ}$ rule 203(b)(3)-1?

Are your *clients* solicited to invest in the limited partnership, limited liability company, or other private fund?

6 C

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

CRD Number:

GROUP, LLC

ADV - SEC Initial, SCHEDULE D, Page 5

Rev. 11/2010

8/3/2011 11:00:01 AM

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

CRD Number:

GROUP, LLC

ADV - SEC Initial, DRP Pages

Rev. 11/2010

8/3/2011 11:00:01 AM

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

CRD Number:

GROUP, LLC

ADV - SEC Initial, Execution Pages

Rev. 11/2010

8/3/2011 11:00:01 AM

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

08/03/2011

Printed Name: DELSA THOMAS Title:

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:	* *
The many that where the second	The Historian State (1979)
State Registered Inves	tment 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.

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	

Privacy Legal Use of Web CRD®, IARDTM, or PFRDTM is governed by the Terms & Conditions. ©2014 FINRA. All rights reserved. FINRA is a registered trademark of the Financial Industry Regulatory Authority, Inc.

EXHIBIT 10 TO MAGEE DECLARATION

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, Page 1 8/15/2011 10:07:54 AM 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: 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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, Page 2

Rev. 11/2010

8/15/2011 10:07:54 AM

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

ADV - Other-Than-Annual Amendment, Page 3

Rev. 11/2010

8/15/2011 10:07:54 AM

Item 1 Identifying Information (Continued)

YES NO

I. Do you have World Wide Web site addresses?

CE

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.

APP201

Some advisers may need to list more than one portal address. Do not provide individual electronic mail addresses in response to this Item.

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 C 6

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?

If "yes," complete Section 1.K. of Schedule D.

YES NO 0

L. Are you registered with a foreign financial regulatory authority? 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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, Page 4

Rev. 11/2010

8/15/2011 10:07:54 AM

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;

- [(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:

ADV - Other-Than-Annual Amendment, Page 5 8/15/2011 10:07:54 AM

Rev. 11/2010

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.

the SEC;

If you checked	this box, complete Section	on 2.A(11) of Schedule D.	,
「 (12) are no longer e	ligible to remain register	ed with the SEC.	
See Part 1A Ins	tructions 2.i. to determin	ne whether you should ch	eck this box.
B. Under state laws, SEC-rea a copy of the Form ADV at If this is an initial application notice of this and all substyour notice filings to addit to receive notice of this at to your registration to stouncheck the box(es) next uncheck the box(es) next AL AK AZ AR CA CO CT CT DE GA GU HI	and any amendments the tion, check the box(es) n equent filings you submitional state(s), check the all subsequent filings on your notice filings from	y file with the SEC. These ext to the state(s) that yet to the SEC. If this is an box(es) next to the state you submit to the SEC. If	e are called <i>notice filings</i> . ou would like to receive amendment to direct e(s) that you would like f this is an amendment
If you are amending your receives them and you do amendment must filed bettem 3 Form Of Organizatio A. How are you organized? C. Corporation C. So	o not want to pay that sta efore the end of the year	ate's notice filing fee for to (December 31).	· ·
C Partnership C Li If you are changing your	mited Liability Company response to this Item, se		cify):

[11] have received an SEC order exempting you from the prohibition against registration with

GROUP, LLC

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT

CRD Number:

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

	Rev. 11/2010
3/15/2011 10:07:54 AM	*
tem 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	THE WAR TWO THE PARTY OF
tem 4 Successions	
	YES NO
A. Are you, at the time of this filing, succeeding to the business of a registered investor adviser?	nent C C
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 i	report
the succession again. Instead, check "No." See Part 1A Instruction 4.	
and the second s	
Item 5 Information About Your Advisory Business Responses to this Item help us understand your business, assist us in preparing for on-	elte evaminations
and provide us with data we use when making regulatory policy. Part 1A Instruction 5.	
additional guidance to newly-formed advisers for completing this Item 5.	a. provides
Employees	
A. Approximately how many <i>employees</i> do you have? Include full and part-time <i>emp</i> include any clerical workers.	loyees but do not
6 1- 5 C 6-10 C 11-50 C 51-250	251-500
	231 300
Sol-1,000 Protection (round to the persect 1 000)	
1,000	
B.	mations /instruction
(1) Approximately how many of these employees perform investment advisory fu research)?	inctions (including
C ₀	C 51-250
C 251-500 C 501-1,000 C More than If more than 1,000,	how many?
1,000 (round to the near	
(2) Approximately how many of these employees are registered representatives	of a broker-dealer?
	C 51-250
0 1-5 6-10 11-50	51-250

If more than 1,000, how many? 251-500 501-1,000 More than (round to the nearest 1,000) 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	CRD Number:
GROUP, LLC	
ADV - Other-Than-Annual Amendment, Page 7	Rev. 11/2010
8/15/2011 10:07:54 AM	

(3) Approximately I	now many firms or o	ther <i>persons</i> solicit	t advisory <i>clients</i> on yo	ur behalf?
۰ o	C 1-5	C 6-10	C 11-50	C 51-250
C 251-500	C 501-1 000	C More than	If more than 1,000,	how many

(round to the nearest 1,000) 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

(6)

funds)

100.00	ately how many <i>client</i> : pleted fiscal year?	s did you provide inv	estment advisory ser	rvices during your most-
e 0	C 1-10	C 11-25	C 26-100	C 101-250

(round to the nearest 500)

1-10 C 11-25 26-100 More than 500 If more than 500, how many? C 251-500

Other pooled investment vehicles (e.g., hedge

Item 5 Information About Your Advisory Business (Continued)

D. What types of clients do you have? Indicate the None Up 11-26-51- More approximate percentage that each type of client to 25% 50% 75% Than 10% comprises of your total number of clients. 75% Individuals (other than high net worth individuals) (1)(2) High net worth individuals Banking or thrift institutions (3)(4) Investment companies (including mutual funds) (5)Pension and profit sharing plans (other than plan participants)

(7)	Charitable organizations		(C	\mathcal{C}	\mathcal{C}	((<u></u>
(8)	Corporations or other bus		0	((C	C	O
(9)	State or municipal govern	ment entities	•	(C	\sim	C
(10)	Other:		•	Γ	\mathcal{C}	\sim	~	~
	ategory "individuals" include members, but does not inc						and th	eir
	s you provide advisory serve any registered under the In).			A STATE OF THE STA				
		FORM ADV						
UNIF	ORM APPLICATION		NT AD	VIS	ER RE	GIST	RAT:	ION
Primary I	Business Name: THE D. C	HRISTOPHER CAPITAL	MANAG	SEMEN	NT		CRD N	umber
GROUP, I							1	
	ther-Than-Annual Ame	endment, Page 8				R	ev. 11	/2010
	011 10:07:54 AM	Began, 1902-2003 Began Began Personal P						
SANGE POST DESCRIPTION								
Item 5 In	nformation About Your A	dvisory Business (Conti	nued)					
Compens	ation Arrangements							
E. You a	re compensated for your in	vestment advisory service	s by (cl	neck a	II that a	pply):		
) A percentage of assets u							
- 22	2) Hourly charges	naa. your management						
2000	3) Subscription fees (for a n	owslatter or periodical)						
	Fixed fees (other than su	8 (5)						
	A B	oscription rees)						
	5) Commissions							
* 1	5) Performance-based fees							
, (7) Other (specify):							
Assets Ur	nder Management							
							VE	s NO
F (1) D	o you provide continuous ar	nd regular supervisory or r	manage	ment	services	to	YE:	5 NO
731 752	ecurities portfolios?	id regular supervisory or i	nanage	,,,cire	ser vices			•
(2) If	yes, what is the amount of	your assets under manag	ement	and to	tal num	ber of a	ccount	5?
		U.S. Dollar Amount		Total	Numbe	er of Acc	counts	
D	iscretionary:	(a) \$ 0 .00		(d)	0			
N	on-Discretionary:	(b) \$ 600000000	į.	_ (e)	1			
	abal:	0.00			0			
. 1	otal:	(c) \$ 600000000 0.00		(f)	± 0			
		0.00			U			

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

	1
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	35
(3) Portfolio management for investment companies	
(4) Portfolio management for businesses or institutional <i>clients</i> (other than i companies)	nvestment
(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 in contract to an investment company registered under the Investment Company A	
FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REG Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT	CRD Number:
GROUP, LLC	
ADV - Other-Than-Annual Amendment, Page 9	Rev. 11/2010
8/15/2011 10:07:54 AM	
Itom E Information About Your Advisory Business (Continued)	
Item 5 Information About Your Advisory Business (Continued) H. If you provide financial planning services, to how many clients did you provide the	ese services durina
your last fiscal year?	
C ₀ C ₁₋₁₀ C ₁₁₋₂₅ C ₂₆₋₅₀	C 51-100
C 101-250 C 251-500 C More than 500 If more than 500, ho	ow many?
(round to the neare	est 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 prog sponsors in Section 5.I(2) of Schedule D.	grams and their

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	743	
(3) Futures commission merchant, commodity pool operator, or commodity tradin	g advisor	
(4) Real estate broker, dealer, or agent	3	
(5) Insurance broker or agent		
(6) Bank (including a separately identifiable department or division of a bank)		
(7) Other financial product salesperson (specify):		
(7) Other financial product salesperson (specify):	VEC	NO
B (a) A (b) A (b) A (c)	YES	
B. (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?	1 (*)	•
(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?	C	e
FORM ADV		
Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT	CRD Nun	nber:
GROUP, LLC		2040
STATES OF THE ST	Rev. 11/2	2010
8/15/2011 10:07:54 AM		
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		
, , , , , , , , , , , , , , , , , , , ,		are
	ed persons	
Item 7 requires you to provide information about you and your related persons. Your related all of your advisory affiliates and any related person that is under common control with your	0.0	
Item 7 requires you to provide information about you and your related persons. Your related all of your advisory affiliates and any related person that is under common control with your advisory affiliates.	0.0	s-1100000
Item 7 requires you to provide information about you and your related persons. Your relate 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):	J	
Item 7 requires you to provide information about you and your <i>related persons</i> . Your <i>related</i> all of your <i>advisory affiliates</i> and any <i>related person</i> that is under common <i>control</i> with you A. You have a <i>related person</i> that is a (check all that apply): [(1) broker-dealer, municipal securities dealer, or government securities broker or or government.	J	
Item 7 requires you to provide information about you and your <i>related persons</i> . Your <i>related</i> all of your <i>advisory affiliates</i> and any <i>related person</i> that is under common <i>control</i> with you A. You have a <i>related person</i> that is a (check all that apply): [1] (1) broker-dealer, municipal securities dealer, or government securities broker or (2) investment company (including mutual funds)	J	e Hills
Item 7 requires you to provide information about you and your related persons. Your related all of your advisory affiliates and any related person that is under common control with your advisory affiliates and any related person that is under common control with your accordance are related person that is a (check all that apply): [1] (1) broker-dealer, municipal securities dealer, or government securities broker or (2) investment company (including mutual funds) [3] (3) other investment adviser (including financial planners)	dealer	
Item 7 requires you to provide information about you and your related persons. Your relate all of your advisory affiliates and any related person that is under common control with your advisory affiliates and any related person that is under common control with your all you have a related person that is a (check all that apply): (1) broker-dealer, municipal securities dealer, or government securities broker or (2) investment company (including mutual funds) (3) other investment adviser (including financial planners) (4) futures commission merchant, commodity pool operator, or commodity trading	dealer	11217
Item 7 requires you to provide information about you and your related persons. Your related all of your advisory affiliates and any related person that is under common control with your advisory affiliates and any related person that is under common control with your accordance are related person that is a (check all that apply): [1] (1) broker-dealer, municipal securities dealer, or government securities broker or (2) investment company (including mutual funds) [3] (3) other investment adviser (including financial planners)	dealer	
Item 7 requires you to provide information about you and your related persons. Your related all of your advisory affiliates and any related person that is under common control with your advisory affiliates and any related person that is under common control with your advisory affiliates and any related person that is under common control with your A. You have a related person that is a (check all that apply): (1) broker-dealer, municipal securities dealer, or government securities broker or (2) investment company (including mutual funds) (3) other investment adviser (including financial planners) (4) futures commission merchant, commodity pool operator, or commodity trading (5) banking or thrift institution	dealer	

Г	(8) insurance company or agency
Γ	(9) pension consultant
Γ	(10) real estate broker or dealer
Γ	(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 <u>SEC-registered advisers</u> 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.

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, Page 11

Rev. 11/2010

8/15/2011 10:07:54 AM

Item 8 Participation or Interest in Client Transactions (Continued)

Proprietary Interest in Client Transactions

A. Do you or any related person:

Yes No

APP210

(1) buy securities for yourself from advisory <i>clients</i> , or sell securities you own to advisory	\mathcal{C}	6
clients (principal transactions)? (2) buy or sell for yourself securities (other than shares of mutual funds) that you also	c	۲
recommend to advisory <i>clients</i> ? (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))?		
Sales Interest in Client Transactions		Ì
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)?	۲	۴
(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?	૯	۲
(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)?	•	C
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?	•	C
(2) amount of securities to be bought or sold for a client's account?	•	r
(3) broker or dealer to be used for a purchase or sale of securities for a client's account?	•	C
(4) commission rates to be paid to a broker or dealer for a client's securities transactions?	\sim	6
FORM ADV		- 1
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRA	TIC	N
	Nun	nber:
GROUP, LLC	ser - Maries	
ADV - Other-Than-Annual Amendment, Page 12 Rev.	11/2	2010
8/15/2011 10:07:54 AM		
Item 8 Participation or Interest in Client Transactions (Continued)		
D. Do you or any related person recommend brokers or dealers to clients?	e	C.
E. Do you or any <i>related person</i> receive research or other products or services other than	G	r
execution from a broker-dealer or a third party in connection with <i>client</i> securities transactions?		800
F. Do you or any <i>related person</i> , directly or indirectly, compensate any <i>person</i> for <i>client</i> referrals?	િ	۲
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.

In this Item,	, we ask you whether	you or a related	person has custody	of client assets	and about yo	ur
custodial pra	actices.					

A.	(1) Do you have custody of any a	advisory clients':	Yes	No
	(a) cash or bank accounts?		્ •€	Œ
	(b) securities?		€.	æ
	custody solely because (i) you de related person maintains client fu	ed with the SEC, answer "No" to Item 9.A.(1)(a) and (b) educt your advisory fees directly from your clients' accou unds or securities as a qualified custodian but you have o erationally independent (pursuant to Advisers Act rule 20	ınts, or (ii, overcome) a the
	(2) If you checked "yes" to Item and total number of <i>clients</i> for	9.A(1)(a) or (b), what is the amount of client funds and or which you have custody:	l securities	S
	U.S. Dollar Amount	Total Number of Clients		
	(a)\$	(b)		
		qualified custodian of client assets, do not include the ar those clients in your response to Item 9.A.(2). Instead, a Item 9.B.(2).		at
В.	(1) Do any of your related perso.	ns have custody of any of your advisory clients':	Yes	. No
	(a) cash or bank accounts?		£C	G
	(b) securities?			e
	You are required to answer this i	tem regardless of how you answered Item 9.A.(1)(a) or	•	•
		9.B.(1)(a) or (b), what is the amount of <i>client</i> funds an or which your related persons have <i>custody</i> :	d securitie	2 S
	U.S. Dollar Amount	Total Number of Clients		
	(a)\$	(b)		
c.	If you or your related persons ha	eve custody of client funds or securities, check all the fol	lowing tha	эt
	(1) A qualified custodian(s) send pooled investment vehicle(s)	is account statements at least quarterly to the investors you manage.	in the	Γ
		ntant audits annually the pooled investment vehicle(s) tencial statements are distributed to the investors in the p		Γ.
	(3) An independent public accounsecurities.	ntant conducts an annual surprise examination of <i>client</i>	funds and	,
		ntant prepares an internal control report with respect to elated persons are qualified custodians for client funds a		Γ
		 or C.(4), list in Section 9.C. of Schedule D the account examination or prepare an internal control report. 	itants that	t are

- D. Do you or your related persons act as qualified custodians for your clients in connection with Yes No advisory services you provide to clients?
 - (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.

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, Page 13

Rev. 11/2010

8/15/2011 10:07:54 AM

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 fol	llowing question	ons, complete	a Criminal	Action DRP:
***************************************	Chicon - Jones Centres of				

A. In the past ten years, have you or any advisory affiliate:		NO
(1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic,	~	6
foreign, or military court to any felony?		
(2) been charged with any felony?	~	6

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 advisory affiliate:
 - (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a misdemeanor involving: investments or an investment-related 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?
 - (2) been charged with a misdemeanor listed in 11.B(1)?

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.

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CR
GROUP, LLC

CRD Number:

6

ADV - Other-Than-Annual Amendment, Page 14 8/15/2011 10:07:54 AM Rev. 11/2010

Item 11 Disclosure Information (Continued)

	For "yes" answers to the following questions, complete a Regulatory Action DRP:	- W	
	C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:	YES	NO
	(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 SEC or	C	6
8	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?	۲	c
	(4) entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with <i>investment related</i> activity?	nt- C	r
	(5) imposed a civil money penalty on you or any advisory affiliate, or ordered you or a advisory affiliate to cease and desist from any activity?	any C	૯
D.	Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority:	4	
	(1) ever found you or any advisory affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?	on, C	િ
	(2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?	۲	િ
	(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, revoke or restricted?	ed,	િ
	(4) in the past ten years, entered an order against you or any advisory affiliate in connection with an investment-related activity?	۲	•
	(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?	(e
	(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 approve by the SEC)?	ed C	િ
	(3) found you or any advisory affiliate to have been the cause of an investment-relate business having its authorization to do business denied, suspended, revoked, or restricted?	ed C	e
	(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?	ر	િ
	TODA 101		

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL M	CRD Number:	
GROUP, LLC	and the second	
ADV - Other-Than-Annual Amendment, Page 15	÷ ,	Rev. 11/2010
8/15/2011 10:07:54 AM		

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?	(િ
F	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.? 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?	C	િ
	(b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations?	~	r
	(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?	۲	િ
	(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)?	۲	r

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 <u>and</u> 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.

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, Page 16 8/15/2011 10:07:54 AM

Rev. 11/2010

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.

APP216

					YES	NO	
	A. Did you have total asset year?	ts of \$5 million or more or	n the last day of your mo	st recent fiscal	C		
	If "yes," you do not need to	o answer Items 12.B. and	12.C.				
	B. Do you:					_	
		estment adviser that had a day of its most recent fise	N7:	t of \$25 million	۲	0	
		son (other than a natural the last day of its most re-		sets of \$5	C	0	
	C. Are you:	the last day of its most re-	cene niscar year:				
	(1) controlled by or unc	der common <i>control</i> with a gement of \$25 million or r			ر	0	
	(2) controlled by or und	der common <i>control</i> with a tal assets of \$5 million or			C	0	
		FORM	ADV			L	
	UNIFORM APPLICA			REGISTRAT	ΓΙΟΙ	N	
	rimary Business Name: T ROUP, LLC	HE D. CHRISTOPHER CA	APITAL MANAGEMENT	CRD	Num	ber:	
A	DV - Other-Than-Annu	al Amendment, Part	1B, Page 1	Rev. 1	1/2	010	
0	8/15/2011 10:07:54 AM						
8	7/15/2011 10:07:54 AM						
8	R			Value of the second		0.0000000000000000000000000000000000000	
Y	ou must complete this Pa	ert 1B only if you are ap	경기 가는 아이들은 이 아름답는 얼마를 하는 것이 없다.	or are register	ed, a	s an	
Y	ou must complete this Pa vestment adviser with a	art 1B only if you are ap ny of the <i>state securitie</i>	경기 가는 아이들은 이 아름답는 얼마를 하는 것이 없다.	or are register	ed, a	s an	
Y	ou must complete this Pa	art 1B only if you are ap ny of the <i>state securitie</i>	경기 가는 아이들은 이 아름답는 얼마를 하는 것이 없다.	or are register	ed, a	s an	
Y	ou must complete this Pa vestment adviser with a	ort 1B only if you are ap ny of the <i>state securitie</i> pistration	es authorities.	ins stad		s an	
Y	ou must complete this Pa vestment adviser with a art 1B Item 1 - State Reg	ort 1B only if you are ap ny of the state securitie distration u are submitting an initia	application for state regi	stration or reques	sting		
Y	ou must complete this Parvestment adviser with an art 1B Item 1 - State Reg Complete this Item 1 if you additional state registration application. If you are alrest	ort 1B only if you are apply of the state securities pistration u are submitting an initial on (s). Check the boxes need address the state of the	application for state regi	stration or reques you are submitting	sting g this		
Y	ou must complete this Parvestment adviser with an art 1B Item 1 - State Reg Complete this Item 1 if you additional state registration application. If you are alread an additional state or state.	irt 1B only if you are ap ny of the state securities distration u are submitting an initial on(s). Check the boxes ne eady registered with at leaders, check the boxes next	application for state reginant to the state and are application the states to which you the states in which you	stration or reques you are submittin ying for registrati are applying for	sting g this	; ith	
Y	ou must complete this Parvestment adviser with an art 1B Item 1 - State Reg Complete this Item 1 if you additional state registration application. If you are alread an additional state or state registration. Do not check	irt 1B only if you are appry of the state securities gistration u are submitting an initial on(s). Check the boxes new the boxes next the boxes next to the states.	application for state reginant to the state and are application the states to which you the states in which you	stration or reques you are submittin ying for registrati are applying for	sting g this	; ith	
Y	ou must complete this Parvestment adviser with an art 1B Item 1 - State Reg Complete this Item 1 if you additional state registration application. If you are alread an additional state or state.	irt 1B only if you are appry of the state securities gistration u are submitting an initial on(s). Check the boxes new the boxes next the boxes next to the states.	application for state reginant to the state and are application the states to which you the states in which you	stration or reques you are submittin ying for registrati are applying for	sting g this	; ith	
Y	cou must complete this Parvestment adviser with an art 1B Item 1 - State Reg Complete this Item 1 if you additional state registration application. If you are alread an additional state or state registration. Do not check you have an application for	int 1B only if you are apply of the state securities istration u are submitting an initial on(s). Check the boxes neady registered with at leases, check the boxes next to the state or registration pending.	application for state reginant to the state and are application the states to which you the states in which you	stration or request you are submitting ying for registration are applying for ently registered o	sting g this	; ith	
Y	cou must complete this Parvestment adviser with an art 1B Item 1 - State Reg Complete this Item 1 if you additional state registration application. If you are alread an additional state or state registration. Do not check you have an application for AL	int 1B only if you are apply of the state securities istration u are submitting an initial on(s). Check the boxes neady registered with at leases, check the boxes next the boxes next to the state or registration pending.	application for state reginal to the states in which you are curred to MO	stration or requestyou are submitting for registration are applying for ently registered o	sting g this	; ith	
Y	Complete this Paragram and Item 1 - State Regramment adviser with an art 1B Item 1 - State Regramment additional state registration application. If you are alread additional state or state registration. Do not check you have an application for AL	irt 1B only if you are appry of the state securities (istration) u are submitting an initial on (s). Check the boxes neady registered with at leases, check the boxes next the boxes next to the state registration pending.	application for state reginant to the states to which you to the states in which you tes in which you are current.	stration or requestyou are submitting for registration are applying for ently registered or the part of the part o	sting g this	; ith	
Y	Complete this Item 1 if yo additional state or state an additional state or state registration. Do not check you have an application for AL	int 1B only if you are apply of the state securities istration u are submitting an initial on(s). Check the boxes neady registered with at leases, check the boxes next to the state registration pending. ID IL IN	application for state reginant to the states in which you are currently mo	stration or requestyou are submitting for registration are applying for ently registered or the part of the part o	sting g this	; ith	
Y	Complete this Item 1 - State Reg Complete this Item 1 if yo additional state registratio application. If you are alrean additional state or state registration. Do not check you have an application for AL AK AZ AZ AR	int 1B only if you are apply of the state securities istration u are submitting an initial only. Check the boxes next addy registered with at leases, check the boxes next the boxes next to the state or registration pending. ID IL IN IA	application for state reginant to the states in which you tes in which you are curred to MT NE NV	stration or requestyou are submitting for registration are applying for ently registered or PA PR RI SC	sting g this	; ith	
Y	Complete this Item 1 - State Regard 1B Item 1 - State Regard 1 - State Reg	int 1B only if you are apply of the state securities istration u are submitting an initial on(s). Check the boxes need yregistered with at leases, check the boxes next the boxes next to the state registration pending. ID IL IN IN IA KS	application for state reginant to the states in which you are currently many many many many many many many man	stration or requestyou are submitting for registration are applying for ently registered or the part of the part o	sting g this	; ith	
Y	Complete this Item 1 - State Reg Complete this Item 1 if yo additional state registratio application. If you are alrean additional state or state registration. Do not check you have an application for AL AK AZ AZ AR	int 1B only if you are apply of the state securities istration u are submitting an initial only. Check the boxes next addy registered with at leases, check the boxes next the boxes next to the state or registration pending. ID IL IN IA	application for state reginant to the states in which you are currently many many many many many many many man	stration or requestyou are submitting to registration are applying for ently registered or PA PR RI SC SD	sting g this	; ith	

Γ _{DC}	F MD	F NC	L AL		
Γ _{FL}		r ND	Γ _{VI}		
Γ _{GA}	⊢ MI	Гон	Γ _{VA}		
r _{GU}	Γ MN	Γ oκ	Γ WA		
L HI		r oR	Γ wv		
			Γ _{WI}		
Part 1B Item 2 - Add	itional Information	ENGINEERING CO. CO.	r in a N me anibi		
A. Person responsibl Name:	e for supervision and o	compliance:			
Title:			100 CO		
Telephone:		F	ax:		
Number and Stre	et 1:	Number and Street 2:			
City:	State:	Country: ZIP+	4/Postal Code:		
Email address, if	available:		200 E		
B. Bond/Capital Info	a private residence, c rmation, if required by suing Insurance Comp	y your home state.			
(2) Amount of \$.00	Bond:				
(3) Bond Policy	Number:				
(4) If required by yo capital requireme		u in compliance with your ho	Yes No ome state's minimum C C		
		FORM ADV	·		
UNIFORM AP	PLICATION FO	R INVESTMENT ADV	ISER REGISTRATION		
Primary Business Na GROUP, LLC	ime: THE D. CHRIST	OPHER CAPITAL MANAGE	MENT CRD Number:		
ADV - Other-Than-Annual Amendment, Part 1B, Page 2 Rev. 11/2010					
8/15/2011 10:07:54 AM					
Part 1B Item 2 - Ade	ditional Information	(Continued)	7		
			Yes No		
	THE PROPERTY OF STATE AND A SAME THE RESIDENCE AND A SAME OF STATE	, complete a Bond DRP. paid out on, or revoked a bo	and for you?		
c. rics a containg t	ompany ever defined,	para out on, or revoked a be	and for four		

	question, complete a Judgment/Lien DRP:			
 D. Do you have any unsatisfied j 	judgments or liens against you?		\sim	
E. Are you, any advisory affiliate have you, any advisory affilia	questions, complete an Arbitration DRP: e, or any management person currently the subject ate, or any management person been the subject pages in excess of \$2,500, involving any of the fol	of, an		
	estment-related business of activity?		C	
(2) fraud, false statement, or			C	2532
	other wrongful taking of property?		C	
(4) bribery, forgery, counterf				C
(5) dishonest, unfair, or unet	29.25 AC 95.64 3763A		C	C
	questions, complete a Civil Judicial Action DRP:		22.00	•
 F. Are you, any advisory affiliate you, any advisory affiliate, or 	e, or any management person currently subject to any management person been found liable in, a dministrative proceeding involving any of the follo	civil, <i>self-</i>		
(1) an investment or investm	nent-related business or activity?		C	C
(2) fraud, false statement, or	r omission?		C	0
(3) theft, embezzlement, or of	other wrongful taking of property?		\mathcal{C}	c
(4) bribery, forgery, counterf	feiting, or extortion?		C	7
(5) dishonest, unfair, or unet	chical practices?		\subset	r
G. Other Business Activities				
You are actively engage	ed in business as a(n) (check all that apply):			
☐ Attorney				
Certified Public Acco	ountant			
Tax Preparer				
	FORM ADV			3
UNIFORM APPLICATION	ON FOR INVESTMENT ADVISER RE	GISTRA	TIO	N
Primary Business Name: THE D.	CHRISTOPHER CAPITAL MANAGEMENT	CRD	Num	nber:
ADV - Other-Than-Annual Am	nendment, Part 1B, Page 3	Rev.	11/2	2010
8/15/2011 10:07:54 AM	**************************************			
Part 1B Item 2 - Additional Info				
그리아 아이들에 이렇게 하다면 하고 있었다면 어머니까지 않는 그리는 사람들이 있는데 아니까지 가득하여 맞을 것이다면 다른데 다른데 나를 다 먹었다.	in any business other than those listed in Item 6./ he business and the approximate amount of time			em
U If an analysis Consist I is				
of your last fiscal year totaled:	ng services, the investments made based on thos :	e services a	it the	ena
	Securities N	on-Securitie	25	
	Investments	nvestments	5	
Under \$100,000	C	(

\$100	,001 to \$500,000	r	(
\$500	0,001 to \$1,000,000	C	(
\$1,0	00,001 to \$2,500,000	C	(
\$2,5	00,001 to \$5,000,000	۲	۲		
More	than \$5,000,000	۲	C		
If	securities investments are over \$5,000,0	00, how much? (round to	the nearest \$1,000,00	0)	
If	non-securities investments are over \$5,0	00,000, how much? (rour	nd to the nearest \$1,00	0,00	0)
			7/2	Yes	No
I. Cus	tody				
(1)	Do you withdraw advisory fees directly fr	om your clients' accounts?	If you answered	\subset	C
	"yes", respond to the following:				
	(a) Do you send a copy of your invoice to you send a copy to the client?	o the custodian or trustee a	at the same time that	C	C
	(b) Does the custodian send quarterly st	atements to your clients sh	nowing all	7	~
	disbursements for the custodian acco	ount, including the amount	of the advisory fees?		
	(c) Do your clients provide written author their accounts held by the custodian	TO _ 1일: [2] 2일: [2] 2일: - 10 - 10 - 10 - 10 - 10 - 10 - 10 - 1	be paid directly for	C	۲
(2)	Do you act as a general partner for any pyour advisory <i>clients</i> are either partners If you answered "yes", respond to the fo	of the partnership or benef		С	C
	(a) As the general partner of a partnersh independent certified public accounts payment or any transfer of funds or	ant to provide authority per	mitting each direct	C	C
(3)	Do you require the prepayment of fees or more in advance?	of more than \$500 per clien	t and for six months	\mathcal{C}	C
	FC	ORM ADV			
		[영화] (1) 전경 사람이 하다면 하다면 하는 사람이 되었다면서			

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT	CRD Number:
GROUP, LLC	
ADV - Other-Than-Annual Amendment, Part 1B, Page 4	Rev. 11/2010
8/15/2011 10:07:54 AM	

Part 1B Item 2 - Additional Information (Continued)

	Yes	No	
 If you are organized as a sole proprietorship, please answer the following: 			1
(1) (a) Have you passed, on or after January 1, 2000, the Series 65 examination?		C	-
(b) Have you passed, on or after January 1, 2000, the Series 66 examination and also passed, at any time, the Series 7 examination?	C	C	
(2) (a) Do you have any investment advisory professional designations? If "no", you do not need to answer Item 2.J(2)(b).	C	C	
(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	18
(3) Your Social Security Number:	*

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRD Number: GROUP, LLC

ADV-Other-Than-Annual Amendment, Part 2

Rev. 11/2010

8/15/2011 10:07:54 AM

Amend, retire or file new brochures:

Brochure ID	Brochure Name	Brochure Type(s)
61425	THE D. CHRISTOPHER CAPITAL	Private funds or pools
	MANAGEMENT GROUP, LLC ADV PART II	
61426	THE D. CHRISTOPHER CAPITAL	Private funds or pools
	MANAGEMENT GROUP, LLC BROCHURE	
	SUPPLEMENT	

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, SCHEDULE A

Rev. 11/2010

8/15/2011 10:07:54 AM

Form ADV, Schedule A

Direct Owners and Executive Officers

- 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.
- 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;

APP221

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, <u>all</u> 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.
- 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: B 10% but less than D 50% but less than are: 25% 75% A 5% but less than C 25% but less than E 75% or more 10%
- 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 †	Υ	N	

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

APP222

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

CRD Number:

ADV - Other-Than-Annual Amendment, SCHEDULE B 8/15/2011 10:07:54 AM

Rev. 11/2010

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, <u>all</u> 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.
- 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).

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 coptrol 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

CRD Number:

GROUP, LLC

Rev. 11/2010

ADV - Other-Than-Annual Amendment, SCHEDULE C

8/15/2011 10:07:54 AM

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).

Ownership codes

NA - less than

C - 25% but less

G - Other (general partner, trustee,

are:

5%

than 50%

or elected member)

A - 5% but less D - 50% but less

than 75%

than 10% B - 10% but less

E - 75% or more

than 25%

4. 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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, SCHEDULE D Page 1

Rev. 11/2010

8/15/2011 10:07:54 AM

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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, SCHEDULE D, Page 2 8/15/2011 10:07:54 AM

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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, SCHEDULE D, Page 3

Rev. 11/2010

8/15/2011 10:07:54 AM

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

No Information Filed

Section 5.1(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	CRD Number:
GROUP, LLC	
ADV - Other-Than-Annual Amendment, SCHEDULE D, Page 4	Rev. 11/2010
8/15/2011 10:07:54 AM	
Form ADV, Schedule D Page 4	
Use this Schedule D Page 4 to report details for items listed below. Report only new information, Do not repeat previously submitted information. Do not repeat previously submitted information.	
Section 7.B. Limited Partnership Participation or Other Private Fund Participa	tion
You must complete a separate Schedule D Page 4 for each limited partnership in which person is a general partner, each limited liability company for which you or a related p 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 unrule 203(b)(3)-1?	
Are your <i>clients</i> solicited to invest in the limited partnership, limited liability company, other private fund?	or ec
Approximately what percentage of your <i>clients</i> have invested in this limited partnersh company, or other private fund? 0 %	ip, limited liability
Minimum investment commitment required of a limited partner, member, or other inv \$ 250000	vestor:
Current value of the total assets of the limited partnership, limited liability company, fund: \$ 600000000	or other private

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

06/28/2011

08/09/2011

Termination Date

Business Address:

Number and Street 1:

Number and Street 2:

545 EAST JOHN CARPENTER FREEWAY

SUITE 300 Country:

City: IRVING State:

UNITED STATES

ZIP+4/Postal Code:

75062

If this address is a private residence, check this box:

TX

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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, SCHEDULE D, Page 5

Rev. 11/2010

8/15/2011 10:07:54 AM

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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, DRP Pages

Rev. 11/2010

8/15/2011 10:07:54 AM

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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, Execution Pages

Rev. 11/2010

8/15/2011 10:07:54 AM

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 reaintain 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

APP230

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

08/15/2011

Printed Name: DELSA THOMAS Title:

ricic.

Adviser CRD Number:

MANAGING MEMBER

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 Advisors 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/YYY	Υ	10 0	
Printed Name:	Title:			
Adviser CRD Number:				
(F. 1700 (1900)(190)(1900 (1900 (1900 (1900 (1900 (1900 (1900 (1900 (1900 (190	6 5		F. 12	6 12 G G G
		225		

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.

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.

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

Privacy Legal Use of Web CRD®, IARDTM, or PFRDTM is governed by the Terms & Conditions. ©2014 FINRA. All rights reserved. FINRA is a registered trademark of the Financial Industry Regulatory Authority, Inc.

EXHIBIT 11 TO MAGEE DECLARATION

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, Page 1

Rev. 11/2010

8/19/2011 2:31:37 PM

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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, Page 2

Rev. 11/2010

8/19/2011 2:31:37 PM

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 C 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

ADV - Other-Than-Annual Amendment, Page 3

Rev. 11/2010

8/19/2011 2:31:37 PM

Item 1 Identifying Information (Continued)

YES NO

I. Do you have World Wide Web site addresses?

6

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.

APP236

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 Telephone Number: (972) 719-9001 MANAGING MEMBER

Facsimile Number: (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?

If "yes," complete Section 1.K. of Schedule D.

YES NO

L. Are you registered with a foreign financial regulatory authority?

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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, Page 4

Rev. 11/2010

8/19/2011 2:31:37 PM

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;

- [7] (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:

ADV - Other-Than-Annual Amendment, Page 5

Rev. 11/2010

8/19/2011 2:31:37 PM

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.

the SEC,			
If you checked	this box, complete Section	on 2.A(11) of Schedule D.	
「 (12) are no longer e	ligible to remain register	ed with the SEC.	
See Part 1A Ins	structions 2.i. to determin	ne whether you should ch	eck this box.
B. Under state laws, SEC-rea a copy of the Form ADV a If this is an initial application notice of this and all subsequent notice filings to addit to receive notice of this a to your registration to stouncheck the box(es) next	and any amendments the tion, check the box(es) neequent filings you submitional state(s), check the and all subsequent filings op your notice filings from	by file with the SEC. These pext to the state(s) that you it to the SEC. If this is an ebox(es) next to the state you submit to the SEC. If	e are called notice filings. Ou would like to receive amendment to direct e(s) that you would like If this is an amendment
Γ _{AL}	Γ _{ID}	F. MO	Γ _{PA}
Γ _{AK}	L Ir	F MT	Γ _{PR}
r _{AZ}	Γ IN	Γ _{NE}	r RI
Γ _{AR}	Γ _{IA}	Γ _{NV}	Γ _{SC}
Γ _{CA}	Г _{KS}	Γ _{NH}	Γ _{SD}
r co	Γ _{KY}	Γ _{NJ}	Γ _{TN}
r _{ct}	r LA	r _{NM}	r _{TX}
r _{DE}	г _{ме}	Γ NY	_ '^ г _{ит}
r _{DC}	Γ _{MD}	r _{NC}	L AL
F FL		r _{ND}	Γ _{VI}
t tu.			V1
- GA		J	VA
J GU	MN	OK	WA
r HI	□ MS	COR	L wv
			Γ wι
receives them and you d amendment must filed b	o not want to pay that st efore the end of the year	r notice filings from going tate's notice filing fee for t (December 31).	
A. How are you organized?	2.0		
C Corporation C S	ole Proprietorship		oility Partnership (LLP)
•	mited Liability Company		•
If you are changing your	response to this Item, s	ee Part 1A Instruction 4.	

「 (11) have received an SEC order exempting you from the prohibition against registration with

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Drim-	m, Business Nam	o THE D CHRIST	OPHER CAPITAL MAN	ACEMENT	CRD Number:
	iry business itali IP, LLC	e. The D. Chash	OFFIER CAPITAL MAI	AGENERI	CRD Number;
	Date: Doubles	nnual Amendme	nt Page 6		Rev. 11/2010
	/2011 2:31:37		ne, rage o		
0) 15	, 2011 2.31.37				70
Item	3 Form Of Organ	ization (Continued)	· = ₁ 00-7	
B.		oes your fiscal year	end each year?		
	December				
C.			try are you organized?		
	State: Country: Texas UNITED				
Itom	4 Successions				1 1 5 5 To 10 10 10 10 10 10 10 10 10 10 10 10 10
rtem	4 300003				YES NO
	re you, at the time dviser?	of this filing, succee	ding to the business of	f a registered i	5 2- 5503 5507 5507
		em 4.B. and Section	4 of Schedule D.		
	ate of Succession:				
Resp and p addit	5 Information Allonses to this Item provide us with date	bout Your Advisory help us understand y a we use when maki		s in preparing art 1A Instruct	for on-site examinations, tion 5.a. provides
LINDI	<u>oyees</u>				
	Approximately how include any clerical		you have? Include fu	ll and part-tim	e <i>employees</i> but do not
	€ 1-5	C 6-10	C 11-50	C 51-250	C 251-500
	C 501-1,000	More than	If more than 1,000, (round to the neare	B 2000년 - 1200년(1905년 1915년 1916년 1916	
В.					
	(1) Approximately research)?	how many of these	employees perform in	vestment advis	sory functions (including
	C_0	ه ₁₋₅	C 6-10	C_11-50	C 51-250
	C ₂₅₁₋₅₀₀	C 501-1,000	More than	If more than :	1,000, how many? e nearest 1,000)
	(2) Approximately	how many of these		red representa	tives of a broker-dealer?
	e 0	C 1-5	C 6-10	C 11-50	c ₅₁₋₂₅₀

C 251-500 C 501-1,000 C 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	CRD Number:
GROUP, LLC	
ADV - Other-Than-Annual Amendment, Page 7	Rev. 11/2010
8/19/2011 2:31:37 PM	
S. C. Lie Committee	

Ite	m 5 Ir	formation A	bout Yo	ur Adviso	ry E	usiness (Conti	inued)					
	(3)	Approximately	how ma	ny firms o	otl	ner <i>persons</i> solic	it advis	ory clie	ents on	your be	half?	
		e 0	C	1-5		C 6-10	C	11-50		C 51	-250	
		C 251-500	۲	501-1,000		More than 1,000				00, how earest 1	16.0	
						not count any of 's employees th					firm or	nly
<u>Cli</u>	ents											
C.		proximately he tly completed			yo	u provide investi	ment a	dvisory	service	s during	your r	nost-
	e 0		C 1-10		(11-25	C 20	5-100		C 101	-250	
	C 25	1-500	C More	than 500		more than 500, ound to the near		-				¥
D.	appro	types of <i>clien</i> eximate perce	ntage tha	at each typ	e of	client	None	Up to 10%	11- 25%	26- 50%	51- 75%	More Than 75%
	(1)	Individuals	other th	an <i>high ne</i>	t wo	orth individuals)	e	\mathbf{c}	C	\boldsymbol{c}	C	C
	(2)	High net wo	rth indiv	iduals			•	\boldsymbol{c}	Γ	r	C	Γ
	(3)	Banking or	thrift inst	itutions			e	<i></i>	C	(C	\subset
	(4)	Investment	compani	es (includi	ng r	nutual funds)	e	Ċ	~	(\boldsymbol{c}	\subset
	(5)	Pension and participants	59	naring plan	s (o	ther than plan	Œ	(C	(C	C
	(6)	Other poole	d investr	ment vehic	es (e.g., hedge	C	C	C	C	C	•

(7)	Charitable organizations		e	C	C	ر <i>د</i> د د د	(\mathcal{C}
(8)	Corporations or other bus	sinesses not listed above	6	\mathcal{C}	C	\mathcal{C}	C	-
(9)	State or municipal govern	nment entities	e	\mathcal{C}	C	C	(C
(10)	Other:		Œ	C	C	C	C	Γ
	ategory "individuals" includ members, but does not in						and the	eir
	s you provide advisory serv any registered under the In).							
UNIF	ORM APPLICATION	5 THE SHIP SHIP SHIP SHIP SHIP	IT AI	ovis	ER R	EGIST	(RAT	ON
Primary I	Business Name: THE D. C	HRISTOPHER CAPITAL	MANA	GEME	NT		CRD N	umber
	ther-Than-Annual Ame	endment, Page 8				R	ev. 11	/2010
)11 2:31:37 PM	\$ EX						<u>5</u> 1
tem 5 Ir	nformation About Your A	dvisory Business (Conti	nued)					
-	ation Arrangements			5500				MESSEL NOVE 17 IN
E Vous	en componented for your in	wastmant advisory convice	c by (e	bock a	ill that a	nnlul		
	re compensated for your in 1) A percentage of assets u		S Dy (C	HECK o	III tilat c	ірріу).		
Nessaw.		nder your management						
9202	2) Hourly charges							
1,000	3) Subscription fees (for a r							
1 (4) Fixed fees (other than su	ibscription fees)						
Γ(5	6) Commissions							
₽ (6) Performance-based fees							
Γ(7) Other (specify):							
	nder Management							
							YES	s NO
LAY STANCE -	o you provide continuous a ecurities portfolios?	nd regular supervisory or r	nanag	ement	service	s to	e	~
(2) If	yes, what is the amount of	your assets under manag	ement	and to	tal num	ber of a	ccounts	5?
		U.S. Dollar Amount		Tota	l Numb	er of Ac	counts	
	iscretionary:	(a) \$ 0 .00		(d)	0			
	on-Discretionary:	(b) \$ 0 .00		⇒ (e)	0			
Т	otal:	(c) \$ 0 .00		(f)	0			
Pä	art 1A Instruction 5.b. expl	ains how to calculate your	assets	under	manag	ement.	You mu	st

Advisory Activities

follow these instructions carefully when completing this Item.

G. What type(s) of advi	sory services do	you provide? Check all	that apply.	
(1) Financial pla	nning services			
5. 25%5		dividuals and/or small	businesses	
	150.04 0000	vestment companies		
		usinesses or institutiona	al clients (other	than investment
companies)				A STATE OF THE STA
(5) Pension con	sulting services			(F)
「 (6) Selection of	other advisers			
「 (7) Publication	of periodicals or	newsletters		
(8) Security rat	ings or pricing s	ervices		
「 (9) Market timir	ng services			
√ (10) Other (spe	cify):			
PORTFOLIO MAI	NAGEMENT FOR	PRIVATE INVESTMENT	VEHICLE	
	157.00m2 2004	u provide advisory servi registered under the In		an investment advisory any Act of 1940.
Primary Business Name GROUP, LLC ADV - Other-Than-An 8/19/2011 2:31:37 F	nual Amendn		ANAGEMENT	CRD Number: Rev. 11/2010
Item 5 Information Abo	out Your Advis	orv Business (Continu	ued)	
				de these services during
your last fiscal year?	CONTRACTOR	The effects of the first the last of the end of the first		
C 0	C 1-10	C 11-25	C 26-50	C 51-100
C 101-250	C 251-500	C More than 500	If more than 50 (round to the	
I. If you participate in a	a wrap fee progr	ram, do you (check all t	A service of the serv	* 1 (100 miles 100 miles 1
「(1) sponsor the	vrap fee prograr	m ?		
(2) act as a portf	olio manager fo	r the wrap fee program	?	
If you are a portfolio	manager for a		the names of the	
sponsors in Section		wrap fee program, list		e programs and their
		wrap fee program, list i ale D.	are names or the	e programs and their
If your involvement	5.I(2) of Schedu	ile D.	P* (e programs and their o fee programs to your
clients , or you advis	5.I(2) of Schedu in a wrap fee pr se a mutual fund	ile D.	್ಲ್ ommending wra	p fee programs to your
그러지는 '' 해면 되었어요.' 그리다 없다 하나가 싶어? 하나라 없었다.	5.I(2) of Schedu in a wrap fee pr se a mutual fund r 5.I(2).	ale D. rogram is limited to reco	್ಲ್ ommending wra	p fee programs to your

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	g advisor	
(4) Real estate broker, dealer, or agent		
(5) Insurance broker or agent		
\square (6) Bank (including a separately identifiable department or division of a bank)	70	
(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)?	C	6
(2) If yes, is this other business your primary business?	C	c
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?	۲	6
FORM ADV		
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGIST	TRATIO	N
Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT	CRD Nun	ber:
GROUP, LLC		
ROUP, LLC ADV - Other-Than-Annual Amendment, Page 10	CRD Num	
GROUP, LLC		
ROUP, LLC ADV - Other-Than-Annual Amendment, Page 10		
ROUP, LLC ADV - Other-Than-Annual Amendment, Page 10 R 8/19/2011 2:31:37 PM	ev. 11/2	
ADV - Other-Than-Annual Amendment, Page 10 8/19/2011 2:31:37 PM Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. Information identifies areas in which conflicts of interest may occur between you and your of the conflicts of interest may occur between you and your of the conflicts of interest may occur between you and your of the conflicts of interest may occur between you and your of the conflicts of interest may occur between you and your of the conflicts of interest may occur between you and your of the conflicts of interest may occur between you and your of the conflicts of interest may occur between you and your of the conflicts of interest may occur between your and your of the conflicts of interest may occur between your and your of the conflicts of interest may occur between your and your of the conflicts of interest may occur between your and your of the conflicts of interest may occur between your and your of the conflicts of interest may occur between your and your of the conflicts of interest may occur between your and your of the conflicts of interest may occur between your and your of the conflicts of interest may occur between your and your of the conflicts of interest may occur between your and your of the conflicts of the co	This	010
ADV - Other-Than-Annual Amendment, Page 10 R/19/2011 2:31:37 PM Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. Information identifies areas in which conflicts of interest may occur between you and your other 7 requires you to provide information about you and your related persons. Your related	This clients.	010
ADV - Other-Than-Annual Amendment, Page 10 8/19/2011 2:31:37 PM Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. Information identifies areas in which conflicts of interest may occur between you and your of the conflicts of interest may occur between you and your of the conflicts of interest may occur between you and your of the conflicts of interest may occur between you and your of the conflicts of interest may occur between you and your of the conflicts of interest may occur between you and your of the conflicts of interest may occur between you and your of the conflicts of interest may occur between you and your of the conflicts of interest may occur between your and your of the conflicts of interest may occur between your and your of the conflicts of interest may occur between your and your of the conflicts of interest may occur between your and your of the conflicts of interest may occur between your and your of the conflicts of interest may occur between your and your of the conflicts of interest may occur between your and your of the conflicts of interest may occur between your and your of the conflicts of interest may occur between your and your of the conflicts of interest may occur between your and your of the conflicts of the co	This clients.	010
ROUP, LLC ADV - Other-Than-Annual Amendment, Page 10 R19/2011 2:31:37 PM Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. Information identifies areas in which conflicts of interest may occur between you and your of item 7 requires you to provide information about you and your related persons. Your related information of your advisory affiliates and any related person that is under common control with your A. You have a related person that is a (check all that apply): (1) broker-dealer, municipal securities dealer, or government securities broker or control in the control	This clients.	010
ADV - Other-Than-Annual Amendment, Page 10 Ref 19/2011 2:31:37 PM Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. Information identifies areas in which conflicts of interest may occur between you and your of them 7 requires you to provide information about you and your related persons. Your related of your advisory affiliates and any related person that is under common control with your activities are a related person that is a (check all that apply): (1) broker-dealer, municipal securities dealer, or government securities broker or control investment company (including mutual funds)	This clients.	010
ROUP, LLC ADV - Other-Than-Annual Amendment, Page 10 R19/2011 2:31:37 PM Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. Information identifies areas in which conflicts of interest may occur between you and your of item 7 requires you to provide information about you and your related persons. Your related information of your advisory affiliates and any related person that is under common control with your A. You have a related person that is a (check all that apply): (1) broker-dealer, municipal securities dealer, or government securities broker or control in the control	This clients.	010
ROUP, LLC ADV - Other-Than-Annual Amendment, Page 10 R19/2011 2:31:37 PM Refer 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. Information identifies areas in which conflicts of interest may occur between you and your of them 7 requires you to provide information about you and your related persons. Your related of your advisory affiliates and any related person that is under common control with your involved in the image of t	This clients.	010
ROUP, LLC ADV - Other-Than-Annual Amendment, Page 10 R19/2011 2:31:37 PM Retem 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. Information identifies areas in which conflicts of interest may occur between you and your of them 7 requires you to provide information about you and your related persons. Your related information of your advisory affiliates and any related person that is under common control with your activities. A. You have a related person that is a (check all that apply): (1) broker-dealer, municipal securities dealer, or government securities broker or of the investment company (including mutual funds) (2) investment company (including financial planners) (4) futures commission merchant, commodity pool operator, or commodity trading (5) banking or thrift institution (6) accountant or accounting firm	This clients.	010
ROUP, LLC ADV - Other-Than-Annual Amendment, Page 10 Ref 19/2011 2:31:37 PM Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. Information identifies areas in which conflicts of interest may occur between you and your of them 7 requires you to provide information about you and your related persons. Your related information of your advisory affiliates and any related person that is under common control with your information applies a common in the person that is a (check all that apply): If (1) broker-dealer, municipal securities dealer, or government securities broker or on the person in the pe	This clients.	010
ROUP, LLC ADV - Other-Than-Annual Amendment, Page 10 R19/2011 2:31:37 PM Retem 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. Information identifies areas in which conflicts of interest may occur between you and your of them 7 requires you to provide information about you and your related persons. Your related information of your advisory affiliates and any related person that is under common control with your activities. A. You have a related person that is a (check all that apply): (1) broker-dealer, municipal securities dealer, or government securities broker or of the investment company (including mutual funds) (2) investment company (including financial planners) (4) futures commission merchant, commodity pool operator, or commodity trading (5) banking or thrift institution (6) accountant or accounting firm	This clients.	010
ADV - Other-Than-Annual Amendment, Page 10 Restance of Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. Information identifies areas in which conflicts of interest may occur between you and your other requires you to provide information about you and your related persons. Your related of your advisory affiliates and any related person that is under common control with your activities. A. You have a related person that is a (check all that apply): (1) broker-dealer, municipal securities dealer, or government securities broker or confidence of the confide	This clients.	010

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.

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, Page 11 8/19/2011 2:31:37 PM

Rev. 11/2010

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?

APP245

(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))?	િ	r
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)?	C	e
(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?	િ	C
(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)?	િ	C
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?	e	\boldsymbol{c}
(2) amount of securities to be bought or sold for a client's account?	e	C
(3) broker or dealer to be used for a purchase or sale of securities for a client's account?	e	~
(4) commission rates to be paid to a broker or dealer for a client's securities transactions?	\mathcal{C}	•
FORM ADV		
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRAT	LIO	N
		5
Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRD	Num	iber:
GROUP, LLC		
ADV - Other-Than-Annual Amendment, Page 12 Rev. 1	1/2	010
8/19/2011 2:31:37 PM		
Item 8 Participation or Interest in Client Transactions (Continued)		
D. Do you or any related person recommend brokers or dealers to clients?	6	C
E. Do you or any related person receive research or other products or services other than	•	C
execution from a broker-dealer or a third party in connection with <i>client</i> securities transactions?		
F. Do you or any related person, directly or indirectly, compensate any person for client referrals?	6	C
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 <i>related person</i> has <i>custody</i> of <i>client</i> assets and about		59
custodial practices.	your	

Α.	(1) Do you have custody of any a	advisory <i>clients'</i> :	Yes	No
	(a) cash or bank accounts?		?	e
	(b) securities?		~	æ
	custody solely because (i) you de related person maintains client fu	ed with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if yo educt your advisory fees directly from your clients' accounts, a unds or securities as a qualified custodian but you have-overce erationally independent (pursuant to Advisers Act rule 206(4)	or (ii) ome) a the
	(2) If you checked "yes" to Item and total number of <i>clients</i> for	9.A(1)(a) or (b), what is the amount of <i>client</i> funds and secutor which you have <i>custody</i> :	ırities	;
	U.S. Dollar Amount	Total Number of Clients		
	(a)\$	(b)		
	-	qualified custodian of client assets, do not include the amount those clients in your response to Item 9.A.(2). Instead, includ tem 9.B.(2).		it
В.	(1) Do any of your related person	ns have custody of any of your advisory clients':	Yes	No
	(a) cash or bank accounts?		€	e
	(b) securities?		£	æ
	You are required to answer this is	tem regardless of how you answered Item 9.A.(1)(a) or (b).		
		9.B.(1)(a) or (b), what is the amount of <i>client</i> funds and secon which your related persons have <i>custody</i> :	uritie	s
	U.S. Dollar Amount	Total Number of Clients		
	(a)\$	(b)		
C.	If you or your related persons ha apply:	ve custody of client funds or securities, check all the followin	g tha	t
		s account statements at least quarterly to the investors in the	e	П
	(2) An independent public accou	ntant audits annually the pooled investment vehicle(s) that y ncial statements are distributed to the investors in the pools.		П
	_	ntant conducts an annual surprise examination of <i>client</i> funds		П
	· ·	ntant prepares an internal control report with respect to custo elated persons are qualified custodians for client funds and	odial	П
		3) or C.(4), list in Section 9.C. of Schedule D the accountants examination or prepare an internal control report.	that	are
D.	Do you or your related persons a advisory services you provide to	act as qualified custodians for your <i>clients</i> in connection with <i>clients</i> ?	Yes	No ,
	(1) you act as a qualified custod	ian	4	e
	(2) your related persons act as o	qualified custodians	<i>(</i> ^	C

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?

 \sim

If yes, complete Section 10 of Schedule D.

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, Page 13

Rev. 11/2010

8/19/2011 2:31:37 PM

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 you 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.B(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 advisory affiliate: YES NO (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any felony? (2) been charged with any felony? 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 advisory affiliate: (1) been convicted of or plead quilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a misdemeanor involving: investments or an investmentrelated 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? (2) been charged with a misdemeanor listed in 11.B(1)? G If you are registered or registering with the SEC, you may limit your response to Item 11.B

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT	CRD Number:
GROUP, LLC	
ADV - Other-Than-Annual Amendment, Page 14	Rev. 11/2010
8/19/2011 2:31:37 PM	

Item 11 Disclosure Information (Continued)

(2) to charges that are currently pending.

E	or "yes" answers to the following questions, complete a Regulatory Action DRP:		
Ě	C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:	YES	NO
6	(1) found you or any advisory affiliate to have made a false statement or omission?	Γ	6
	(2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?	C	e
	(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?	C	c
è	(4) entered an order against you or any advisory affiliate in connection with investment- related activity?	(c
	(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?	C	•

D. Has any other federal regulatory agency, any state regulatory agency, or any foreign

Prim GRO ADV 8/1 Item		Num	ber 01(
Prim GRO ADV 8/1 Item	nary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRD UP, LLC 7 - Other-Than-Annual Amendment, Page 15 P/2011 2:31:37 PM In 11 Disclosure Information (Continued) Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any advisory affiliate ever been revoked or suspended?	Num	010 NO
Prim GRO ADV 8/1 Iten	nary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRD TUP, LLC 7 - Other-Than-Annual Amendment, Page 15 Rev. 1 9/2011 2:31:37 PM 11 Disclosure Information (Continued) 7. Has an authorization to act as an attorney, accountant, or federal contractor granted to	Num	ber 01(
Prim GRO ADV 8/1 Iten	nary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRD OUP, LLC Of - Other-Than-Annual Amendment, Page 15 Rev. 19/2011 2:31:37 PM On 11 Disclosure Information (Continued)	Num	ber 01(
Prim GRO ADV 8/1	nary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRD UP, LLC 7 - Other-Than-Annual Amendment, Page 15 Rev. 19/2011 2:31:37 PM	Num	ber 01(
Prim GRO ADV	nary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRD UP, LLC 7 - Other-Than-Annual Amendment, Page 15 Rev. 1	Num	ber
Prim GRO ADV	nary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRD UP, LLC 7 - Other-Than-Annual Amendment, Page 15 Rev. 1	Num	ber
Prim GRO	nary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRD	Num	ber
U	MITORM APPLICATION FOR INVESTMENT ADVISER REGISTRA	110	N
	FORM ADV NIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRA	T T 0	
	advisory affiliate's activities?		
	advisory affiliate from membership, barring or suspending you or the advisory affiliate from association with other members, or otherwise restricting your or the		
	restricted? (4) disciplined you or any advisory affiliate by expelling or suspending you or the	_	•
	business having its authorization to do business denied, suspended, revoked, or	25	•
	by the SEC)? (3) found you or any advisory affiliate to have been the cause of an investment-related	C	e
	(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	C	•
	(1) found you or any advisory affiliate to have made a false statement or omission?	(e
E	. Has any self-regulatory organization or commodities exchange ever:		
	affiliate's activity?		
	associating with an investment-related business or restricted your or any advisory		
	(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	(િ
	connection with an investment-related activity?		_
	or restricted? (4) in the past ten years, entered an <i>order</i> against you or any <i>advisory affiliate</i> in	C	6
	(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,	r	•
	investment-related regulations or statutes?	C	e
	or been dishonest, unfair, or unethical? (2) ever found you or any advisory affiliate to have been involved in a violation of	^	~
	(1) ever found you or any advisory affiliate to have made a false statement or omission,	Γ	e

(a)	in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity?	(c
(b)	ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations?	C	e
(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?	r	e
	e you or any advisory affiliate now the subject of any civil proceeding that could sult in a "yes" answer to any part of Item 11.H(1)?	C	e

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 <u>and</u> 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.

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, Page 16

Rev. 11/2010

8/19/2011 2:31:37 PM

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.

v	EC	N	0
•			v

A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?

C 6

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?

APP251

		ontrol 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?	<i>C</i>	e	
C.	Are ye	ou:			
	as	ontrolled by or under common control with another investment adviser that had ssets under management of \$25 million or more on the last day of its most recent scal year?	C	e	
	p	ontrolled by or under common control with another person (other than a natural erson) that had total assets of \$5 million or more on the last day of its most recent scal year?	C	•	

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT	CRD Number:
GROUP, LLC	
ADV - Other-Than-Annual Amendment, Part 1B, Page 1	Rev. 11/2010
8/19/2011 2:31:37 PM	

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.									
	l -	Γ _{MO}	–						
□ AL	, ID	MO MO	1 PA						
□ _{AK}	Γ _{IL}	Γ _{MT}	r PR						
∏ AZ	Γ IN	Γ _{NE}	Γ RI						
□ AR	Γ _{IA}	Γ _{NV}	Γ sc						
Пса	Γ KS	r NH	Γ _{SD}						
П со	Γ _{KY}	Γ _{NJ}	Γ _{TN}						
Г ст	ГЬ	□ NM	Γ _{TX}						
□ DE	Γ _{ME}	□ NY	Γ _{UT}						
□ DC	Γ MD	r NC	Γ _{VT}						
□ _{FL}	Γ _{MA}	r _{ND} ≠	Γ _{VI}						
□ _{GA}	Γ _{MI}	Гон	Γ _{VA}						
∏ _{GU}	Γ _{MN}	Гок	Γ _{WA}						
□ _{HI}	Γ _{MS}	Γ OR	Γ wv						

				Ĩ	r wi			
Part 1B Item 2 - Additional Information								
	rson responsible ime:	e for supervision	and compliar	nce:				
Tit	de:							
Te	lephone:				Fax:	ę		
Nu	ımber and Stre	et 1:	Nur	mber and S	Street 2:			
Cit	ty:	State:	Cou	intry:	ZIP+4/Postal Code:			
En	nail address, if	available:						
	nd/Capital Info Name of Is: Amount of .00		ed by your h				Andrea (Paris or Hamman Lands 1997) propriet and analysis of the Paris	
ca	pital requireme	ents?	FOR	M ADV	th your home state's minin	num C	No C	
Primar	y Business Na	me: THE D. CHI	RISTOPHER	CAPITAL	MANAGEMENT	CRD Nur	nber:	
GROUP	, LLC							
ADV -	Other-Than-	Annual Amen	dment, Pa	rt 1B, Pa	ge 2	Rev. 11/	2010	
8/19/	2011 2:31:3	7 PM						
Part 18	B Item 2 - Add	ditional Informa	tion (Conti	nued)				
	707 St. 1	n verer (e)	927 729	W1 250 0		Ye	s No	
0.000001 1000		the following que						
			2000 Sep		voked a bond for you?	C	,	
		the following que				0=		
	9570	y unsatisfied judg		2.675		ر		
		the following que				¥ 1030		
t	nave you , any	advisory affiliate,	or any mana	agement p	son currently the subject of erson been the subject of, involving any of the follow	an		
((1) any investr	nent or an investi	ment-related	business	of activity?	C	C	

(2) fraud, false statement, or omission?	C	(
(3) theft, embezzlement, or other wrongful taking of property?	((
(4) bribery, forgery, counterfeiting, or extortion?	C	~
(5) dishonest, unfair, or unethical practices?	\mathcal{C}	\mathcal{C}
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?	C	r
(2) fraud, false statement, or omission?	C	C
(3) theft, embezzlement, or other wrongful taking of property?	\mathbf{c}	C
(4) bribery, forgery, counterfeiting, or extortion?	\mathcal{C}	(
(5) dishonest, unfair, or unethical practices?	\sim	C
G. Other Business Activities		
(1) You are actively engaged in business as a(n) (check all that apply):		
☐ Attorney		
Certified Public Accountant		
Tax Preparer		

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT	CRD Number:
GROUP, LLC	
ADV - Other-Than-Annual Amendment, Part 1B, Page 3	Rev. 11/2010
8/19/2011 2:31:37 PM	

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	(C
\$100,001 to \$500,000	r	C
\$500,001 to \$1,000,000	C = ,	(
\$1,000,001 to \$2,500,000	C	C
\$2,500,001 to \$5,000,000	C	C
More than \$5,000,000	C	C

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 \$1,0		
	Control of the Contro	Yes	No
	Custody (1) Do you withdraw advisory fees directly from your clients' accounts? If you answered "yes", respond to the following:	C	C
	(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?	C	۲
	(b) Does the custodian send quarterly statements to your clients showing all disbursements for the custodian account, including the amount of the advisory fees?	Ċ	(
	(c) Do your clients provide written authorization permitting you to be paid directly for their accounts held by the custodian or trustee?	C	۲
	(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:	C	
	(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?	C	
	(3) Do you require the prepayment of fees of more than \$500 per <i>client</i> and for six months or more in advance?	۲	c
GR AD	imary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRD COUP, LLC OV - Other-Than-Annual Amendment, Part 1B, Page 4 Rev. 19/2011 2:31:37 PM	Num	
GR AD 8/	OUP, LLC OV - Other-Than-Annual Amendment, Part 1B, Page 4 Rev. :		
GR AD 8/	ROUP, LLC DV - Other-Than-Annual Amendment, Part 1B, Page 4 Rev. 19/2011 2:31:37 PM		010
GR AD 8/	ROUP, LLC DV - Other-Than-Annual Amendment, Part 1B, Page 4 Rev. 19/2011 2:31:37 PM	11/2	010
GR AD 8/	ROUP, LLC DV - Other-Than-Annual Amendment, Part 1B, Page 4 Rev. : 19/2011 2:31:37 PM rt 1B Item 2 - Additional Information (Continued)	11/2	010
GR AD 8/	ROUP, LLC DV - Other-Than-Annual Amendment, Part 1B, Page 4 Rev.: 19/2011 2:31:37 PM rt 1B Item 2 - Additional Information (Continued) If you are organized as a sole proprietorship, please answer the following:	11/2	010
GR AD 8/	COUP, LLC OV - Other-Than-Annual Amendment, Part 1B, Page 4 Rev.: 19/2011 2:31:37 PM 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? (b) Have you passed, on or after January 1, 2000, the Series 66 examination and also	11/2	010
GR AD 8/	COUP, LLC OV - Other-Than-Annual Amendment, Part 1B, Page 4 Rev.: 19/2011 2:31:37 PM 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? (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).	11/2	010
GR AD 8/	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? (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	11/2	010
GR AD 8/	ROUP, LLC OV - Other-Than-Annual Amendment, Part 1B, Page 4 Rev.: 19/2011 2:31:37 PM 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? (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")	11/2	010
GR AD 8/	ROUP, LLC OV - Other-Than-Annual Amendment, Part 1B, Page 4 Rev.: 19/2011 2:31:37 PM 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? (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")	11/2	010
GR AD 8/	ROUP, LLC OV - Other-Than-Annual Amendment, Part 1B, Page 4 Rev.: 19/2011 2:31:37 PM 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? (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")	11/2	010
GR AD 8/	ROUP, LLC OV - Other-Than-Annual Amendment, Part 1B, Page 4 Rev.: 19/2011 2:31:37 PM 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? (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")	11/2	010

(3) Your Social Security Number:

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRD Number:

ADV-Other-Than-Annual Amendment, Part 2

Rev. 11/2010

8/19/2011 2:31:37 PM

GROUP, LLC

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:

ADV - Other-Than-Annual Amendment, SCHEDULE A

Rev. 11/2010

8/19/2011 2:31:37 PM

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.
- 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;
 - 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, sonin-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, <u>all</u> 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

APP256

- (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.
- 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).

Ownership codes

NA - less than 5%

B - 10% but less than

D - 50% but less than

are:

25%

A - 5% but less than

C - 25% but less than

E - 75% or more

75%

10%

50%

- 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
	PERSONALIY				

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, SCHEDULE B

Rev. 11/2010

8/19/2011 2:31:37 PM

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.
- 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, <u>all</u> 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.
- 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.
- 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).
- 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 Indirect Owner Information Filed

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT

CRD Number:

GROUP, LLC

Rev. 11/2010

ADV - Other-Than-Annual Amendment, SCHEDULE C

APP258

8/19/2011 2:31:37 PM

Form	ADV	Sch	uha	00
PULL	AUV.	301	CUU	

Amendment	s to	Sched	ules	A and	В
-----------	------	-------	------	-------	---

- 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*).
- Ownership codes

NA - less than

C - 25% but less

D - 50% but less

G - Other (general partner, trustee,

are:

5%

than 50%

or elected member)

A - 5% but less

than 75%

than 10%

E - 75% or more

B - 10% but less

than 25%

4. List below a	ll changes	to Schedule	A (Direct Owner	s and Execu	tive 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	С	CHIEF COMPLIANCE OFFICER AND MANAGING MEMBER	06/2011	E	Y	N	

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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, SCHEDULE D Page 1

Rev. 11/2010

8/19/2011 2:31:37 PM

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

Rev. 11/2010

8/19/2011 2:31:37 PM

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:

ADV - Other-Than-Annual Amendment, SCHEDULE D, Page 3

Rev. 11/2010

8/19/2011 2:31:37 PM

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	CRD Number:
GROUP, LLC	j
ADV - Other-Than-Annual Amendment, SCHEDULE D, Page 4	Rev. 11/2010
8/19/2011 2:31:37 PM	.
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 sub	
Section 7.B. Limited Partnership Participation or Other Private Fund Partic	ipation
You must complete a separate Schedule D Page 4 for each limited partnership in w person is a general partner, each limited liability company for which you or a relate 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 rule 203(b)(3)-1?	d under SEC C 6
Are your <i>clients</i> solicited to invest in the limited partnership, limited liability composition other private fund?	any, or F C
Approximately what percentage of your <i>clients</i> have invested in this limited partner company, or other private fund? 0 %	ership, limited liability
Minimum investment commitment required of a limited partner, member, or other \$ 250000	· investor:
Current value of the total assets of the limited partnership, limited liability compare fund:	ıy, or other private

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:

Number and Street 2:

545 EAST JOHN CARPENTER FREEWAY

SUITE 300

City:

State:

Country:

ZIP+4/Postal Code:

IRVING

TX

UNITED STATES

75062

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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, SCHEDULE D, Page 5

Rev. 11/2010

8/19/2011 2:31:37 PM

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.

11

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

Rev. 11/2010

8/19/2011 2:31:37 PM

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)		
No Information Filed	e e care	
REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)	90-1 Ta	
No Information Filed		23 23
CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)		77
No Information Filed		
Bond DRPs		
No Information Filed	THE STATE OF THE S	
Judgment/Lien DRPs	TOTAL PROPERTY.	
No Information Filed	www.cowanico	

No Information Filed FORM ADV

Arbitration DRPs

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

Rev. 11/2010

8/19/2011 2:31:37 PM

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

APP265

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.

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 <i>CRD</i> Number: 158639	AND THE STATE OF T	

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

Privacy Legal Use of Web CRD®, IARDTM, or PFRDTM is governed by the Terms & Conditions. ©2014 FINRA. All rights reserved. FINRA is a registered trademark of the Financial Industry Regulatory Authority, Inc.

EXHIBIT 12 TO MAGEE DECLARATION

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, Page 1 8/29/2011 2:38:23 PM

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.

- Your full legal name (if you are a sole proprietor, your last, first, and middle names): THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC
- Name under which you primarily conduct your advisory business, if different from Item 1.A. B. 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:
- If you are registered with the SEC as an investment adviser, your SEC file number: 801-D. 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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, Page 2 8/29/2011 2:38:23 PM

Rev. 11/2010

Item 1 Identifying Information (Continued)

- Principal Office and Place of Business
 - (1) Address (do not use a P.O. Box):

	Number and			and Street	2:	
		OHN CARPENTER FREEWA				
	City:	State:	Country:		ZIP+4/Postal Code:	
	IRVING	TX	UNITED		75062	
	If this addre	ess is a private residence,	check this box:	1,		
		ion 1.F. of Schedule D any			ncipal office and place of	
	business, at	which you conduct invest	ment advisory b	usiness. If	you are applying for	
	registration	, or are registered, with or	ne or more state	securities a	authorities, you must list all of	
	your offices	in the state or states to w	ıhich you are apı	olying for re	egistration or with whom you	
	5		- N	are register	red only, with the SEC, list the	
	(ATC).	offices in terms of number	764 - 76			
			ict business at yo	our <i>principa</i>	al office and place of business:	
	Monday-	Friday COther:				
	Normal busi	ness hours at this location	:			
	8:30 AM TO	4 PM (CST)				
	(3) Telephone n	umber at this location:				
	(972) 719-9					
		mber at this location:				
	(972) 719-9	195				
G.	Mailing address,	if different from your prin	cipal office and p	place of bus	siness address:	
	Number and St	reet 1:	Number and Si	treet 2:		
	City:	State:	Country:	ZIP+4/	Postal Code:	
	If this address i	s a private residence, che	ck this box:			
н.				ess, if differ	ent from your <i>principal office</i>	
	•	siness address in Item 1.F.				
	Number and St		Number and S	treet 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

ADV - Other-Than-Annual Amendment, Page 3

Rev. 11/2010

8/29/2011 2:38:23 PM

Item 1 Identifying Information (Continued)

YES NO

I. Do you have World Wide Web site addresses?

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

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

6

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?

If "yes," complete Section 1.K. of Schedule D.

YES NO

L. Are you registered with a foreign financial regulatory authority?

C 6

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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, Page 4

Rev. 11/2010

8/29/2011 2:38:23 PM

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;

[(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

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC

this box, complete Section 2.A(8) of Schedule D.

CRD Number:

ADV - Other-Than-Annual Amendment, Page 5 8/29/2011 2:38:23 PM

Rev. 11/2010

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 <i>order</i> exempting you from the prohibition against registration with the SEC;							
If you checked	If you checked this box, complete Section 2.A(11) of Schedule D.						
(12) are no longer	eligible to remain register	red with the SEC.					
See Part 1A In	structions 2.i. to determi	ne whether you should ch	eck this box.				
B. Under state laws, SEC-registered advisers may be required to provide to <i>state securities authorities</i> a copy of the Form ADV and any amendments they file with the SEC. These are called <i>notice filings</i> . 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 <i>notice filings</i> 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 <i>notice filings</i> from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).							
L AL	Γ _{ID}	Γ MO	Γ _{PA}				
□ AK	L IL	Γ _{MT}	Γ _{PR}				
Γ _{AZ}	Γ IN	Γ _{NE}	Γ _{RI}				
□ AR	I IA	Γ _{NV}	Γ _{SC}				
Γ _{CA}	Γ _{KS}	Γ _{NH}	Γ _{SD}				
r co	Γ _{KY}		Γ _{TN}				
Г _{СТ}	r LA	Γ _{NM}	₽ TX				
T. DE	Γ _{ME}	F NY	r ut				
Γ _{DC}	Γ _{MD}	Γ _{NC}	Γ _{VT}				
□ _{FL}	Γ _{MA}	Γ _{ND}	F VI				
□ GA	r MI	Γ _{OH}					
Γ _{GU}	Γ _{MN}	Γ _{OK}	Γ _{WA}				
· r HI	Γ _{MS}	Γ OR	□ wv				
			L MI				
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).							
tem 3 Form Of Organization							
	A. How are you organized? C Corporation C Sole Proprietorship C Limited Liability Partnership (LLP)						
C Partnership C Limited Liability Company (LLC) C Other (specify):							
If you are changing your response to this Item, see Part 1A Instruction 4.							

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Prima	ary Bus	iness Name	: THE D. CHRISTO	PHER CAPITAL MA	NAGEMENT	CRD Number:
GROU	JP, LLC					
ADV	- Othe	r-Than-An	mual Amendmei	nt, Page 6		Rev. 11/2010
8/29	/2011	2:38:23	PM			14g
Item	3 Forn	n Of Organia	zation (Continued)		
В.	In wh		es your fiscal year e	end each year?		
C.	Unde	r the laws of	what state or count	ry are you organized	1?	
		e: Country:	T.T.C.			
11		s UNITED S	TATES	The state of the s	otalia Liu ilib iad	e e
Item	4 Succ	essions			y-11-24	YES NO
		at the time of	of this filing, succee	ding to the business	of a registered in	4 TA 4074
	dviser?	complete Ita	m 4.B. and Section	A of Schedule D		
		Succession: (4 Of Schedule D.		
ъ. с	ate or a	decession. (ring boy i i i i y			
ti	he succe	ession again.	₹?	ion on a previous Fo ." See Part 1A Instru Business	New Co.	o not report
and	provide	us with data	we use when making	our business, assisting regulatory policy. s for completing this	Part 1A Instructi	or on-site examinations, ion 5.a. provides
Emp	loyees					
A.		imately how any clerical		you have? Include f	ull and part-time	e employees but do not
ĸ	e 1- 5	5	C 6-10	C 11-50	C 51-250	C 251-500
В.	ر ₅₀₁	-1,000	More than	If more than 1,000 (round to the near		
		proximately search)?	how many of these	employees perform i	nvestment advis	ory functions (including
	r	0	e ₁₋₅	C 6-10	C 11.50	C 51-250
	(251-500	C 501-1,000	More than	If more than 1	,000, how many? e nearest 1,000)
2	(2) Ap	proximately	how many of these	employees are regist	ered representa	tives of a broker-dealer?
	e	0	C 1-5	C 6-10	C 11-50	C 51-250

If more than 1,000, how many? 251-500 501-1.000 More than (round to the nearest 1,000) 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	CRD Number:
GROUP, LLC	
ADV - Other-Than-Annual Amendment, Page 7	Rev. 11/2010
8/29/2011 2:38:23 PM	

Item 5 Information About Your Advisory Business (Continued)

(3)	Approximately h	low many firms or o	ther persons solicit	advisory clients	on your behalf?
	e 0		C 6-10	C 11-50	C 51-250
	C 251-500	C 501-1,000	More than		,000, how many? 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.

<u>Clie</u>	ents								
C.	The second second	proximately how many clients did ly completed fiscal year?	you provide investr	nent a	dvisory	service	s during	your r	nost-
	۰ o	∩ ₁₋₁₀	C ₁₁₋₂₅	C 2	6-100		C 101	-250	
	ر ₂₅	1-500 C More than 500	If more than 500, (round to the near						
D.	appro	types of <i>clients</i> do you have? Ind ximate percentage that each type rises of your total number of <i>clien</i>	e of <i>client</i>	None	to 10%	11- 25%	26- 50%	51- 75%	More Than 75%
	(1)	Individuals (other than high net	worth individuals)	e	C	c	C	\mathcal{C}	\boldsymbol{c}
	(2)	High net worth individuals		•	(~	C	\mathcal{C}	C
	(3)	Banking or thrift institutions		•	C	(C	\mathcal{C}	~
	(4)	Investment companies (includir	ng mutual funds)	c	= C	C	C	C	(
	(5)	Pension and profit sharing plans participants)	s (other than plan	•	•	C	C	(C
	(6)	Other pooled investment vehicle funds)	es (e.g., hedge	C	C	C	C	C	e

7425							
(7)	Charitable organizations	e	\mathcal{C}	C	(r	Γ
(8)	Corporations or other businesses not listed above	e	0	Γ	C	Γ	(
(9)	State or municipal government entities	6	\mathcal{C}	\mathcal{C}	てってい	~	C
(10)	Other:	6	~	C	\mathcal{C}	C	C
	category "individuals" includes trusts, estates, 401(k) ly members, but does not include businesses organize					and th	eir
	ss you provide advisory services pursuant to an investo pany registered under the Investment Company Act of 4).		and the same of the				
	FORM ADV						
1,000,000	FORM APPLICATION FOR INVESTME				EGIST		ION umber:
ROUP,	LLC					1	
DV - O	ther-Than-Annual Amendment, Page 8				R	ev. 11	/2010
/29/2	011 2:38:23 PM						
tem 5 I	Information About Your Advisory Business (Cont	inued)	E				
ompens	sation Arrangements						
You		es by (c	heck a	ell that a	anniv):		
	are compensated for your investment advisory service	es by (c	check a	all that a	apply):		
<u>F</u> (are compensated for your investment advisory service (1) A percentage of assets under your management	es by (c	check a	all that a	apply):		
L(are compensated for your investment advisory service (1) A percentage of assets under your management (2) Hourly charges	es by (c	check a	all that a	apply):		
다(다(are compensated for your investment advisory service (1) A percentage of assets under your management (2) Hourly charges (3) Subscription fees (for a newsletter or periodical)	es by (c	check a	all that a	apply):		
ト(ト(ト(are compensated for your investment advisory service (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)	es by (c	check a	ell that a	apply):		
ド ド ド ド ド ド ド	are compensated for your investment advisory service (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	es by (c	check a	ell that a	apply):		
B	are compensated for your investment advisory service (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	es by (c	check a	all that a	apply):		
B	are compensated for your investment advisory service (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	es by (c	check a	ell that a	apply):		
F C C C C C C C C C C C C C C C C C C C	are compensated for your investment advisory service (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	es by (c	check a	ell that a	apply):		
F C C C C C C C C C C C C C C C C C C C	are compensated for your investment advisory service (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):	es by (c	check a	ell that a	apply):	VE	S NO
ド (1) E	are compensated for your investment advisory service (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):					YE. ه	s NO
ド (1) E	are compensated for your investment advisory services (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): Inder Management Do you provide continuous and regular supervisory or securities portfolios? If yes, what is the amount of your assets under management	manag	ement and to	service:	s to	ෙ account	c
F. (1) C (2) I	are compensated for your investment advisory services (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): Inder Management Do you provide continuous and regular supervisory or securities portfolios? If yes, what is the amount of your assets under management U.S. Dollar Amount	manag	ement and to Tota	service: otal num il Numb	s to	ෙ account	c
F. (1) C (2) I	are compensated for your investment advisory services (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): Inder Management Oo you provide continuous and regular supervisory or securities portfolios? If yes, what is the amount of your assets under management U.S. Dollar Amount Discretionary: (a) \$ 0 .00	manag	ement and to Tota (d)	service otal num of Numb o	s to	ෙ account	C
F. (1) C (2) I	are compensated for your investment advisory services (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): Inder Management Do you provide continuous and regular supervisory or securities portfolios? If yes, what is the amount of your assets under management U.S. Dollar Amount	manag	ement and to Tota	service: otal num il Numb	s to	ෙ account	C

APP277

follow these instructions carefully when completing this Item.

Advisory Activities

	G. Wha	t type(s) of advisor	y services do y	ou provide? Check al	I that apply.	
	г	(1) Financial plann	ina services			
				viduals and/or small	businesses	
	100000	(3) Portfolio mana				
	15700	(M) (M)	70	Tal.	al clients (other than	investment
		companies)	gement to bus	messes of modifications	or error (ourter trion)	
	Π	(5) Pension consul	ting services			
	Г	(6) Selection of otl	her advisers			
	Г	(7) Publication of p	periodicals or ne	ewsletters	휞	
	Г	(8) Security rating	s or pricing ser	vices		
	Г	(9) Market timing	services			
0	V	(10) Other (specify	y):			
		PORTFOLIO MANA	GEMENT FOR P	RIVATE INVESTMENT	VEHICLE	
						2/10
			it in the second of the second		ices pursuant to an ir evestment Company A	
				FORM ADV		
	LINITE	ODM ADDITO	ATTON FOI		ADVISER REC	CICTRATION
	OMIL	ORM APPLIC	ATTON FO	KTHAESIMEN	ADVISER REC	SISTRATION
			HE D. CHRIST	OPHER CAPITAL M	ANAGEMENT	CRD Number:
G	ROUP,	LLC			ANAGEMENT	
G A	ROUP, I DV - O	LLC ther-Than-Annu			ANAGEMENT	CRD Number:
G A	ROUP, I DV - O	LLC			ANAGEMENT	
G A 8	ROUP, I DV - O /29/20	LLC ther-Than-Annu 011 2:38:23 PM	ial Amendme	ent, Page 9		
G A 8	ROUP, I DV - O /29/20 tem 5 I	LLC ther-Than-Annu 011 2:38:23 PM nformation About	al Amendme	ent, Page 9 y Business (Contine	ued)	Rev. 11/2010
G A 8	ROUP, I DV - O /29/20 tem 5 In H. If yo	LLC ther-Than-Annu 011 2:38:23 PM nformation About	al Amendme	ent, Page 9 y Business (Contine		Rev. 11/2010
G A 8	ROUP, I DV - O /29/20 tem 5 In H. If yo	ther-Than-Annu 011 2:38:23 PM Information About In provide financial I last fiscal year?	al Amendme	ent, Page 9 y Business (Contine	ued)	Rev. 11/2010
G A 8	ROUP, I DV - O /29/20 tem 5 I H. If yo your	ther-Than-Annu 011 2:38:23 PM Information About the provide financial last fiscal year?	Your Advisor	ent, Page 9 y Business (Continues, to how many clien	ued) nts did you provide th	Rev. 11/2010 nese services during 51-100 ow many?
G A 8	ROUP, I DV - O /29/20 tem 5 In H. If your Co	ther-Than-Annu 011 2:38:23 PM Information About It provide financial It last fiscal year?	Your Advisor planning service 1-10 251-500	ent, Page 9 y Business (Continues, to how many client 11-25	ued) ots did you provide the 26-50 If more than 500, he (round to the near	Rev. 11/2010 nese services during 51-100 ow many?
G A 8	ROUP, I DV - O /29/20 tem 5 In H. If your Control	ther-Than-Annual 12:38:23 PM Information About 12 provide financial 12 last fiscal year? 101-250 Caparticipate in a way and a second control of the contro	Your Advisor planning service 1-10 251-500 grap fee program	y Business (Continues, to how many clien 11-25 More than 500 m, do you (check all t	ued) ots did you provide the 26-50 If more than 500, he (round to the near	Rev. 11/2010 nese services during 51-100 ow many?
G A 8	ROUP, I DV - O /29/20 tem 5 In H. If your Control	ther-Than-Annu 011 2:38:23 PM Information About It provide financial It last fiscal year?	Your Advisor planning service 1-10 251-500 grap fee program	y Business (Continues, to how many clien 11-25 More than 500 m, do you (check all t	ued) ots did you provide the 26-50 If more than 500, he (round to the near	Rev. 11/2010 nese services during 51-100 ow many?
G A 8	ROUP, I DV - O /29/20 tem 5 In H. If your Constitution I. If your	ther-Than-Annual of 12:38:23 PM of 1	Your Advisor planning service 1-10 251-500 prap fee program	y Business (Continues, to how many clien 11-25 More than 500 m, do you (check all t	ued) ots did you provide the 26-50 If more than 500, he (round to the near that apply):	Rev. 11/2010 nese services during 51-100 ow many?
G A 8	ROUP, I DV - O /29/20 tem 5 In H. If your Control I. If your	ther-Than-Annual (2) act as a portfolio	Your Advisor planning service 1-10 251-500 grap fee program op fee program	y Business (Continues, to how many client 11-25 More than 500 m, do you (check all the wrap fee program	ued) nts did you provide the 26-50 If more than 500, he (round to the near that apply):	Rev. 11/2010 These services during C 51-100 Town many? Test 500)
G A 8	ROUP, I DV - O /29/20 tem 5 In H. If your Constitution I. If your I. If your	ther-Than-Annual (1) sponsor the wra (2) act as a portfolio month of the state of t	Your Advisor planning service 1-10 251-500 trap fee program o manager for to	y Business (Continues, to how many client of 11-25 of More than 500 or, do you (check all the wrap fee program of the wrap fee program, list	ued) ots did you provide the 26-50 If more than 500, he (round to the near that apply):	Rev. 11/2010 These services during C 51-100 Town many? Test 500)
G A 8	ROUP, I DV - O /29/20 tem 5 In H. If your Constitution I. If your I. If your	ther-Than-Annual (2) act as a portfolio	Your Advisor planning service 1-10 251-500 trap fee program o manager for to	y Business (Continues, to how many client of 11-25 of More than 500 or, do you (check all the wrap fee program of the wrap fee program, list	ued) ots did you provide the 26-50 If more than 500, he (round to the near that apply): the names of the provide the second control of th	Rev. 11/2010 These services during C 51-100 Town many? Test 500)
G A 8	ROUP, I DV - O /29/20 tem 5 In H. If your Con I. If your I. If your If your spoo	ther-Than-Annual of 12:38:23 PM of 1	Your Advisor planning service 1-10 251-500 trap fee program to manager for the transport of the program of the transport of t	y Business (Continues, to how many clier 11-25 More than 500 m, do you (check all the wrap fee program, list and the	ued) ots did you provide the 26-50 If more than 500, he (round to the nearthat apply): the names of the provide the second control of the provide the second control of the s	Rev. 11/2010 These services during C 51-100 Town many? Test 500)
G A 8	ROUP, I DV - O /29/20 tem 5 In H. If your Constitution I. If your If your If your	ther-Than-Annual (1) sponsor the wra (2) act as a portfolio minsors in Section 5.1 our involvement in a control (1) sponsor the sponsor th	Your Advisor planning service 1-10 251-500 prap fee program o manager for the panager for a win (2) of Schedule	y Business (Continues, to how many clier 11-25 More than 500 m, do you (check all to receive program, list to D.	ued) ots did you provide the 26-50 If more than 500, he (round to the near that apply): the names of the provide the second control of th	Rev. 11/2010 These services during C 51-100 Town many? Test 500) Grams and their Programs to your
G A 8	ROUP, I DV - O /29/20 tem 5 II H. If your C I I. If your If your spool	ther-Than-Annual (1) sponsor the wra (2) act as a portfolio minsors in Section 5.1 our involvement in a control (1) sponsor the sponsor th	Your Advisor planning service 1-10 251-500 prap fee program o manager for the panager for a wide (2) of Schedule a wrap fee program a mutual fund to (1(2)).	y Business (Continues, to how many clier 11-25 More than 500 m, do you (check all to receive program, list to D.	ued) nts did you provide the 26-50 If more than 500, he (round to the nearthat apply): the names of the proportions of the p	Rev. 11/2010 These services during C 51-100 Town many? Test 500) Grams and their The programs to your The do not check
G A 8	ROUP, I DV - O /29/20 tem 5 In H. If you your C (C I If you spool If you client eith	ther-Than-Annual of 12:38:23 PM Information About ou provide financial last fiscal year? Information About ou provide financial year. Information About ou provide financial	Your Advisor planning service 1-10 251-500 trap fee program to manager for a wide (2) of Schedule a wrap fee program a wrap fee program to manager for a wide (2) of Schedule a wrap fee program to mutual fund to I(2). tivities	y Business (Continues, to how many clier 11-25 More than 500 m, do you (check all the wrap fee program, list to b. Gram is limited to received that is offered through	ued) ots did you provide the 26-50 If more than 500, he (round to the nearthat apply): the names of the procommending wrap feeth a wrap fee program	Rev. 11/2010 These services during C 51-100 Town many? Test 500) Grams and their The programs to your The do not check

A.	You are actively engaged in business as a (check all that apply):		- 1
	Tou are delivery engages in secures as a (ancer or the opp.)		- 1
	(1) Broker-dealer		1
	(2) Registered representative of a broker-dealer		ı
	(3) Futures commission merchant, commodity pool operator, or commodity trading a	advisor	1
	(4) Real estate broker, dealer, or agent		
	(5) Insurance broker or agent		
	(6) Bank (including a separately identifiable department or division of a bank)		
			1
	(7) Other financial product salesperson (specify):		
		YES	NO
В.	(1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?	C	6
	(2) If yes, is this other business your primary business?	\mathcal{C}	c
	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?	(6
			1
	FORM ADV		
L	INIFORM APPLICATION FOR INVESTMENT ADVISER REGISTI	RATIO	N
Prin	nary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT	RD Nun	nber:
	OUP, LLC	RD Nun	nber:
GRO	UP, LLC	RD Nun	
GRC AD\	OUP, LLC		
GRO ADV 8/2	VP, LLC V - Other-Than-Annual Amendment, Page 10 Re 19/2011 2:38:23 PM		
GRO ADV 8/2	V - Other-Than-Annual Amendment, Page 10 Re		
GRO AD\ 8/2 Iter	VP, LLC V - Other-Than-Annual Amendment, Page 10 Re 19/2011 2:38:23 PM	v. 11/2	
GRO ADV 8/2 Iter In th	PUP, LLC / - Other-Than-Annual Amendment, Page 10 Re 19/2011 2:38:23 PM n 7 Financial Industry Affiliations	v. 11/2	
ADV 8/2 Iter In thinfo	PUP, LLC 7 - Other-Than-Annual Amendment, Page 10 Re 19/2011 2:38:23 PM In 7 Financial Industry Affiliations This Item, we request information about your financial industry affiliations and activities. To remation identifies areas in which conflicts of interest may occur between you and your clients.	v. 11/2 his	2010
GRO ADV 8/2 Iter In thinfo	PUP, LLC 7 - Other-Than-Annual Amendment, Page 10 Rec. 19/2011 2:38:23 PM In 7 Financial Industry Affiliations In 8 Item, we request information about your financial industry affiliations and activities. To remation identifies areas in which conflicts of interest may occur between you and your client of requires you to provide information about you and your related persons. Your related	v. 11/2 his	2010
GRO ADV 8/2 Iter In thinfo	PUP, LLC 7 - Other-Than-Annual Amendment, Page 10 Re 19/2011 2:38:23 PM In 7 Financial Industry Affiliations This Item, we request information about your financial industry affiliations and activities. To remation identifies areas in which conflicts of interest may occur between you and your clients.	v. 11/2 his	2010
GRO ADN 8/2 Iter In the info	PUP, LLC 7 - Other-Than-Annual Amendment, Page 10 Rec. 19/2011 2:38:23 PM In 7 Financial Industry Affiliations In 8 Item, we request information about your financial industry affiliations and activities. To remation identifies areas in which conflicts of interest may occur between you and your client of requires you to provide information about you and your related persons. Your related	v. 11/2 his	2010
GRO ADN 8/2 Iter In the info	PUP, LLC 7 - Other-Than-Annual Amendment, Page 10 8 - Other-Than-Annua	his ents.	2010
GRO ADN 8/2 Iter In the info	PUP, LLC 7 - Other-Than-Annual Amendment, Page 10 8 Po/2011 2:38:23 PM 8 Primancial Industry Affiliations 9 In 7 Financial Industry Affiliations 9 In 8 Primation identifies areas in which conflicts of interest may occur between you and your client of requires you to provide information about you and your related persons. Your related for your advisory affiliates and any related person that is under common control with you. 1 You have a related person that is a (check all that apply): 1 (1) broker-dealer, municipal securities dealer, or government securities broker or decided investment company (including mutual funds)	his ents.	2010
GRO ADN 8/2 Iter In the info	PUP, LLC 7 - Other-Than-Annual Amendment, Page 10 8 - Other-Than-Annual Amendment, Page 10 9/2011 2:38:23 PM 10 7 Financial Industry Affiliations 11 Industry Affiliations 12 Industry Affiliations 13 Item, we request information about your financial industry affiliations and activities. To remation identifies areas in which conflicts of interest may occur between you and your client of requires you to provide information about you and your related persons. Your related for your advisory affiliates and any related person that is under common control with you. 13 You have a related person that is a (check all that apply): 14 Industry Affiliates and Industry Affiliates and Industry affiliations and activities. The remation is a confidence of the person that is under common control with you. 15 (1) broker-dealer, municipal securities dealer, or government securities broker or dealer (2) investment company (including mutual funds) 16 (2) investment company (including financial planners)	his ents.	2010
GRO ADN 8/2 Iter In the info	PUP, LLC 7 - Other-Than-Annual Amendment, Page 10 8 - 19/2011 2:38:23 PM 8 - 7 Financial Industry Affiliations 9 - 7 Financial Industry Affiliations 9 - 8 Financial Industry Affiliations 10 - 7 requires areas in which conflicts of interest may occur between you and your client of your advisory affiliates and any related person that is under common control with you. 10 - 9 Financial Industry Affiliations 11 - 12 Financial Industry Affiliations 12 Financial Industry Affiliations 13 Financial Industry Affiliations 14 Financial Industry Affiliations 15 Financial Industry Affiliations 16 Financial Industry Affiliations 17 Financial Industry Affiliations 18 Financial Industry Affiliations 18 Financial Industry Affiliations 19 Financial Industry Affiliations 10 Financial Industry Affiliations 11 Financial Industry Affiliations 12 Financial Industry Affiliations 13 Financial Industry Affiliations 14 Financial Industry Affiliations 15 Financial Industry Affiliations 16 Financial Industry Affiliations 17 Financial Industry Affiliations 18 Financial Industry Affiliations 18 Financial Industry Affiliations 19 Financial Industry Affiliations 19 Financial Industry Affiliations 10 Financial Industry Affiliations 11 Financial Industry Affiliations 12 Financial Industry Affiliations 12 Financial Industry Affiliations 12 Financial Industry Affiliations 13 Financial Industry Affiliations 14 Financial Industry Affiliations 16 Financial Industry Affiliations 17 Financial Industry Affiliations 17 Fin	his ents.	2010
GRO ADN 8/2 Iter In the info	PUP, LLC 7 - Other-Than-Annual Amendment, Page 10 Re 19/2011 2:38:23 PM 10 7 Financial Industry Affiliations 11 Industry Affiliations 12 Industry Affiliations 13 Item, we request information about your financial industry affiliations and activities. To remation identifies areas in which conflicts of interest may occur between you and your client of requires you to provide information about you and your related persons. Your related for your advisory affiliates and any related person that is under common control with you. 17 You have a related person that is a (check all that apply): 18	his ents.	2010
GRO ADN 8/2 Iter In the info	To ther-Than-Annual Amendment, Page 10 Resp/2011 2:38:23 PM To Financial Industry Affiliations This is Item, we request information about your financial industry affiliations and activities. To remation identifies areas in which conflicts of interest may occur between you and your clients of requires you to provide information about you and your related persons. Your related for your advisory affiliates and any related 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 (2) investment company (including mutual funds) (3) other investment adviser (including financial planners) (4) futures commission merchant, commodity pool operator, or commodity trading a (5) banking or thrift institution (6) accountant or accounting firm	his ents.	2010
GRO ADN 8/2 Iter In the info	To ther-Than-Annual Amendment, Page 10 Resp/2011 2:38:23 PM In 7 Financial Industry Affiliations This is item, we request information about your financial industry affiliations and activities. The mation identifies areas in which conflicts of interest may occur between you and your clients of requires you to provide information about you and your related persons. Your related for your advisory affiliates and any related 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 (2) investment company (including mutual funds) (3) other investment adviser (including financial planners) (4) futures commission merchant, commodity pool operator, or commodity trading a (5) banking or thrift institution (6) accountant or accounting firm (7) lawyer or law firm	his ents.	2010
GRO ADN 8/2 Iter In the info	Pup, LLC 7 - Other-Than-Annual Amendment, Page 10 Re 19/2011 2:38:23 PM 10 7 Financial Industry Affiliations 11 Industry Affiliations 12 Industry Affiliations 13 Item, we request information about your financial industry affiliations and activities. The mation identifies areas in which conflicts of interest may occur between you and your client of requires you to provide information about you and your related persons. Your related for your advisory affiliates and any related person that is under common control with you. 10 You have a related person that is a (check all that apply): 11 Industry Indus	his ents.	2010
GRO ADN 8/2 Iter In the info	Pup, LLC 7 - Other-Than-Annual Amendment, Page 10 Re 9/2011 2:38:23 PM In 7 Financial Industry Affiliations This Item, we request information about your financial industry affiliations and activities. The mation identifies areas in which conflicts of interest may occur between you and your client of requires you to provide information about you and your related persons. Your related for your advisory affiliates and any related 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 (2) investment company (including mutual funds) (3) other investment adviser (including financial planners) (4) futures commission merchant, commodity pool operator, or commodity trading a (5) banking or thrift institution (6) accountant or accounting firm (7) lawyer or law firm (8) insurance company or agency (9) pension consultant	his ents.	2010
GRO ADN 8/2 Iter In the info	Pup, LLC 7 - Other-Than-Annual Amendment, Page 10 Re 19/2011 2:38:23 PM 10 7 Financial Industry Affiliations 11 Industry Affiliations 12 Industry Affiliations 13 Item, we request information about your financial industry affiliations and activities. The mation identifies areas in which conflicts of interest may occur between you and your client of requires you to provide information about you and your related persons. Your related for your advisory affiliates and any related person that is under common control with you. 10 You have a related person that is a (check all that apply): 11 Industry Indus	his ents.	2010

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 <u>SEC-registered advisers</u> 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.

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRD Number:
GROUP, LLC

ADV - Other-Than-Annual Amendment, Page 11 8/29/2011 2:38:23 PM

Rev. 11/2010

Item 8 Participation or Interest in Client Transactions (Continued)

Proprietary Interest in Client Transactions 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)? (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))?	•	r
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)?	C	e
(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?	e	(
(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)?	•	C
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?	6	\sim
(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?	Γ	6
FORM ADV		
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRA	TIO	N
	207	12
	Nun	ıber:
GROUP, LLC		
ADV - Other-Than-Annual Amendment, Page 12 Rev. 3	11/2	2010
8/29/2011 2:38:23 PM		
Item 8 Participation or Interest in <i>Client</i> Transactions (Continued)		
D. Do you or any related person recommend brokers or dealers to clients?	G	C
E. Do you or any related person receive research or other products or services other than	e	\mathbf{c}
execution from a broker-dealer or a third party in connection with <i>client</i> securities transactions?		
F. Do you or any related person, directly or indirectly, compensate any person for client referrals?	æ	۲
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 of amount of client referrals.		
Item 9 Custody	VI.59	8U 78
In this Item, we ask you whether you or a related person has custody of client assets and about	your	3 M

Α.	(1) Do you have <i>custody</i> of any a	advisory clients':	Yes	No
	(a) cash or bank accounts?		:(~	•
	(b) securities?		4	C
	custody solely because (i) you de related person maintains client fu	d with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if yo duct your advisory fees directly from your clients' accounts, ands or securities as a qualified custodian but you have overce grationally independent (pursuant to Advisers Act rule 206(4)	or (ii, :ome) a the
	(2) If you checked "yes" to Item and total number of clients for	9.A(1)(a) or (b), what is the amount of <i>client</i> funds and secure which you have <i>custody</i> :	ırities	5
	U.S. Dollar Amount	Total Number of Clients		
	(a)\$	(b)		
		qualified custodian of client assets, do not include the amoun hose clients in your response to Item 9.A.(2). Instead, includ tem 9.B.(2).		ət
В.	(1) Do any of your related person	ns have custody of any of your advisory clients':	Yes	No
	(a) cash or bank accounts?		•	F
	(b) securities?		4	e
	You are required to answer this it	tem regardless of how you answered Item 9.A.(1)(a) or (b).		
		9.B.(1)(a) or (b), what is the amount of <i>client</i> funds and secont which your related persons have <i>custody</i> :	uritie	!S
	U.S. Dollar Amount	Total Number of Clients		
	(a)\$	(b)		
C.	If you or your related persons ha apply:	ve custody of client funds or securities, check all the followin	g tha	it
	• • •	s account statements at least quarterly to the investors in th you manage.	e	Γ
	(2) An independent public accoun	ntant audits annually the pooled investment vehicle(s) that y ncial statements are distributed to the investors in the pools.		Γ
	(3) An independent public account securities.	ntant conducts an annual surprise examination of <i>client</i> fund	s and	Γ
		ntant prepares an internal control report with respect to cust lated persons are qualified custodians for <i>client</i> funds and	odial	Π
		3) or C.(4), list in Section 9.C. of Schedule D the accountants examination or prepare an internal control report.	; that	are
D.	Do you or your related persons a advisory services you provide to	ct as qualified custodians for your <i>clients</i> in connection with <i>clients</i> ?	Yes	No No
	(1) you act as a qualified custodi	ian	•	Œ
	(2) your related persons act as o	ualified custodians	~	Œ

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?

5

If yes, complete Section 10 of Schedule D.

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, Page 13 8/29/2011 2:38:23 PM

Rev. 11/2010

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 advisory affiliate: YES NO been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any felony? (2) been charged with any felony? 6 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 advisory affiliate: (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, 6 foreign, or military court to a misdemeanor involving: investments or an investmentrelated 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? (2) been charged with a misdemeanor listed in 11.B(1)? 6 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.

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT	CRD Number:
GROUP, LLC	
ADV - Other-Than-Annual Amendment, Page 14	Rev. 11/2010
8/29/2011 2:38:23 PM	

Item 11	Disclosure Information (Continued)		
For "yes"	answers to the following questions, complete a Regulatory Action DRP:		
C. Has	s the SEC or the Commodity Futures Trading Commission (CFTC) ever:	YES	NO
(1)	found you or any advisory affiliate to have made a false statement or omission?	C	•
(2)	found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?	۲	e
(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?	C	િ
(4)	entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with <i>investment-related</i> 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?	C	િ

res	ult in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.? answers to the following questions, complete a Civil Judicial Action DRP:		
· ·	e you or any advisory affiliate now the subject of any regulatory proceeding that could	ור	•
	s an authorization to act as an attorney, accountant, or federal contractor granted to u or any advisory affiliate ever been revoked or suspended?	YES	€ F
Item 11	Disclosure Information (Continued)		
8/29/20	011 2:38:23 PM	Ð	
	pular value and description of the contract of	11/2	2010
GROUP, I	TC		
		D Nun	nber:
UNIF	ORM APPLICATION FOR INVESTMENT ADVISER REGISTRA	ATIC	N
	FORM ADV		
	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?		•
(4)	business having its authorization to do business denied, suspended, revoked, or restricted? disciplined you or any advisory affiliate by expelling or suspending you or the	C	c
(3)	by the SEC)? found you or any advisory affiliate to have been the cause of an investment-related	C	e
(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	C	િ
	found you or any advisory affiliate to have made a false statement or omission?	C	િ
	any self-regulatory organization or commodities exchange ever:		
(3)	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?		
(5)	connection with an <i>investment-related</i> activity? ever denied, suspended, or revoked your or any <i>advisory affiliate's</i> registration or	C	e
(4)	or restricted? in the past ten years, entered an <i>order</i> against you or any <i>advisory affiliate</i> in	۲	ᠬ
(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,	, C	e
(2)	ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?	C	હ
	of peer dishoriest, diran, or directical:		
T.	ever found you or any advisory affiliate to have made a false statement or omission, or been dishonest, unfair, or unethical?	(e

(a)) in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity?	C	િ
(b)) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations?	C	૯
(c)	ever dismissed, pursuant to a settlement agreement, an <i>investment-related</i> civil action brought against you or any <i>advisory affiliate</i> by a state or <i>foreign financial regulatory authority</i> ?	C	r
	e you or any advisory affiliate now the subject of any civil proceeding that could sult in a "yes" answer to any part of Item 11.H(1)?	, C	ᠬ

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 <u>and</u> 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.

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, Page 16

Rev. 11/2010

8/29/2011 2:38:23 PM

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.

	IES	NO
al	Γ	e

- 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 C or more on the last day of its most recent fiscal year?

	(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?	ر	e	
	(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?	C	ଜ	

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT	CRD Number:
GROUP, LLC	
ADV - Other-Than-Annual Amendment, Part 1B, Page 1	Rev. 11/2010
8/29/2011 2:38:23 PM	

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.

Г	AL	Г _{ID}	Γ _{MO}	Γ _{PA}
	AK	L Ir	Γ _{MT}	r PR
Π	AZ	C IN	Γ _{NE}	ſ RI
Г	AR	Γ _{IA}	r _{NV}	r sc
Γ	CA	Γ _{KS}	Γ _{NH}	r _{SD}
Γ	со	Γ _{KY}	Γ _{N3}	r _{TN}
	СТ	r LA	Γ _{NM}	Γ _{TX}
Γ	DE	Γ _{ME}	Γ _{NY}	Γ _{UT}
	DC	Γ _{MD}	Γ _{NC}	Γ _{VT}
Γ	FL	Γ _{MA}	Γ _{ND} ≥ ,	L AI
Γ	GA	□ MI	Γ _{OH}	Γ _{VA}
Π	GU	□ MN	Г _{ОК}	Γ _{WA}
Γ	ні	Γ. _{MS}	r or	r w∨

	em 2 - Additional Information			
	responsible for supervision and c	ompliance:		
Name	•			
Title:				
Telep	none:		Fax:	n g v
Numb	er and Street 1:	Number and S	Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:	
Email	address, if available:			
	address is a private residence, ch Capital Information, if required by Name of Issuing Insurance Compa	your home state.		
(2)	Amount of Bond: \$.00			
(3)	Bond Policy Number:			
(4) If req	uired by your home state, are you	in compliance wi	th your home state's minimu	Yes No
capita	I requirements?			
UNIF	DRM APPLICATION FOR	FORM ADV	NT ADVISER REGIS	TRATION
rimary B	usiness Name: THE D. CHRISTO	OPHER CAPITAL	MANAGEMENT	CRD Number
ROUP, L	.c			
DV - Ot	ner-Than-Annual Amendme	nt, Part 1B, Pa	ge 2 F	ev. 11/2010
/29/20	11 2:38:23 PM			
	8 M S		1 39 1 1	
art 1B It	em 2 - Additional Information	(Continued)		
Cau D		and the second	DDD	Yes No
	answers to the following question, a bonding company ever denied, p			c c
	answers to the following question,	O A	Č.	
-	ou have any unsatisfied judgment			c c
	answers to the following questions		2.0	
E. Are	you, any <i>advisory affiliate</i> , or any e you , any <i>advisory affiliate</i> , or an	management pers y management pe	son currently the subject of, erson been the subject of, a	n
	ration claim alleging damages in e any investment or an <i>investment-</i>			g: د د

(2) fraud, false statement, or omission?	C	C
(3) theft, embezzlement, or other wrongful taking of property?	C	~
(4) bribery, forgery, counterfeiting, or extortion?	(۲
(5) dishonest, unfair, or unethical practices?	\mathcal{C}	(
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?	C	~
(2) fraud, false statement, or omission?	C	C
(3) theft, embezzlement, or other wrongful taking of property?	C	(
(4) bribery, forgery, counterfeiting, or extortion?	C	(
(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		

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT	CRD Number:
GROUP, LLC	
ADV - Other-Than-Annual Amendment, Part 1B, Page 3	Rev. 11/2010
8/29/2011 2:38:23 PM	

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	r	C
\$100,001 to \$500,000	۲	(
\$500,001 to \$1,000,000	ر چر	r
\$1,000,001 to \$2,500,000	٢	C
\$2,500,001 to \$5,000,000	۲	r
More than \$5,000,000	^	C

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)	າດດ ດດ	101
I. Custody	Yes	No
(1) Do you withdraw advisory fees directly from your clients' accounts? If you answered	C	C
"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?	י ר	C
(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	C
(c) Do your clients provide written authorization permitting you to be paid directly for their accounts held by the custodian or trustee?	C	C
(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:	C	C
(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?	۲	۲
(3) Do you require the prepayment of fees of more than \$500 per <i>client</i> and for six months or more in advance?	C	(
Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRESROUP, LLC ADV - Other-Than-Annual Amendment, Part 1B, Page 4 Rev. B/29/2011 2:38:23 PM	Num	2.25(12).5
5/29/2011 2:36:23 FM		
art 1B Item 2 - Additional Information (Continued)	Yes	
art 1B Item 2 - Additional Information (Continued) J. If you are organized as a sole proprietorship, please answer the following:	Yes	
I. 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?	Yes	
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? (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 C	
Part 1B Item 2 - Additional Information (Continued) 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? (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).	Yes C	
Part 1B Item 2 - Additional Information (Continued) 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? (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?	Yes C	
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? (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 2.3(2)(b). (b) I have earned and I am in good standing with the organization that issued the	Yes	
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? (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 2.3(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")	Yes	
Part 1B Item 2 - Additional Information (Continued) 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? (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 2.3(2)(b). (b) I have earned and I am in good standing with the organization that issued the following credential: Certified Financial Planner ("CFP")	Yes	
Part 1B Item 2 - Additional Information (Continued) 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? (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 2.3(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")	Yes	
Part 1B Item 2 - Additional Information (Continued) 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? (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")	Yes	

(3) Your Social Security Number:

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRD Number:

GROUP, LLC

ADV-Other-Than-Annual Amendment, Part 2 8/29/2011 2:38:23 PM

Rev. 11/2010

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

ADV - Other-Than-Annual Amendment, SCHEDULE A

Rev. 11/2010

8/29/2011 2:38:23 PM

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, sonin-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.
- 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%

A - 5% but less than

B - 10% but less than

C - 25% but less than

D - 50% but less than

are:

25%

% 75%

E - 75% or more

100%

50%

- 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)		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 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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, SCHEDULE B

Rev. 11/2010

8/29/2011 2:38:23 PM

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

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 Indirect Owner Information Filed

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, SCHEDULE C

8/29/2011 2:38:23 PM

Rev. 11/2010

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 NA - less than

C - 25% but less

G - Other (general partner, trustee,

or elected member)

are:

5%

than 50%

D - 50% but less

than 10%

than 75%

A - 5% but less

than 25%

4. 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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, SCHEDULE D Page 1

Rev. 11/2010

8/29/2011 2:38:23 PM

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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, SCHEDULE D, Page 2 8/29/2011 2:38:23 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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, SCHEDULE D, Page 3 8/29/2011 2:38:23 PM

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

The second secon

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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, SCHEDULE D, Page 4

Rev. 11/2010

8/29/2011 2:38:23 PM

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

Yes No

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC \mathcal{C} rule 203(b)(3)-1?

Are your *clients* solicited to invest in the limited partnership, limited liability company, or other private fund?

<u>د</u> ر

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)

Effective Date

08/09/2011

Termination Date

08/09/2011

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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, SCHEDULE D, Page 5

Rev. 11/2010

8/29/2011 2:38:23 PM

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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, DRP Pages

Rev. 11/2010

8/29/2011 2:38:23 PM

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	
Res all the second second	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

CRD Number:

GROUP, LLC

Pay 11/20

ADV - Other-Than-Annual Amendment, Execution Pages 8/29/2011 2:38:23 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

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 08/29/2011

DELSA ULRICA THOMAS

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.

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.

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/YYY

CRD Number

Printed Name Title

Privacy Legal Use of Web CRD®, IARDTM, or PFRDTM is governed by the Terms & Conditions. ©2014 FINRA. All rights reserved. FINRA is a registered trademark of the Financial Industry Regulatory Authority, Inc.

EXHIBIT 13 TO MAGEE DECLARATION

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, Page 1

Rev. 11/2010

8/29/2011 2:40:23 PM

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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, Page 2 8/29/2011 2:40:23 PM 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 Country:

ZIP+4/Postal Code:

City: **IRVING**

State: 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

ADV - Other-Than-Annual Amendment, Page 3

Rev. 11/2010

8/29/2011 2:40:23 PM

Item 1 Identifying Information (Continued)

YES NO

I. Do you have World Wide Web site addresses?

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 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

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?

If "yes," complete Section 1.K. of Schedule D.

YES NO

L. Are you registered with a foreign financial regulatory authority?

C 6

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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, Page 4

Rev. 11/2010

8/29/2011 2:40:23 PM

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;

- (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:

ADV - Other-Than-Annual Amendment, Page 5

Rev. 11/2010

ADV - Other-Than-Annual Amendment, Page 8/29/2011 2:40:23 PM

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 <i>order</i> 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 <i>state securities authorities</i> a copy of the Form ADV and any amendments they file with the SEC. These are called <i>notice filings</i> . 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 <i>notice filings</i> 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 <i>notice filings</i> from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).							
AL.	- "	F MO	· · · · · · · · · · · · · · · · · · ·	***************************************			
/AIX	,	<u> </u>	PR PT				
~~	114	١٧٠ ١٧٠	١٠٠٠				
□ AR	I IA	J NV	□ sc				
CA	KS	NH	J SD				
r co	Γ _{KY}	L NJ	TN				
Γ _{CT}	│	F NM	► TX				
Γ _{DE}	☐ ME	, F NY	Γ UT				
□ DC	□ MD	「 NC	L AL				
□ FL	□ MA	r ND	Γ _{VI}				
□ GA	│ □ MI	Γ _{OH}	Γ _{VA}				
「 _{GU}	☐ MN	Γ _{OK}	r wA				
Г _{ні}	Г _{MS}	Γ OR	Γ wv				
			r w₁				
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). tem 3 Form Of Organization							
• =	A. How are you organized?						
·	, , , , , , , , , , , , , , , , , , , ,						
C Partnership C Limited Liability Company (LLC) C Other (specify):							
If you are changing your response to this Item, see Part 1A Instruction 4.							

GROUP, LLC

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT

CRD Number:

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

DV - Other-Than-	Annual Amendme	ent, Page 6		Rev. 11/2010
/29/2011 2:40:2	3 PM			40
tem 3 Form Of Orga	nization (Continue	d)	764 E	
	does your fiscal year	end each year?		
December			10	
	of what state or cou	ntry are you organize	ed?	
State: Countr Texas UNITE	A State Course to the			
tem 4 Successions				
				YES NO
A. Are you, at the tim adviser?	ne of this filing, succe	eding to the business	of a registered in	nvestment C C
If "yes," complete	Item 4.B. and Section	n 4 of Schedule D.		
B. Date of Succession	1: (MM/DD/YYYY)			
If you have alread	y reported this succes	ssion on a previous F	orm ADV filing, de	o not report
기업 및 트라마 (11) (11) 14(14) (11) (12) (12) (12) (12) (12) (12)	ain. Instead, check "N	50°C (1971)		
	GE III		55/96 5/2 111 36/46	21F2 9 3 K 5 N N
	About Your Advisor			
	n help us understand ata we use when mal	950	(A 72 ST.)	for on-site examinations,
50	newly-formed advise	그리카 (국사 - 서 12 - 12		ion 5.a. provides
E TV	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
mployees				
 A. Approximately he include any cleric 	anni i faut na caoigh an - na cean an t-an an an an a-an an	do you have? Include	full and part-time	e employees but do not
e 1-5	C 6-10	C 11-50	C 51-250	C 251-500
C 501-1,000	C More than	If more than 1,000, how many?		
202 2,000	1,000	(round to the ne	arest 1,000)	
В.				
(1) Approximate research)?	ely how many of these	e <i>employees</i> perform	investment advis	ory functions (including
C 0	e 1-5	C 6-10	€11-50	C 51-250
C ₂₅₁₋₅₀₀	C 501-1,000	More than		1,000, how many? e nearest 1,000)
(2) Approximate	ely how many of these		stered representa	tives of a broker-dealer?
e 0	C ₁₋₅	C 6-10	C 11-50	C 51-250

C 251-500 C 501-1,000 C 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	CRD Number:
GROUP, LLC	i e

ADV - Other-Than-Annual Amendment, Page 7 8/29/2011 2:40:23 PM

Rev. 11/2010

Item 5 Information About Your Advisory Business (Continued)

3)	Approximately h	now many firms or o	ther persons solicit	advisory clients	on your behalf?
	e 0	C 1-5	C 6-10	C 11-50	C 51-250
	C ₂₅₁₋₅₀₀	C 501-1,000	More than		,000, how many? 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 approximatel recently complete	5. T. M. B. M. M. C. M. B. M. C. M. B. M. M. B. M.	you provide inv	estment advisory ser	vices during your most-
	e 0	C 1-10	C 11-25	C 26-100	C 101-250
	C 251-500	More than 500	If more than 5	00, how many?	
	231 300	Hore than 500	(round to the r	nearest 500)	

D.	What types of <i>clients</i> do you have? Indicate the approximate percentage that each type of <i>client</i> comprises of your total number of <i>clients</i> .		None	Up to 10%	11- 25%	26- 50%	51- 75%	More Than 75%	
	(1)	Individuals (other than high net worth individuals)	e	C	C	C	(C	
	(2)	High net worth individuals	6	C	C	\mathcal{C}	~	Γ	
	(3)	Banking or thrift institutions	e	<u>ئ</u> رد	~	~	C	~	
	(4)	Investment companies (including mutual funds)	e	້ ຕ	(((C	
	(5)	Pension and profit sharing plans (other than plan participants)	િ	C	r	(r	C	
	(6)	Other pooled investment vehicles (e.g., hedge	۲	C	((C	æ	

(7)	Charitable organizations		e	\boldsymbol{c}	\mathcal{C}	\sim	(C
(8)	Corporations or other bu	sinesses not listed above	•	((Γ	(C
(9)	State or municipal gover	nment entities	e	~	(\mathcal{C}	, ,	(
(10)	Other:		•	C	C	~	(Γ
family	ntegory "individuals" includ members, but does not in	nclude businesses organiz	ed as so	le prop	orietorsh	nips.		
	s you provide advisory ser any registered under the I).	[2] 나는 아이에 아이스 문화 [2] 아이는 아니라 아이를 [2] 아니는 아이를 하는 사는 사람이 아니라 아이를 하는 것 같습니다.						
UNIF	ORM APPLICATIO	FORM ADV	Waterman and	DVIS	ER R	EGIS	[RAT]	ON
rimary (Business Name: THE D.	CHRISTOPHER CAPITA	L MANA	GEME	NT		CRD N	umbei
ROUP, L								= 40
DV - 01	ther-Than-Annual Am	endment, Page 8				R	lev. 11	/201
/29/20	11 2:40:23 PM							
om 5 Tr	formation About Your	Advisory Rusiness (Con	tinued)					
		navisory basiness (con	itinaca)					
ompens	ation Arrangements							
. You a	re compensated for your i	nvestment advisory servi	ces by (heck a	all that a	apply):		
N (1	.) A percentage of assets (under your management						
Γ(2) Hourly charges							
Γ(3) Subscription fees (for a	newsletter or periodical)						
200	Fixed fees (other than s							
10000	5) Commissions	,						
-	5) Performance-based fees							
(Vallas)								
. (7) Other (specify):							
ssets Ur	nder Management							
							YES	s NO
	o you provide continuous a ecurities portfolios?	and regular supervisory o	r manag	ement	service	s to	e	r
(2) If	yes, what is the amount of	of your assets under mana U.S. Dollar Amount	agement		otal num al Numb			5?
-	iccretionary:	(a) \$ 0 .00		(d)		er or Ac	counts	
	viscretionary: Ion-Discretionary:	(b) \$ 0 .00		(e)				
	otal:	(c) \$ 0 .00		(f)	0			
	otal.	(0) \$ 0 .00		(.,				
P	art 1A Instruction 5.b. exp	olains how to calculate you	ur assets	under	manag	ement.	You mu	st
	allow these instructions can							
duica-	Activities							
MANIZOLA	Activities							

J	it type(s) or au				
г	(1) Financial p	lanning services			
г	(2) Portfolio m	nanagement for in	dividuals and/or small	businesses	
г	(3) Portfolio m	nanagement for in	vestment companies		
			usinesses or institution	al <i>clients</i> (other	than investment
_		insulting services			100
Olasti.		of other advisers			15
	opportunities of the				
		of periodicals or			
1.		atings or pricing se	ervices		
. Same		5			
⊽	(10) Other (sp PORTFOLIO M		PRIVATE INVESTMENT	VEHICLE	
			u provide advisory serv registered under the In	•	o an investment advisory pany Act of 1940.
			EODM ADM		
			FORM ADV		
ONTH	ORM APP	LICATION FO	OR INVESTMEN	I ADVISER	REGISTRATION
Primary	Business Nam	e: THE D. CHRIS	STOPHER CAPITAL M	ANAGEMENT	CRD Number:
Primary GROUP, I		e: THE D. CHRIS	STOPHER CAPITAL M	ANAGEMENT	CRD Number:
GROUP,	LLC	e: THE D. CHRIS		ANAGEMENT	CRD Number:
GROUP, I ADV - O	LLC ther-Than-A	nnual Amendn		ANAGEMENT	
GROUP, I ADV - O	LLC	nnual Amendn		ANAGEMENT	
GROUP, I ADV - 0 8/29/20	LLC ther-Than-A 011 2:40:23	nnual Amendn PM			
GROUP, I ADV - O 8/29/20 Item 5 I H. If yo	LLC ther-Than-A 011 2:40:23 nformation Al ou provide finan	nnual Amendn PM Dout Your Advisorial planning serv	nent, Page 9 ory Business (Contin	ued)	
GROUP, I ADV - O 8/29/20 Item 5 I H. If your	ther-Than-A 011 2:40:23 nformation Al bu provide finantial fiscal year	nnual Amenda PM Dout Your Advisorial planning server?	nent, Page 9 ory Business (Continuices, to how many client	ued) nts did you pro	Rev. 11/2010 vide these services during
GROUP, I ADV - O 8/29/20 Item 5 I H. If yo	ther-Than-A 011 2:40:23 nformation Al bu provide finantial fiscal year	nnual Amendn PM Dout Your Advisorial planning serv	nent, Page 9 ory Business (Contin	ued)	Rev. 11/2010
GROUP, I ADV - O 8/29/20 Item 5 I H. If your your	ther-Than-A 011 2:40:23 nformation Al bu provide finantial fiscal year	nnual Amenda PM Dout Your Advisorial planning server?	nent, Page 9 ory Business (Continuices, to how many client	ued) nts did you pro C 26-50 If more than	Rev. 11/2010 vide these services during 51-100 500, how many?
GROUP, I ADV - O 8/29/20 Item 5 I H. If your C (ther-Than-A 011 2:40:23 nformation Al ou provide finan last fiscal year 0 101-250	nnual Amenda PM pout Your Advisor cial planning server? C 1-10 C 251-500	ory Business (Continuices, to how many client	ued) nts did you pro 26-50 If more than to	Rev. 11/2010 vide these services during 51-100
GROUP, I ADV - O 8/29/20 Item 5 I H. If your C (ther-Than-A 011 2:40:23 Information Al ou provide finant last fiscal year 0 101-250 ou participate in	nnual Amenda PM pout Your Advisor icial planning server 1-10 251-500 a wrap fee progra	ory Business (Continuities, to how many client 11-25 More than 500 ram, do you (check all the	ued) nts did you pro 26-50 If more than to	Rev. 11/2010 vide these services during 51-100 500, how many?
GROUP, I ADV - O 8/29/20 Item 5 I H. If your C I. If your	ther-Than-A 011 2:40:23 Information Al Ou provide finant I last fiscal year 0 101-250 Ou participate in (1) sponsor the	nnual Amenda PM pout Your Advisor cial planning serve 1-10 251-500 a wrap fee program	ory Business (Continuices, to how many client of 11-25 More than 500 fram, do you (check all to the second of the	ued) ots did you prove 26-50 If more than (round to the that apply):	Rev. 11/2010 vide these services during 51-100 500, how many?
GROUP, I ADV - O 8/29/20 Item 5 I H. If your C I. If your	ther-Than-A 011 2:40:23 Information Al Ou provide finant I last fiscal year 0 101-250 Ou participate in (1) sponsor the	nnual Amenda PM pout Your Advisor cial planning serve 1-10 251-500 a wrap fee program	ory Business (Continuities, to how many client 11-25 More than 500 ram, do you (check all the	ued) ots did you prove 26-50 If more than (round to the that apply):	Rev. 11/2010 vide these services during 51-100 500, how many?
GROUP, I ADV - O 8/29/20 Item 5 I H. If your C I. If your If your	ther-Than-A 011 2:40:23 Information Al Du provide finant last fiscal year 0 101-250 Du participate in (1) sponsor the (2) act as a por ou are a portfor	nnual Amendm PM cout Your Advisor cial planning server 7 1-10 251-500 a a wrap fee program wrap fee program tfolio manager for	ory Business (Continuices, to how many client for than 500 fram, do you (check all the form) or the wrap fee program, list	ued) nts did you pro 26-50 If more than (round to the that apply):	Rev. 11/2010 vide these services during 51-100 500, how many?
GROUP, I ADV - O 8/29/20 Item 5 I H. If your C I. If your If your	ther-Than-A 011 2:40:23 Information Al Du provide finant last fiscal year 0 101-250 Du participate in (1) sponsor the (2) act as a por ou are a portfor	nnual Amenda PM pout Your Advisor cial planning server 1-10 251-500 a wrap fee program wrap fee program tfolio manager for	ory Business (Continuices, to how many client for than 500 fram, do you (check all the form) or the wrap fee program, list	ued) nts did you pro 26-50 If more than (round to the that apply):	Rev. 11/2010 vide these services during 51-100 500, how many? e nearest 500)
GROUP, I ADV - O 8/29/20 Item 5 I H. If your C C I. If your If your	ther-Than-A 011 2:40:23 Information All ou provide finant relast fiscal year 0 101-250 ou participate in (1) sponsor the (2) act as a por ou are a portfor insors in Section	nnual Amenda PM Dout Your Advisor cicial planning serve 1-10 251-500 If a wrap fee program wrap fee program tfolio manager for a control of the cont	pry Business (Continuities, to how many client of 11-25 More than 500 fram, do you (check all the mean fee program, list alle D.	ued) nts did you prove 26-50 If more than (round to the that apply): 1? the names of the second control of the control of	Rev. 11/2010 vide these services during 51-100 500, how many? e nearest 500)
GROUP, I ADV - O 8/29/20 Item 5 I H. If your C C I. If your If your spo	ther-Than-A 011 2:40:23 Information All ou provide finant relast fiscal year 0 101-250 ou participate in (1) sponsor the (2) act as a por ou are a portformsors in Section our involvement	nnual Amenda PM pout Your Advisor cial planning server 1-10 251-500 a wrap fee program trollo manager for the manager for a server 5.I(2) of Schedu	ory Business (Continuities, to how many client of 11-25 More than 500 fram, do you (check all the wrap fee program, list alle D.	ued) nts did you prove 26-50 If more than (round to the that apply): the names of the commending with t	Rev. 11/2010 vide these services during 51-100 500, how many? e nearest 500) the programs and their ap fee programs to your
GROUP, I ADV - O 8/29/20 Item 5 I H. If your C I I. If your If your spo	ther-Than-A 011 2:40:23 Information All ou provide finant relast fiscal year 0 101-250 ou participate in (1) sponsor the (2) act as a por ou are a portformsors in Section our involvement	nnual Amenda PM pout Your Advisor cial planning server 1-10 251-500 a wrap fee program trolio manager for a server in 5.I(2) of Schedu at in a wrap fee provise a mutual fund	pry Business (Continuities, to how many client of 11-25 More than 500 fram, do you (check all the mean fee program, list alle D.	ued) nts did you prove 26-50 If more than (round to the that apply): the names of the commending with t	Rev. 11/2010 vide these services during 51-100 500, how many? e nearest 500) the programs and their ap fee programs to your
GROUP, I ADV - O 8/29/20 Item 5 I H. If you C I. If you If you If you spool If you cliese eith	ther-Than-A 011 2:40:23 Information Al Ou provide finant last fiscal year 0 101-250 Ou participate in (1) sponsor the (2) act as a por ou are a portformsors in Section our involvements, or you adv	nnual Amendm PM cout Your Advisor cial planning server 7 1-10 251-500 a a wrap fee program tfolio manager for a server in 5.I(2) of Schedu et in a wrap fee provise a mutual fund or 5.I(2).	ory Business (Continuities, to how many client of 11-25 More than 500 fram, do you (check all the wrap fee program, list alle D.	ued) nts did you prove 26-50 If more than (round to the that apply): the names of the commending with t	Rev. 11/2010 vide these services during 51-100 500, how many? e nearest 500) the programs and their ap fee programs to your
GROUP, I ADV - O 8/29/20 Item 5 I H. If your C I. If your If your If your spo If your clies eith Item 6 C	ther-Than-A 011 2:40:23 Information Al Du provide finant last fiscal year 0 101-250 Du participate in (1) sponsor the (2) act as a por ou are a portfol nsors in Section our involvement our involvement our involvement our Item 5.I(1) Other Business	nnual Amendm PM cout Your Advisor cial planning server 7 1-10 251-500 In a wrap fee program at folio manager for a server it in a wrap fee program at in a wrap fee provise a mutual fund for 5.I(2). In a continuation of the folion of the fo	ory Business (Continuities, to how many client of 11-25 More than 500 fram, do you (check all the wrap fee program, list alle D.	ued) nts did you provent to the names of the name of	Rev. 11/2010 vide these services during 51-100 500, how many? e nearest 500) the programs and their ap fee programs to your

A.	You are actively engaged in business as a (check all that apply):		ĺ
	(1) Broker-dealer		
	(2) Registered representative of a broker-dealer		
	(3) Futures commission merchant, commodity pool operator, or commodity trading ac	lvisor	
	(4) Real estate broker, dealer, or agent		
	(5) Insurance broker or agent		
	(6) Bank (including a separately identifiable department or division of a bank)	Ť	
	(7) Other financial product salesperson (specify):		
		YES	NO
В.	(1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?	C	6
	(2) If yes, is this other business your primary business?	C	۲
	If "yes," describe this other business on Section 6.B. of Schedule D.		
		YES	
	(3) Do you sell products or provide services other than investment advice to your advisory clients?	C	6
	FORM ADV		
- 11	JNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTR	ATIO	N
v			
Prim		D Num	ber:
Prim GRO	DUP, LLC		
Prim GRO	OUP, LLC V - Other-Than-Annual Amendment, Page 10 Rev	D Num	
Prim GRO	DUP, LLC		
Prim GRO ADV 8/2	OUP, LLC V - Other-Than-Annual Amendment, Page 10 Rev. 29/2011 2:40:23 PM		
Prim GRO ADV 8/2 Iten	OUP, LLC V - Other-Than-Annual Amendment, Page 10 Rev. 29/2011 2:40:23 PM m 7 Financial Industry Affiliations	. 11/2	
Prim GRO ADV 8/2 Item	OUP, LLC V - Other-Than-Annual Amendment, Page 10 Rev. 29/2011 2:40:23 PM	. 11/2	
Prim GRO ADV 8/2 Item	OUP, LLC V - Other-Than-Annual Amendment, Page 10 Rev. 29/2011 2:40:23 PM m 7 Financial Industry Affiliations his Item, we request information about your financial industry affiliations and activities. The rmation identifies areas in which conflicts of interest may occur between you and your clients.	. 11/2	010
Prim GRO ADV 8/2 Item	OUP, LLC V - Other-Than-Annual Amendment, Page 10 Rev 29/2011 2:40:23 PM m 7 Financial Industry Affiliations his Item, we request information about your financial industry affiliations and activities. This	. 11/2	010
Prim GRO ADV 8/2 Item In thinfor Item all o	OUP, LLC V - Other-Than-Annual Amendment, Page 10 Rev. 29/2011 2:40:23 PM m 7 Financial Industry Affiliations his Item, we request information about your financial industry affiliations and activities. This remation identifies areas in which conflicts of interest may occur between you and your client of requires you to provide information about you and your related persons. Your related portion your advisory affiliates and any related person that is under common control with you.	. 11/2	010
Prim GRO ADV 8/2 Item In thinfor Item all o	Pup, LLC V - Other-Than-Annual Amendment, Page 10 Rev. 29/2011 2:40:23 PM m 7 Financial Industry Affiliations his Item, we request information about your financial industry affiliations and activities. The remation identifies areas in which conflicts of interest may occur between you and your clier n 7 requires you to provide information about you and your related persons. Your related person your advisory affiliates and any related 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.	. 11/2 is nts.	010
Prim GRO ADV 8/2 Item In thinfor Item all o	Pup, LLC V - Other-Than-Annual Amendment, Page 10 Rev. 29/2011 2:40:23 PM m 7 Financial Industry Affiliations his Item, we request information about your financial industry affiliations and activities. The remation identifies areas in which conflicts of interest may occur between you and your clier n 7 requires you to provide information about you and your related persons. Your related per your advisory affiliates and any related 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 (2) investment company (including mutual funds)	. 11/2 is nts.	010
Prim GRO ADV 8/2 Item In thinfor Item all o	Pup, LLC V - Other-Than-Annual Amendment, Page 10 Rev. 29/2011 2:40:23 PM m 7 Financial Industry Affiliations his Item, we request information about your financial industry affiliations and activities. This remation identifies areas in which conflicts of interest may occur between you and your client of your advisory affiliates and any related 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 (2) investment company (including mutual funds) (3) other investment adviser (including financial planners)	. 11/2 is nts. ersons	010
Prim GRO ADV 8/2 Item In thinfor Item all o	Poup, LLC V - Other-Than-Annual Amendment, Page 10 Rev. 29/2011 2:40:23 PM In 7 Financial Industry Affiliations This Item, we request information about your financial industry affiliations and activities. This remation identifies areas in which conflicts of interest may occur between you and your client of your advisory affiliates and any related 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 (2) investment company (including mutual funds) (3) other investment adviser (including financial planners) (4) futures commission merchant, commodity pool operator, or commodity trading advisers.	. 11/2 is nts. ersons	010
Prim GRO ADV 8/2 Item In thinfor Item all o	Pup, LLC V - Other-Than-Annual Amendment, Page 10 Rev. 29/2011 2:40:23 PM m 7 Financial Industry Affiliations his Item, we request information about your financial industry affiliations and activities. This remation identifies areas in which conflicts of interest may occur between you and your client of requires you to provide information about you and your related persons. Your related performation advisory affiliates and any related 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 deal. (2) investment company (including mutual funds) (3) other investment adviser (including financial planners) (4) futures commission merchant, commodity pool operator, or commodity trading advices of the provided in the	. 11/2 is nts. ersons	010
Prim GRO ADV 8/2 Item In thinfor Item all o	PUP, LLC V - Other-Than-Annual Amendment, Page 10 Rev. 29/2011 2:40:23 PM m 7 Financial Industry Affiliations his Item, we request information about your financial industry affiliations and activities. This remation identifies areas in which conflicts of interest may occur between you and your client of requires you to provide information about you and your related persons. Your related post your advisory affiliates and any related 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 deal (2) investment company (including mutual funds) (3) other investment adviser (including financial planners) (4) futures commission merchant, commodity pool operator, or commodity trading advices (6) banking or thrift institution (6) accountant or accounting firm	. 11/2 is nts. ersons	010
Prim GRO ADV 8/2 Item In thinfor Item all o	Pup, LLC V - Other-Than-Annual Amendment, Page 10 Rev. 29/2011 2:40:23 PM m 7 Financial Industry Affiliations his Item, we request information about your financial industry affiliations and activities. This remation identifies areas in which conflicts of interest may occur between you and your client of requires you to provide information about you and your related persons. Your related performation advisory affiliates and any related 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 deal (2) investment company (including mutual funds) (3) other investment adviser (including financial planners) (4) futures commission merchant, commodity pool operator, or commodity trading advision of the first institution (5) banking or thrift institution (6) accountant or accounting firm (7) lawyer or law firm	. 11/2 is nts. ersons	010
Prim GRO ADV 8/2 Item In thinfor Item all o	PUP, LLC V - Other-Than-Annual Amendment, Page 10 Rev. 29/2011 2:40:23 PM m 7 Financial Industry Affiliations his Item, we request information about your financial industry affiliations and activities. This remation identifies areas in which conflicts of interest may occur between you and your client of requires you to provide information about you and your related persons. Your related post your advisory affiliates and any related 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 deal (2) investment company (including mutual funds) (3) other investment adviser (including financial planners) (4) futures commission merchant, commodity pool operator, or commodity trading advices (6) banking or thrift institution (6) accountant or accounting firm	. 11/2 is nts. ersons	010
Prim GRO ADV 8/2 Item In thinfor Item all o	POUP, LLC V - Other-Than-Annual Amendment, Page 10 Rev. 29/2011 2:40:23 PM m 7 Financial Industry Affiliations his Item, we request information about your financial industry affiliations and activities. This rmation identifies areas in which conflicts of interest may occur between you and your client of requires you to provide information about you and your related persons. Your related person your advisory affiliates and any related 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 (2) investment company (including mutual funds) (3) other investment adviser (including financial planners) (4) futures commission merchant, commodity pool operator, or commodity trading advices (5) banking or thrift institution (6) accountant or accounting firm (7) lawyer or law firm (8) insurance company or agency	. 11/2 is nts. ersons	010

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.

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT **CRD Number:**

ADV - Other-Than-Annual Amendment, Page 11

8/29/2011 2:40:23 PM

GROUP, LLC

Rev. 11/2010

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 6 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))?	e	C
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)?	c	e
(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?	e	r
(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)?	•	۲
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?	e	Γ
(2) amount of securities to be bought or sold for a client's account?	6	~
(3) broker or dealer to be used for a purchase or sale of securities for a client's account?	e	Γ
	~	1,000
(4) commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions? FORM ADV	 C	٠ •
FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRA	TIO	N
FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRA Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRE		N
FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRA Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC	TIC Nun	N nber:
FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRA Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRE	TIC Nun	N nber:
FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRA Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC ADV - Other-Than-Annual Amendment, Page 12 Rev. 8/29/2011 2:40:23 PM	TIC Nun	N nber:
FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRA Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRO GROUP, LLC ADV - Other-Than-Annual Amendment, Page 12 Rev.	TIC Nun	N nber:
FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRA Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC ADV - Other-Than-Annual Amendment, Page 12 Rev. 8/29/2011 2:40:23 PM 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	Nun	0N nber: 2010
FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRA Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC ADV - Other-Than-Annual Amendment, Page 12 Rev. 8/29/2011 2:40:23 PM 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	Nun	0N nber: 2010
FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRA Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT GROUP, LLC ADV - Other-Than-Annual Amendment, Page 12 Rev. 8/29/2011 2:40:23 PM 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	Num 11/2	0N nber: 2010

A.	(1) Do you have <i>custody</i> of any ad	visory <i>clients'</i> :	Yes	No
	(a) cash or bank accounts?		:(~	c
	(b) securities?		•	æ
	custody solely because (i) you dedu related person maintains client fund	with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you uct your advisory fees directly from your clients' accounts, o ds or securities as a qualified custodian but you have-overc ationally independent (pursuant to Advisers Act rule 206(4)	or (ii) ome t	a the
	(2) If you checked "yes" to Item 9. and total number of <i>clients</i> for	.A(1)(a) or (b), what is the amount of <i>client</i> funds and secuwhich you have <i>custody</i> :	ırities	
	U.S. Dollar Amount	Total Number of Clients		
	(a)\$ ((b)		
	·	valified custodian of client assets, do not include the amount ose clients in your response to Item 9.A.(2). Instead, includ om 9.B.(2).		t
В.	(1) Do any of your related persons	s have custody of any of your advisory clients':	Yes	No
	(a) cash or bank accounts?		~	F
	(b) securities?		£	Œ
	You are required to answer this ite	m regardless of how you answered Item 9.A.(1)(a) or (b).		
		.B.(1)(a) or (b), what is the amount of <i>client</i> funds and sec which your related persons have <i>custody</i> :	uritie	S
	U.S. Dollar Amount	Total Number of Clients		
	(a)\$	(b)		
C.	If you or your related persons have apply:	e custody of client funds or securities, check all the followin	g tha	t .
		account statements at least quarterly to the investors in the rou manage.	e	T
	, , , ,	ant audits annually the pooled investment vehicle(s) that y cial statements are distributed to the investors in the pools.		
	(3) An independent public account securities.	ant conducts an annual surprise examination of <i>client</i> funds	s and	Γ.
	• •	ant prepares an internal control report with respect to custon to the custon of the cu	odial	
	• • • •	or C.(4), list in Section 9.C. of Schedule D the accountants xamination or prepare an internal control report.	; that	are
D.	Do you or your <i>related persons</i> act advisory services you provide to <i>cl</i>	t as qualified custodians for your <i>clients</i> in connection with <i>lients</i> ?	Yes	No
	(1) you act as a qualified custodia	n	\mathbf{C}	e
	(2) your related persons act as qu	alified custodians	Ċ	G
			- **	

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? If yes, complete Section 10 of Schedule D.

NO





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, Page 13

Rev. 11/2010

8/29/2011 2:40:23 PM

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 you 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 advisory affiliate: YES NO (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, 6 foreign, or military court to any felony? (2) been charged with any felony? 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 advisory affiliate: (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, 6 foreign, or military court to a misdemeanor involving: investments or an investmentrelated 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? (2) been charged with a misdemeanor listed in 11.B(1)? If you are registered or registering with the SEC, you may limit your response to Item 11.8

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT	CRD Number:
GROUP, LLC	
ADV - Other-Than-Annual Amendment, Page 14	Rev. 11/2010
8/29/2011 2:40:23 PM	

Item 11 Disclosure Information (Continued)

(2) to charges that are currently pending.

	AAAA DARAH AAAA BAAAA BAAAA AAAA AAAAA AAAAA AAAAAA		
	or "yes" answers to the following questions, complete a Regulatory Action DRP:	:tt = 700.0	
	C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:	'ES	NO
	(1) found you or any advisory affiliate to have made a false statement or omission?	C	e
	(2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?	C	৽
	(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?	C	િ
10000	(4) entered an order against you or any advisory affiliate in connection with investment- related activity?	C	િ
	(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?	~	C

			- 1
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,	C	6
	or been dishonest, unfair, or unethical?	10	
	(2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?	(6
	(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?	Ç	e
	(4) in the past ten years, entered an order against you or any advisory affiliate in connection with an investment-related activity?	(6
	(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?	C	6
E.	Has any self-regulatory organization or commodities exchange ever:		1
	(1) found you or any advisory affiliate to have made a false statement or omission?	Γ	6
	(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)?	C	6
	(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?	C	6
	(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?	C	6
	FORM ADV		
U	NIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRA	TIO	N
Prim	ary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRD	Num	ber:
	UP, LLC		
	- Other-Than-Annual Amendment, Page 15 Rev. :	11/2	010
8/29	9/2011 2:40:23 PM		
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?	۲	e
	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.? Yes" answers to the following questions, complete a Civil Judicial Action DRP:	C	e
	. (1) Has any domestic or foreign court:		NO

(a)	in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity?	C	૯
(b)	ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations?	C	e
(c)	ever dismissed, pursuant to a settlement agreement, an <i>investment-related</i> civil action brought against you or any <i>advisory affiliate</i> by a state or <i>foreign financial regulatory authority</i> ?	r	િ
100	e you or any advisory affiliate now the subject of any civil proceeding that could sult in a "yes" answer to any part of Item 11.H(1)?	۲	ᠬ

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 <u>and</u> 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.

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, Page 16

Rev. 11/2010

8/29/2011 2:40:23 PM

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.

			1
v	-	N	•
1 1	ES	1.4	v

- 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 C or more on the last day of its most recent fiscal year?

(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	૯
C. Ar	e 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?	r	ᠬ
(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	CRD Number:
GROUP, LLC	
ADV - Other-Than-Annual Amendment, Part 1B, Page 1	Rev. 11/2010
8/29/2011 2:40:23 PM	

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

Part 1B Item 1 - State Registration

GU

HI

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.

| Fig. | Fig.

MN

MS

	I I	· ·			
	- Additional Informa				
	onsible for supervision	and compliance:			
Name:					
Title:					
Telephone:			Fax:	4	
880 (80	128525 KO 16	201 - N. O. C. C. W. W. W.	200292		
Number and	d Street 1:	Number and Str	eet 2:		
City:	State:	Country:	ZIP+4/Postal Code:		
Email addre	ess, if available:				
If this addr	ess is a private residen	ce. check this box:			
		ed by your home state.			
	of Issuing Insurance (
2013 • 1 2003 · 1 200					
	int of Bond:				
\$.0					
(3) Bond	Policy Number:				
				Voc N	
(4) If required	ALDROS LIPERE SOLIDARIO PER LIPERE	re you in compliance with	your home state's minim	Yes N	lo ~
47.47. at 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1.	by your home state, ar	re you in compliance with	your home state's minim	COLUMN ACC	lo ~
(4) If required capital requ	by your home state, ar		your home state's minim	COLUMN ACC	lo ~
capital requ	by your home state, ar uirements?	FORM ADV		um C	-
capital requ	by your home state, ar uirements?	FORM ADV	your home state's minim	um C	•
capital requ	by your home state, ar lirements? APPLICATION	FORM ADV FOR INVESTMEN	T ADVISER REGIS	STRATION	- I
capital requ UNIFORM Primary Busine	by your home state, ar lirements? APPLICATION	FORM ADV	T ADVISER REGIS	um C	- I
capital requ UNIFORM Primary Busine GROUP, LLC	by your home state, and irements? APPLICATION SS Name: THE D. CHI	FORM ADV FOR INVESTMENT RISTOPHER CAPITAL M	T ADVISER REGIS	STRATION CRD Numb	~ I er:
capital requ UNIFORM Primary Busine GROUP, LLC ADV - Other-1	by your home state, and irements? APPLICATION SS Name: THE D. CHI Than-Annual Amen	FORM ADV FOR INVESTMEN	T ADVISER REGIS	STRATION	~ I er:
capital requ UNIFORM Primary Busine GROUP, LLC ADV - Other-1	by your home state, and irements? APPLICATION SS Name: THE D. CHI Than-Annual Amen	FORM ADV FOR INVESTMENT RISTOPHER CAPITAL M	T ADVISER REGIS	STRATION CRD Numb	~ I er:
capital requirements of the ca	by your home state, and irements? APPLICATION SS Name: THE D. CHI Than-Annual Aments 40:23 PM	FORM ADV FOR INVESTMENT RISTOPHER CAPITAL M dment, Part 1B, Page	T ADVISER REGIS	STRATION CRD Numb	l ler:
capital requ UNIFORM Primary Busine GROUP, LLC ADV - Other-1 B/29/2011 2:	by your home state, and irements? APPLICATION SS Name: THE D. CHI Than-Annual Amen	FORM ADV FOR INVESTMENT RISTOPHER CAPITAL M dment, Part 1B, Page	T ADVISER REGIS	STRATION CRD Numb	er:
capital requirements of the ca	by your home state, and irements? APPLICATION ass Name: THE D. CHI Than-Annual Aments 40:23 PM - Additional Information	FORM ADV FOR INVESTMENT RISTOPHER CAPITAL M dment, Part 1B, Page	T ADVISER REGIS ANAGEMENT	CRD Numb	er:
capital requirements of the control	by your home state, and irements? APPLICATION SS Name: THE D. CHI Than-Annual Aments 40:23 PM - Additional Informatics to the following que	FORM ADV FOR INVESTMENT RISTOPHER CAPITAL M dment, Part 1B, Page	T ADVISER REGIS ANAGEMENT 2 RP.	CRD Numb	er:
capital requirements of the control	by your home state, and irements? APPLICATION SS Name: THE D. CHI Than-Annual Ament 40:23 PM - Additional Informaters to the following queding company ever derivatives.	FORM ADV FOR INVESTMENT RISTOPHER CAPITAL M dment, Part 1B, Page etion (Continued)	T ADVISER REGIS ANAGEMENT 2 RP. ked a bond for you?	CRD Numb	er:
capital requirements of the control	by your home state, and irements? APPLICATION ASS Name: THE D. CHI Than-Annual Ament 40:23 PM - Additional Informat ers to the following queding company ever derests to the following queens	FORM ADV FOR INVESTMENT RISTOPHER CAPITAL M dment, Part 1B, Page ation (Continued) estion, complete a Bond D nied, paid out on, or revol	T ADVISER REGIS ANAGEMENT 2 RP. ked a bond for you? ent/Lien DRP:	CRD Numb	er 010
Capital requirements of the control	by your home state, and irements? APPLICATION SS Name: THE D. CHI Than-Annual Amenta 40:23 PM - Additional Informations to the following queeding company ever decive any unsatisfied judgive any unsatisfied judgive	FORM ADV FOR INVESTMENT RISTOPHER CAPITAL M dment, Part 1B, Page ation (Continued) estion, complete a Bond D nied, paid out on, or revolution, complete a Judgment	ANAGEMENT 2 RP. ked a bond for you? ent/Lien DRP: bu?	CRD Numb	er
capital requ UNIFORM Primary Busine GROUP, LLC ADV - Other-1 B/29/2011 2: Part 1B Item 2 For "yes" answe C. Has a bon For "yes" answe D. Do you ha	by your home state, and irements? APPLICATION SS Name: THE D. CHI Than-Annual Aments 40:23 PM - Additional Information of the following question of the following questive any unsatisfied judgers to the following questive and provided the following questions are stated to the followi	FORM ADV FOR INVESTMENT RISTOPHER CAPITAL M dment, Part 1B, Page ation (Continued) estion, complete a Bond D nied, paid out on, or revolution, complete a Judgment gments or liens against your estions, complete an Arbite	ANAGEMENT 2 RP. ked a bond for you? ent/Lien DRP: bu?	CRD Number	er 010
Capital requirements of the control	by your home state, and irements? APPLICATION ASS Name: THE D. CHI Than-Annual Amenta 40:23 PM - Additional Information ers to the following question any unsatisfied judgers to the following question advisory affiliate, or	FORM ADV FOR INVESTMENT RISTOPHER CAPITAL M dment, Part 1B, Page ation (Continued) estion, complete a Bond D nied, paid out on, or revolution, complete a Judgment gments or liens against you estions, complete an Arbit or any management person	T ADVISER REGIS ANAGEMENT 2 RP. ked a bond for you? ent/Lien DRP: ou? ration DRP:	CRD Number Rev. 11/20	er:
Capital requirements of the complete of the co	by your home state, and irements? APPLICATION ASS Name: THE D. CHI Than-Annual Amenta 40:23 PM - Additional Information of the following question of the following questi	FORM ADV FOR INVESTMENT RISTOPHER CAPITAL M dment, Part 1B, Page ation (Continued) estion, complete a Bond D nied, paid out on, or revolution, complete a Judgment gments or liens against years estions, complete an Arbit or any management person, or any management person, or any management person	RP. ked a bond for you? ent/Lien DRP: bu? ration DRP:	Yes or an	er:

(2) fraud, false statement, or omission?	Γ	Γ
(3) theft, embezzlement, or other wrongful taking of property?	\sim	~
(4) bribery, forgery, counterfeiting, or extortion?	\mathcal{C}	~
(5) dishonest, unfair, or unethical practices?	C	~
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?	C	C
(2) fraud, false statement, or omission?	((
(3) theft, embezzlement, or other wrongful taking of property?	C	~
(4) bribery, forgery, counterfeiting, or extortion?	\subset	\sim
(5) dishonest, unfair, or unethical practices?	C	~
G. Other Business Activities		
(1) You are actively engaged in business as a(n) (check all that apply):		
Attorney		
Certified Public Accountant		
Tax Preparer		
FORM ADV		

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT

GROUP, LLC

ADV - Other-Than-Annual Amendment, Part 1B, Page 3

Rev. 11/2010

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

ADV - Other-Than-Annual Amendment, Part 1B, Page 3 8/29/2011 2:40:23 PM

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	C	C
\$100,001 to \$500,000	C	C
\$500,001 to \$1,000,000	C 24	C
\$1,000,001 to \$2,500,000	r	r
\$2,500,001 to \$5,000,000	C	C
More than \$5,000,000	C	C

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	,000,00	00)
	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 the you send a copy to the client?	at C	c
(b) Does the custodian send quarterly statements to your <i>clients</i> showing all	C	c
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?	۲	c
(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:	, ,	C
(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?	r	c
(3) Do you require the prepayment of fees of more than \$500 per client and for six months or more in advance?	s (c
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTR	AIIO	N
Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CR	D Num	ber:
Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CR GROUP, LLC	D Num	ber:
GROUP, LLC	D Num	
GROUP, LLC		
GROUP, LLC ADV - Other-Than-Annual Amendment, Part 1B, Page 4 Rev 8/29/2011 2:40:23 PM		
GROUP, LLC ADV - Other-Than-Annual Amendment, Part 1B, Page 4 Rev	. 11/2	010
GROUP, LLC ADV - Other-Than-Annual Amendment, Part 1B, Page 4 Rev 8/29/2011 2:40:23 PM Part 1B Item 2 - Additional Information (Continued)		010
GROUP, LLC ADV - Other-Than-Annual Amendment, Part 1B, Page 4 Rev 8/29/2011 2:40:23 PM Part 1B Item 2 - Additional Information (Continued) J. If you are organized as a sole proprietorship, please answer the following:	. 11/2	010 No
GROUP, LLC ADV - Other-Than-Annual Amendment, Part 1B, Page 4 8/29/2011 2:40:23 PM Part 1B Item 2 - Additional Information (Continued) 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?	Yes	010 No
GROUP, LLC ADV - Other-Than-Annual Amendment, Part 1B, Page 4 Rev 8/29/2011 2:40:23 PM Part 1B Item 2 - Additional Information (Continued) 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? (b) Have you passed, on or after January 1, 2000, the Series 66 examination and also	Yes	010 No
GROUP, LLC ADV - Other-Than-Annual Amendment, Part 1B, Page 4 Rev 8/29/2011 2:40:23 PM Part 1B Item 2 - Additional Information (Continued) 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? (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	010 No
GROUP, LLC ADV - Other-Than-Annual Amendment, Part 1B, Page 4 Rev 8/29/2011 2:40:23 PM Part 1B Item 2 - Additional Information (Continued) 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? (b) Have you passed, on or after January 1, 2000, the Series 66 examination and also	Yes	010 No
GROUP, LLC ADV - Other-Than-Annual Amendment, Part 1B, Page 4 Rev 8/29/2011 2:40:23 PM Part 1B Item 2 - Additional Information (Continued) 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? (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?	Yes	010 No
GROUP, LLC ADV - Other-Than-Annual Amendment, Part 1B, Page 4 8/29/2011 2:40:23 PM Part 1B Item 2 - Additional Information (Continued) 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? (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).	Yes	010 No
GROUP, LLC ADV - Other-Than-Annual Amendment, Part 1B, Page 4 8/29/2011 2:40:23 PM Part 1B Item 2 - Additional Information (Continued) 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? (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:	Yes	010 No
GROUP, LLC ADV - Other-Than-Annual Amendment, Part 1B, Page 4 8/29/2011 2:40:23 PM Part 1B Item 2 - Additional Information (Continued) 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? (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:	Yes	010 No
GROUP, LLC ADV - Other-Than-Annual Amendment, Part 1B, Page 4 8/29/2011 2:40:23 PM Part 1B Item 2 - Additional Information (Continued) 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? (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:	Yes	010 No
GROUP, LLC ADV - Other-Than-Annual Amendment, Part 1B, Page 4 8/29/2011 2:40:23 PM Part 1B Item 2 - Additional Information (Continued) 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? (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")	Yes	010 No
GROUP, LLC ADV - Other-Than-Annual Amendment, Part 1B, Page 4 8/29/2011 2:40:23 PM Part 1B Item 2 - Additional Information (Continued) 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? (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")	Yes	010 No

(3) Your Social Security Number:

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT CRD Number:

GROUP, LLC

ADV-Other-Than-Annual Amendment, Part 2

Rev. 11/2010

8/29/2011 2:40:23 PM

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

ADV - Other-Than-Annual Amendment, SCHEDULE A

Rev. 11/2010

8/29/2011 2:40:23 PM

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;
 - 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, sonin-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.
- 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%

A - 5% but less than

B - 10% but less than

D - 50% but less than

are:

25%

C - 25% but less than

E - 75% or more

10%

50%

- 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)		Title or Status	Date Title or Status Acquired MM/YYYY	Ownership Code	Control Person		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	Ε	Y	N	

FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: THE D. CHRISTOPHER CAPITAL MANAGEMENT

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, SCHEDULE B

Rev. 11/2010

8/29/2011 2:40:23 PM

26 52

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, <u>all</u> 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.
- 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.
- 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).

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 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 C

Rev. 11/2010

ADV - Other-Than-Annual Amendment, SCHEDUL 8/29/2011 2:40:23 PM

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 NA - less than

C - 25% but less

G - Other (general partner, trustee,

or elected member)

are:

5%

than 50%

A - 5% but less D - 50% but less

than 10%

than 75%

than 25%

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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, SCHEDULE D Page 1

Rev. 11/2010

8/29/2011 2:40:23 PM

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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, SCHEDULE D, Page 2

Rev. 11/2010

8/29/2011 2:40:23 PM

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:

ADV - Other-Than-Annual Amendment, SCHEDULE D, Page 3 8/29/2011 2:40:23 PM

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

THE RESERVE OF THE PROPERTY OF THE PROPERTY AND THE PROPE

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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, SCHEDULE D, Page 4

Rev. 11/2010

8/29/2011 2:40:23 PM

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

Yes No

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC \mathcal{C} rule 203(b)(3)-1?

Are your *clients* solicited to invest in the limited partnership, limited liability company, or other private fund?

e

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)

Effective Date

08/09/2011

Termination Date

08/09/2011

Business Address:

Number and Street 1:

Number and Street 2:

545 EAST JOHN CARPENTER FREEWAY

SUITE 300

ZIP+4/Postal Code:

City: IRVING

State:

Country: 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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, SCHEDULE D, Page 5

Rev. 11/2010

8/29/2011 2:40:23 PM

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

CRD Number:

GROUP, LLC

ADV - Other-Than-Annual Amendment, DRP Pages

Rev. 11/2010

8/29/2011 2:40:23 PM

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

5-5	No Information Filed	
	Bond DRPs	
Water and the same	No Information Filed	
Ī	Judgment/Lien DRPs	
	No Information Filed	
1	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

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

Commission of the Commission o

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.

arem available to reactar 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.

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

Privacy Legal Use of Web CRD®, IARDTM, or PFRDTM is governed by the Terms & Conditions. ©2014 FINRA. All rights reserved. FINRA is a registered trademark of the Financial Industry Regulatory Authority, Inc.

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

CRD Number:

MANAGEMENT GROUP, LLC

Annual Amendment - All Sections

Rev. 11/2011

4/2/2012 2:38:16 PM

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.

- 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:

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:

Number and Street 2:

SUITE 300

545 EAST JOHN CARPENTER FREEWAY City:

State:

Country:

ZIP+4/Postal Code:

IRVING

Texas

UNITED STATES

75062

If this address is a private residence, check this box: \(\sigma

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 C 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?



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

Telephone number: (972) 719-9001 972-719-9001

Number and Street 1:

545-EAST JOHN CARPENTER FREEWAY

545 E. JOHN CARPENTER FREEWAY, SUITE 300

Other titles, if any:

MANAGING MEMBER

Facsimile number: (972) 719 9195

972-719-9195

Number and Street 2:

SUFFE 300

	City:	State:	Country.	ZIP+4/PUSLai	code:	
	IRVING	Texas	UNITED STATES	75062		
	Electronic mail (e-ma DELSA.THOMAS@DC	nil) address, if Chief Com CMG.COM	pliance Officer has one:			
к.		information and respond	rson other than the Chief Cor I to questions about this Forn	_		e
	Name:		Titles:			
	DELSA ULRICA THOM	1AS	MANAGING MEMBER			
	Telephone number:		Facsimile number:			
	(972) 719-9001		(972) 719-9195			
	Number and Street 1	:	Number and Street 2:			
	545 EAST JOHN CAR		SUITE 300			
	City: IRVING	State:	Country:	ZIP+4/Postal Co. 75062	de:	
	IRVING	Texas	UNITED STATES	73002		
	Electronic mail (e-ma	ail) address, if contact pe CMG.COM	erson has one:			
					Yes	No
L.		lvisers Act, or similar sta	records you are required to ste law, somewhere other that		C	E
	If "yes," complete Se	ction 1.L. of Schedule D.				
М.	Are you registered w	ith a foreign financial reg	gulatory authority?		Yes (*	No ©
	· ·		oreign financial regulatory at nancial regulatory authority.		Secti	on
N.	Are you a public repo	orting company under Se	ctions 12 or 15(d) of the Sec	curities Exchange	Yes (~	No
	If "yes," provide your reporting company):	r CIK number (Central Ir	ndex Key number that the SE	C assigns to each		
Ο.	Did you have \$1 billio	on or more in assets on I	the last day of your most rec	ent fiscal year?	Yes	No ①
P.	Provide your <i>Legal Ei</i>	ntity Identifier if you hav	re one:			
	marketplace. In the i		nat companies use to identify al entity identifier standard v			

SECTION 1.B. Other Business Names							
No Information Filed							
lander de la company de la Partir de la company de la							
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):

,							** ** ***
3 (1)	are a	large	advisory	tirm	tnat	eitner:

under management;

- (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
- (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			
Γ AL	r _{ID}	Γ _{MO}	r PA
□ AK	□ IL	r _{MT}	r PR
□ AZ	II IN	r _{NE}	ΓRI
T AR	Γ_{IA}	T _{NV}	୮ sc
□ CA	∏ KS	T NH	┌ SD
Гсо	□ KY	r NJ	Γ _{TN}
Пст	: Ti la	T _{NM}	₩ TX
□ DE	I ME	F _{NY}	Г uт
□ DC	□ MD	Γ _{NC}	厂 ∨T
∏ _{FL}	□ MA	r ND	r ∨ı
□ GA	□ MI	Гон	Γ VA
Γ _{GU}	√ MN	Γ _{OK}	Γ WA
Пні	□ MS	r or	Γ wv
			r 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.

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 <i>order</i> exempting you from the prohibit following information:	ion on registration, provide the
Application Number: 803-	•
Date of <i>order</i> :	

Item 3 Form of Organization

- A. How are you organized?
 - Corporation
 - C Sole Proprietorship
 - C Limited Liability Partnership (LLP)
 - Partnership
 - ¿ Limited Liability Company (LLC)
 - Limited Partnership (LP)
 - C 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?

. 6

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

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?

n

(6) Approximately how many firms or other *persons* solicit advisory *clients* on your behalf?

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

 r_{1-10}

C 11-25

C 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*?
- 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.

			Up to	<u>11-</u>	<u> 26-</u>	<u>51-</u>	<u> 76-</u>	
		<u>None</u>	10%	<u>25%</u>	<u>50%</u>	<u>75%</u>	<u>99%</u>	100%
(a)	Individuals (other than <i>high net worth individuals</i>)	0	(٢	٢	۲	((
(b)	High net worth individuals	0	r	Γ	((C	\sim
(c)	Banking or thrift institutions	Ō	\mathcal{C}	\mathcal{C}	~	(\mathcal{C}	\sim
(d)	Investment companies	O	C	\boldsymbol{c}	^	Γ	\mathcal{C}	\boldsymbol{c}
(e)	Business development companies	0	£.	(•	~	r	•
(f)	Pooled investment vehicles (other than investment companies)	O	r	(۲	^	r	r
(g)	Pension and profit sharing plans (but not the plan participants)	O	۲	۲	(C	C	C
(h)	Charitable organizations	0	C	C	۲	Γ	C	C
(i)	Corporations or other businesses not listed above	O	٢	۲	۲	~	((
(j)	State or municipal government entities	Ō	C	Γ	۲	Γ	r	•
(k)	Other investment advisers	0	C	r	^	~	\mathcal{C}	Γ
(1)	Insurance companies	Ō	C	C	٢	Γ	\mathcal{C}	Γ
(m)	Other:	O	C	r	^	Γ	C	Γ

(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.

			<u>Up to</u>	<u>Up to</u>	<u>Up to</u>	
		<u>None</u>	<u>25%</u>	<u>50%</u>	<u>75%</u>	>75%
(a)	Individuals (other than high net worth individuals)		r	r	r	Ċ

(b)	High net worth individuals	0	\subset	C	((
(c)	Banking or thrift institutions	0	C	\sim	C	~
(d)	Investment companies	O	C	r	C	C
(e)	Business development companies	0	r	C	r	C
(f)	Pooled investment vehicles (other than investment companies)	Õ	C	r	r	C
(g)	Pension and profit sharing plans (but not the plan participants)	0	۲	۲	Î C ,	O
(h)	Charitable organizations	0	C	r	C	C
(i)	Corporations or other businesses not listed above	O .	~	C	Ċ	C
(j)	State or municipal government entities	Ō	\mathcal{C}	C	C	C
(k)	Other investment advisers	0	•	ŗ	۲	O
(1)	Insurance companies	0	\mathcal{C}	ŗ	ς-	<u>ر</u>
(m)	Other:	0	\mathcal{C}	r	r	r

Compensation Arrangements

F.	You are compensated	d for you	r investment	advisorv	services h	v (ch	eck all	that	annly)	١.
	Tou are compensated	3 IOI YOU:	HIVCSCHICH	. GUVISUI Y	2C1 A1CC2 F	יא נייו	וככת מוו	CHUC	appiy,	j,

- (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

Regulatory Assets Under Management

(7) Other (specify):

Item 5 Information About Your Advisory Business - Regulatory Assets Under Management

F. (1) Do you provide continuous and regular supervisory or management services to

Yes No

- F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios?
 - (2) If yes, what is the amount of your regulatory assets under management and total number of accounts?

Discretionary: (a) $\begin{array}{c} +\theta \\ \$ \end{array}$ (b) $\begin{array}{c} +\theta \\ \$ \end{array}$ (c) $\begin{array}{c} +\theta \\ \$ \end{array}$ (d) $\begin{array}{c} \theta \\ \$ \end{array}$ Non-Discretionary: (b) $\begin{array}{c} +\theta \\ \$ \end{array}$ (c) $\begin{array}{c} +\theta \\ \$ \end{array}$

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

G.	What type	e(s) of advisory services do you provide? Check all that apply.
	<u>[</u> (1)	Financial planning services

(2) Portfolio management for individuals and/or small businesses
(3) Portfolio management for investment companies (as well as "bu

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?

~ O

Advisory Activities

C 1 - 10

C 11 - 25

C 26 - 50

C 51 - 100

C 101 - 250

<u>~ 251 - 500</u>

C 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?

الماري الماري

SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies

No Information Filed

SECTION 5.I.(2) Wrap Fee Programs

Iten	n 6 C	Other Business Activities						
In t	his It	em, we request information about your firm's other business activities.						
A.	LLL LLLLLLLLLL	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 exerom 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):						
	-	B, complete Section 6.A. of Schedule D.						
В.	(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?	r	ſ~				
		If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you engage this business under a different name, provide that name.	ge in					
			Yes	No				
	(3)	Do you sell products or provide services other than investment advice to your advisory clients?	r	િ				
		If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engage this business under a different name, provide that name.	ge in					
SEC	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)				
	V	(2)	other investment adviser (including financial planners)				
	1	(3)	registered municipal advisor				
		(4)	registered security-based swap dealer				
		(5)	major security-based swap participant				
	1	(6)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)				
		(7)	futures commission merchant				
	5	(8)	banking or thrift institution				
	1	(9)	trust company				
	T	(10)	accountant or accounting firm				
	-	(11)	lawyer or law firm				
	1	(12)	insurance company or agency				
	1	(13)	pension consultant				
	1	(14)	real estate broker or dealer				
	5	(15)	sponsor or syndicator of limited partnerships (or equivalent), excluding 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.

(16) sponsor, general partner, managing member (or equivalent) of pooled investment

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)-20 of the Advisers Act.

B. Are you an adviser to any private fund?

vehicles

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

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.

Pro	prie	tary Interest in <i>Client</i> Transactions		1
A.	Do	you or any related person:	Yes	No
	(1)	buy securities for yourself from advisory clients, or sell securities you own to advisory	5	e
		clients (principal transactions)?		
	(2)	buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory <i>clients</i> ?	C	Ċ
	(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))?	æ	C
Sal	es Iı	nterest in <i>Client</i> Transactions		
В.	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)?	r	e
	(2)	recommend purchase of securities to advisory <i>clients</i> for which you or any <i>related</i> person serves as underwriter, general or managing partner, or purchaser representative?	૯	C
	(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)?	C	C
Inv	estr	nent 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?	Œ	\mathcal{C}
	(2)	amount of securities to be bought or sold for a client's account?	Œ	C
	(3)	broker or dealer to be used for a purchase or sale of securities for a <i>client's</i> account?	(•)	C
	(4)	commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions?	C	e
D.	If y	ou answer "yes" to C.(3) above, are any of the brokers or dealers related persons?	n	Ō
E.	Do	you or any related person recommend brokers or dealers to clients?		Ō
F.	If y	ou answer "yes" to E above, are any of the brokers or dealers related persons?	C	0
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?	ে	r
	(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?	Ō	(

- H. Do you or any *related person*, directly or indirectly, compensate any *person* for *client* referrals?
- e (
- 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.

Ite	m 9 Custody		
are		er you or a <i>related person</i> has <i>custody</i> of <i>clie</i> tered under the Investment Company Act of	-
A.	(1) Do you have custody o	f any advisory <i>clients'</i> :	Yes No
{	(a) cash or bank accor	unts?	റെ
:	(b) securities?		, C @
	custody solely because (i) y related person has custody clients, but you have overce (pursuant to Advisers Act re	istered with the SEC, answer "No" to Item 9 ou deduct your advisory fees directly from y of client assets in connection with advisory some the presumption that you are not operaule 206(4)-(2)(d)(5)) from the related person Item 9.A(1)(a) or (b), what is the approximal number of clients for which you have custo	rour clients' accounts, or (ii) a services you provide to tionally independent n.
	U.S. Dollar Amount	Total Number of Clients	
	(a) \$	(b)	
	your advisory fees directly a and the number of those clu of client assets in connection	ristered with the SEC and you have custody strom your clients' accounts, do not include the ents in your response to Item 9.A.(2). If you now it advisory services you provide to client of those clients in your response to 9.A.(2). The eto Item 9.B.(2).	ne amount of those assets ur related person has custody ets, do not include the amount

B.	(1)	In connection with advisory services you provide to <i>clients</i> , do any of your <i>related</i> persons have <i>custody</i> of any of your advisory <i>clients</i> ':	Yes	No
		(a) cash or bank accounts?	^	Œ
		(b) securities?	r	æ
	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 Clients

(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	Γ
	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?				
	(1) you act as a qualified custodian	C	æ		

(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

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?

6

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

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 supervised persons?	<u></u>	0
For	"yes" answers to the following questions, complete a Criminal Action DRP:		
A.	In the past ten years, have you or any advisory affiliate:	Yes	No
	(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any felony?	: C	æ
	(2) been charged with any felony?	r	e
	If you are registered or registering with the SEC, or if you are reporting as an exempt reports adviser, you may limit your response to Item 11.A.(2) to charges that are currently pending.	-	
В.	In the past ten years, have you or any advisory affiliate:		
	(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a misdemeanor involving: investments or an investment-related 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?	£	ে
	(2) been charged with a misdemeanor listed in Item 11.B.(1)?	€.	6
	If you are registered or registering with the SEC, or if you are reporting as an exempt report 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

APP364

(1) found you or any advisory affiliate to have made a false statement or omission?

н.	(1) Has any domestic or foreign court:	Yes	No
For	"yes" answers to the following questions, complete a Civil Judicial Action DRP:		***************************************
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.?	ſ.	<u>(e</u>
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?	<i>~</i>	ç
_	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?		
	 (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 	C	e e
	than a violation designated as a "minor rule violation" under a plan approved by the SEC)?		
	(2) found you or any advisory affiliate to have been involved in a violation of its rules (other	ر د	e e
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?	~	~
_	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	C	•
	(4) in the past ten years, entered an order against you or any advisory affiliate in connection with an investment-related activity?	Ţ	æ
	(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?	C	æ
	(2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?	:	æ
	(1) ever found you or any advisory affiliate to have made a false statement or omission, or been dishonest, unfair, or unethical?		•
D.	Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority:		
	(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?	r	e
	(4) entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with <i>investment-related</i> activity?	?	e
	(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?	Ţ	હ
	(2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?	C	æ

(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?	r	æ
If '	yes," you do not need to answer Items 12.B. and 12.C.		
В.	Do you: (1) control 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? (2) control another person (other than a natural person) that had total assets of \$5 million	r	6
c.	or more on the last day of its most recent fiscal year? Are you:		
	(1) controlled by or under common control 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?	C	c
	(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?	r	c

Schedule A

Direct Owners and Executive Officers

- 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, <u>all</u> 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? $^{\circ}$ Yes $^{\circ}$ 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

D - 50% but less than

are:

A - 5% but less than

25%

75%

10%

C - 25% but less than

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.

50%

(c) Complete each column.

FULL LEGAL NAME	DE/FE/I	Status	Date Status	Ownership	Control	PR	CRD No. If
(Individuals: Last			Acquired	Code	Person		None: S.S. No.
Name, First			MM/YYYY				and Date of

Name, Middle Name)						Birth, IRS Tax No. or Employer ID No.
THOMAS, DELSA, ULRICA	CHIEF COMPLIANCE OFFICER AND MANAGING MEMBER	06/2011	E	Y	N	

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, <u>all</u> 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.
- 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

 ${\sf F}$ - 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.

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)

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?

c 0

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	Private funds or pools
	MANAGEMENT GROUP, LLC ADV PART II	
61426	THE D. CHRISTOPHER CAPITAL	Private funds or pools
	MANAGEMENT GROUP, LLC BROCHURE	·
	SUPPLEMENT	

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

08/29/2011 03/29/2012

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 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:

Privacy Legal Use of Web CRD[©], IARDTM, or PFRDTM is governed by the Terms & Conditions. ©2014 FINRA. All rights reserved. FINRA is a registered trademark of the Financial Industry Regulatory Authority, Inc.

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

CRD Number:

MANAGEMENT GROUP, LLC

Annual Amendment - All Sections

Rev. 10/2012

4/8/2013 4:29:00 PM

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:

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 2:

Number and Street 1: 545 EAST JOHN CARPENTER FREEWAY

SUITE 300 Country:

AY

ZIP+4/Postal Code:

City: IRVING State: Texas

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 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 C 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: Γ

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

Do you have one or more websites?

 \sim

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.

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:

Other titles, if any:

DELSA ULRICA THOMAS

MANAGING MEMBER

Telephone number:

Facsimile number:

972-719-9001

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 Cont authorized to receive information here.					e	
	Name: DELSA ULRICA THOMAS		Titles: MANAGING MEMBER	*			
	Telephone number: (972) 719-9001		Facsimile number: (972) 719-9195 Number and Street 2: SUITE 300				
	Number and Street 1: 545 EAST JOHN CARPENT	ER FREEWAY					
	City: IRVING	State: Texas	Country: UNITED STATES	ZIP+4/Postal Cod 75062	ie:		
	Electronic mail (e-mail) ac DELSA.THOMAS@DCCMG.		n has one:				
					Yes	No	
L.	Do you maintain some or a Section 204 of the Adviser office and place of busines	s Act, or similar state l			٢	æ	
	If "yes," complete Section	1.L. of Schedule D.			Vac	Na	
М.	Are you registered with a I	foreign financial regulat	tory authority?		Yes _C	€ NO	
	Answer "no" if you are not an affiliate that is registere 1.M. of Schedule D.						
N.	Are you a public reporting Act of 1934?	company under Sectio	ns 12 or 15(d) of the Se	curities Exchange	Yes (No •	
	If "yes," provide your CIK reporting company):	number (Central Index	Key number that the Sl	EC assigns to each	public	C	
o.	Did you have \$1 billion or	more in assets on the	last day of your most re	cent fiscal year?	Yes	No F	
P.	Provide your <i>Legal Entity</i> i	<i>Identifier</i> if you have or	ne:				
	A legal entity identifier is a marketplace. In the first h You may not have a legal	nalf of 2011, the <i>legal e</i>	· · · · · · · · · · · · · · · · · · ·				

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

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.

эте	endm	ent to	o your SEC registration.
A.	thro regis Inst each	ugh 2 stration ruction of the	er (or remain registered) with the SEC, you must check at least one of the Items 2.A.(1) 2.A.(12), below. If you are submitting an <i>annual updating amendment</i> to your SEC on and you are no longer eligible to register with the SEC, check Item 2.A.(13). Part 1A on 2 provides information to help you determine whether you may affirmatively respond to mese items. adviser):
	1	(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 <i>annual updating amendment</i> and is registered with the SEC;
	r	(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.
	1	(3)	have your <i>principal office and place of business</i> in Wyoming (which does not regulate advisers);
	1	(4)	have your principal office and place of business outside the United States;
	Г	(5)	are an investment adviser (or sub-adviser) to an investment company registered under the Investment Company Act of 1940;
	Γ	(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;
	T	(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 <i>controls</i> , is <i>controlled</i> by, or is under common <i>control</i> with, an investment adviser that is registered with the SEC, and your <i>principal office and place of business</i> is the same as the registered adviser;
			If you check this box, complete Section 2.A.(8) of Schedule D.

for SEC registration within 120 days;

(9) are a **newly formed adviser** relying on rule 203A-2(c) because you expect to be eligible

	If you check th	nis box, complete Se	ction 2.A.(9) of Sche	dule D.				
(10)	•		required to register i	n 15 or more states and is	s relying			
	If you check th	nis box, complete Se	ction 2.A.(10) of Sch	edule D.				
厂 (11) are an Intern e	et adviser relying o	n rule 203A-2(e);					
□ (12) have receive d with the SEC;	l an SEC order exer	mpting you from the	prohibition against registr	ation			
	If you check th	nis box, complete Se	ction 2.A.(12) of Sch	nedule D.				
回 (13) are no longer	eligible to remain	registered with the S	EC.				
te Secui	ities Authority	Notice Filings and	State Reporting b	y Exempt Reporting Adv	visers			
In addition, exempt reporting 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).								
Jurisdic F AL F AK F AZ F CA F CO F CT F DE F DC F GA F GU	tions	FID FIL FIN FIA FKS FKY FLA FME FMD FMA FMA FMI FMN FMS	MO MT NE NY	PA PR RI SC SD TN TX UT VI VV				
	(11) (12) (13) (13) (14) (15) (16) (16) (17) (17) (18) (18) (19) (19) (19) (19) (19) (19) (19) (19	I (10) are a multi-st on rule 203A-2 If you check the (11) are an Internet with the SEC; If you check the (12) have received with the SEC; If you check the (13) are no longer to Securities Authority Under state laws, SEC-reated a copy of the Form ADV In addition, exempt reports and any check the box(es) next the fillings or reports you subtreports to additional state notice of this and all subtyour registration to stop them, uncheck the box(es) Jurisdictions AL AK AZ AR CA CO CT DE DC FL GA	☐ (10) are a multi-state adviser that is on rule 203A-2(d); If you check this box, complete Set ☐ (11) are an Internet adviser relying of (12) have received an SEC order exert with the SEC; If you check this box, complete Set ☐ (13) are no longer eligible to remain ☐ (14) the state laws, SEC-registered advisers may be a copy of the Form ADV and any amendmen and addition, exempt reporting advisers may be copy of reports and any amendments they fillings or reports you submit to the SEC. If the reports to additional state(s), check the box notice of this and all subsequent fillings or reyour registration to stop your notice fillings of them, uncheck the box(es) next to those state and the state of	□ (10) are a multi-state adviser that is required to register is on rule 203A-2(d); If you check this box, complete Section 2.A.(10) of Sch □ (11) are an Internet adviser relying on rule 203A-2(e); □ (12) have received an SEC order exempting you from the with the SEC; If you check this box, complete Section 2.A.(12) of Sch □ (13) are no longer eligible to remain registered with the SEC Let Securities Authority Notice Filings and State Reporting by Under state laws, SEC-registered advisers may be required to provide a copy of the Form ADV and any amendments they file with the SEC. In addition, exempt reporting advisers may be required to provide copy of reports and any amendments they file with the SEC. If this is an amendment reports to additional state(s), check the box(es) next to the state notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment reports to additional state(s), check the box(es) next to the state notice of this and all subsequent filings or reports you submit to be your registration to stop your notice filings or reports from going them, uncheck the box(es) next to those state(s). Jurisdictions □ AL □ □ □ □ MO □ MC □ MC □ MC □ MC □ MC □ M	(10) are a multi-state adviser that is required to register in 15 or more states and is 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 registr 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. Re Securities Authority Notice Filings and State Reporting by Exempt Reporting Adv. Under state laws, SEC-registered advisers may be required to provide to state securities authoritic action of the Form ADV and any amendments they file with the SEC. These are called notic in addition, exempt reporting advisers may be required to provide state securities authoritic copy of reports and any amendments they file with the SEC. If this is an initial application of check the box(es) next to the state(s) that you would like to receive notice of this and all splication of 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 filing reports to additional state(s), check the box(es) next to the state(s) that you would like to 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 you submit to the SEC. If this is an amendment to the SEC. If this is an amendment your registration to stop your notice filings or reports you submit to the SEC. If this is an amendment your registration to stop your notice filings or reports you submit to the SEC. If this is an amendment your registration to stop your notice filings or reports you submit to the SEC. If this is an amendment your registration to stop your notice filings or reports you submit to the SEC. If this is an amendment to the SEC. If this is an amendment your notice filings or reports you submit to the			

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).

Γ wI

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:

[ARD - All Sections [User Name: cmcgibboney, OrgID: 50000]
--

Page 8 of 40

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 <i>state securities authorities</i> in those states.
SECTION 2.A.(12) SEC Exemptive Order
If you are relying upon an SEC <i>order</i> 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
 - C Sole Proprietorship
 - C Limited Liability Partnership (LLP)
 - C Partnership
 - ← Limited Liability Company (LLC)
 - C Limited Partnership (LP)
 - C 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?

· 6

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

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?

Λ

(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?

n

(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?





C 11-25

C 26-100 C 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.

		<u>None</u>	<u>Up to</u> 10%	<u>11-</u> 25%	<u>26-</u> 50%	<u>51-</u> 75%	<u>76-</u> 99%	100%
(a)	Individuals (other than high net worth individuals)	e	۲	(۲	C	r	۲
(b)	High net worth individuals		O	Γ	٢	Γ	r	Γ
(c)	Banking or thrift institutions	c	ŗ	(۲	C	C	C
(d)	Investment companies	Œ	<u></u>	Γ	٦	C	C	Γ
(e)	Business development companies	e	r	~	~	C	C	~
(f)	Pooled investment vehicles (other than investment companies)	৽	r	r	ſ	(Ċ	C
(g)	Pension and profit sharing plans (but not the plan participants)	æ	•	~	C	C	C	C
(h)	Charitable organizations		0	C	۲	Γ	C	\sim
(i)	Corporations or other businesses not listed above		O	r	ſ	r	C	r
(j)	State or municipal government entities	æ	C	C	^	Γ	\mathbf{c}	C
(k)	Other investment advisers	e	C	~	ſ	Γ	C	\sim
(1)	Insurance companies	c	ŗ	C	ر	Γ	C	C
(m)	Other:	e	~	Ċ	~	r	C	C

(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.

<u>Up to</u> <u>Up to</u> <u>Up to</u> <u>None</u> <u>25%</u> <u>50%</u> <u>75%</u> <u>>75%</u>

(a)	Individuals (other than high net worth individuals)	e	<u></u>	<u></u>	۲	r
(b)	High net worth individuals	O	Ó	<u></u>	r	\mathcal{C}
(c)	Banking or thrift institutions	æ	C	<u></u>	r	C
(d)	Investment companies	Œ	C	C	r	C
(e)	Business development companies	Œ	C	C		C
(f)	Pooled investment vehicles (other than investment companies)	Œ	C	C	r ,	ر
(g)	Pension and profit sharing plans (but not the plan participants)	e	r	٢	C	(
(h)	Charitable organizations		O	C	Ċ	r
(i)	Corporations or other businesses not listed above		Ō	Ċ	r	r
(j)	State or municipal government entities	C	C	Ċ	r	r
(k)	Other investment advisers	e	C	C	r	C
(1)	Insurance companies	C	C	C	c	r
(m)	Other:	(•	C	C	Ç	r

Compensation Arrangements

E.	You are compensated to	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

0

- F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios?
 - (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

Adv	/isor	y Acti	vities
G.	Wha	at type	(s) of advisory services do you provide? Check all that apply.
	5	(1)	Financial planning services
	1	(2)	Portfolio management for individuals and/or small businesses
	1	(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)
	1	(4)	Portfolio management for pooled investment vehicles (other than investment companies)
	5	(5)	Portfolio management for businesses (other than small businesses) or institutional <i>clients</i> (other than registered investment companies and other pooled investment vehicles)
	1	(6)	Pension consulting services
	}	(7)	Selection of other advisers (including <i>private fund</i> managers)
	-	(8)	Publication of periodicals or newsletters
	-	(9)	Security ratings or pricing services
	1	(10)	Market timing services
	1	(11)	Educational seminars/workshops
	V	(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 5.1.(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?

r @

SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies

No Information Filed

SECTION 5.I.(2) Wrap Fee Programs

Item 6 Other Business Activities

In this It	em, we request information about your firm's other business activities.		
A. You	are actively engaged in business as a (check all that apply):		
7.	(1) broker-dealer (registered or unregistered)		
1	(2) registered representative of a broker-dealer		
1	(3) commodity pool operator or commodity trading advisor (whether registered or exe	empt	
	from registration)		
1	(4) futures commission merchant		
1	(5) real estate broker, dealer, or agent		
	(6) insurance broker or agent		
	(7) bank (including a separately identifiable department or division of a bank)		
1	(8) trust company		
F	(9) registered municipal advisor		
	(10) registered security-based swap dealer		
<u> </u>	(11) major security-based swap participant		
	(12) accountant or accounting firm		
	(13) lawyer or law firm		
,	(14) other financial product salesperson (specify):		
-	ou engage in other business using a name that is different from the names reported in Ite B, complete Section 6.A. of Schedule D.	ems I	l.A.
		Yes	No
3. (1)	Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?	C	c
(2)	If yes, is this other business your primary business?	C	<u>ر</u> ~
	If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you engage this business under a different name, provide that name.	ge in	
		Yes	No
(3)	Do you sell products or provide services other than investment advice to your advisory clients?	C	ে
	If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engage this business under a different name, provide that name.	ge in	
ECTIO	N 6.A. Names of Your Other Businesses		
	No Information Filed		
SECTIO	N 6.B.(2) Description of Primary Business		
	your primary business (not your investment advisory business):		
	. Jose primary desiress that himselficine devisory businessys.		
f you e	ngage 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*.

١.	This	part o	of Item 7 requires you to provide information about you and your related persons, including						
	fore	ign aff	filiates. 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)						
	孙	(2)	other investment adviser (including financial planners)						
	1	(3)	registered municipal advisor						
		(4)	registered security-based swap dealer						
	1	(5)	major security-based swap participant						
		(6)	commodity pool operator or commodity trading advisor (whether registered or exempt						
			from registration)						
	7	(7)	futures commission merchant						
	1	(8)	banking or thrift institution						
	5	(9)	trust company						
	7	(10)	accountant or accounting firm						
	5	(11)	lawyer or law firm						
	1	(12)	insurance company or agency						
		(13)	pension consultant						
	1	(14)	real estate broker or dealer						
	f	(15)	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled						
	-		investment vehicles						
	1	(16)	sponsor, general partner, managing member (or equivalent) of pooled investment						

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.

Yes No ເຕື

B. Are you an adviser to any private fund?

vehicles

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

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.

P	roprie	tary Interest in Client Transactions		
Α	. 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	r	Œ
;		clients (principal transactions)?		
1	(2)	buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory <i>clients</i> ?	C	r
	(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))?	Ö	0
. 5	Sales I	nterest in <i>Client</i> Transactions		
E	3. 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)?	C	િ
	(2)	recommend purchase of securities to advisory <i>clients</i> for which you or any <i>related</i> person serves as underwriter, general or managing partner, or purchaser representative?		0
	(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)?		0
	investi	ment 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?	G	C
:	(2)	amount of securities to be bought or sold for a client's account?	e	c
:	(3)	broker or dealer to be used for a purchase or sale of securities for a <i>client's</i> account?	(•	r
		commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions?	C	e
: [o. If y	ou answer "yes" to C.(3) above, are any of the brokers or dealers related persons?	C	Œ
	≣. Do	you or any related person recommend brokers or dealers to clients?	r	ে
. 1	F. If y	you answer "yes" to E above, are any of the brokers or dealers related persons?	C	Œ
	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?	Œ	C
	(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?	e	r

- 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	Cu	sto	dy
------	---	----	-----	----

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':			Yes	No
		(a) cash or bank accounts?	•		C	(6)
		(b) securities?		•	~	6

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 Clients (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 clients, do any of your related Yes No persons have custody of any of your advisory clients': (a) cash or bank accounts? 6 (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 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 Clients (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 \Box you manage and the audited financial statements are distributed to the investors in the pools.

6

Yes No

(3)	An independent public accountant conducts an annual surprise examination of client	Γ
	funds and securities.	
(4)	An independent public accountant prepares an internal control report with respect to	Γ
	custodial services when you or your related persons are qualified custodians for client	
	funds and socurities	

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).

with advisory services you provide to clients?		
(1) you act as a qualified custodian	C	c
(2) your related person(s) act as qualified custodian(s)	<i>~</i>	٠,

D. Do you or your *related person(s)* act as qualified custodians for your *clients* in connection

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*

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

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 supervised persons?	:[~	Œ
For	"yes" answers to the following questions, complete a Criminal Action DRP:		
A.	In the past ten years, have you or any advisory affiliate:	Yes	No
	(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any felony?	•	ে
	(2) been charged with any felony?	r	e
	If you are registered or registering with the SEC, or if you are reporting as an exempt report adviser, you may limit your response to Item 11.A.(2) to charges that are currently pending		
В.	In the past ten years, have you or any advisory affiliate:		
	(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?	£	િ
	(2) been charged with a misdemeanor listed in Item 11.B.(1)?	£	(•
	If you are registered or registering with the SEC, or if you are reporting as an exempt report 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:		

APP402

Yes No

(

C. Has the SEC or the Commodity Futures Trading Commission (CFTC) 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 SEC or CFTC regulations or statutes?	C	e
	(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?	C	c
	(4) entered an order against you or any advisory affiliate in connection with investment-related activity?	r	F
	(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?	₹	œ
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?	~	Œ
	(2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?	£	Œ
	(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?	÷C	æ
	(4) in the past ten years, entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with an <i>investment-related</i> activity?	c	e
	(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?	ſ	Ģ
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?	C	G.
	(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)?	C	Œ
	(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?	ſ	િ
	(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?	r	ē
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?	r	ᠬ
G.	Are you or any <i>advisory affiliate</i> 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.?	•	Œ
For	"yes" answers to the following questions, complete a Civil Judicial Action DRP:		
Н.	(1) Has any domestic or foreign court:	Yes	No

APP403

- (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
Α.	Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?	r	Œ
If '	"yes," you do not need to answer Items 12.B. and 12.C.		
В.	Do you:		
	(1) control 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?	r	c
:	(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?	r	æ
C.	Are you:		
	(1) controlled by or under common control 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?	C	r
	(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?	Ċ	æ

Schedule A

Direct Owners and Executive Officers

- 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, <u>all</u> 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 A 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

D - 50% but less than

are:

25%

75%

A - 5% but less than

C - 25% but less than

E - 75% or more

10%

50%

- 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 DE/F	/I Status	Date Status	Ownership	Control	PR	CRD No. If
(Individuals: Last		Acquired	Code	Person		None: S.S. No.
Name, First		MM/YYYY				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	

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, <u>all</u> 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.

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

D	RP	Pa	ges
---	----	----	-----

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)(c) ☑ 11.H(2) 11.H(1)(a) 11.H(1)(b) Check Part 1B item(s) being responded to: 2.F(2) 7. 2.F(3) 7 2.F(1) 厂 2.F(4) 1 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.

AR	ті
A.	The person(s) or entity(ies) for whom this DRP is being filed is (are):
	You (the advisory firm)
	C You and one or more of your advisory affiliates
	C One or more of your advisory affiliates
	If this DRP is being filed for an <i>advisory affiliate</i> , give the full name of the <i>advisory affiliate</i> below (for individuals, Last name, First name, Middle name).
	(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

		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 <i>state securities authority</i> , 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:
	В.	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 C No
		NOTE: The completion of this form does not relieve the <i>advisory affiliate</i> of its obligation to update its IARD or <i>CRD</i> records.
:		
	PAR ⁻	TII 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:
		Formal Action was brought in (include name of Federal, State or Foreign Court, Location of Court - City or County <u>and</u> 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 C On Appeal C 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 F	inal 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)? Monetary/Fine Amount: \$
	Revocation/Expulsion/Denial Disgorgement/Restitution
	Censure Cease and Desist/Injunction
	F Bar Suspension
	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. I 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.

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	Private funds or pools
	MANAGEMENT GROUP, LLC ADV PART II	
61426	THE D. CHRISTOPHER CAPITAL	Private funds or pools
	MANAGEMENT GROUP, LLC BROCHURE	·
	SUPPLEMENT	

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

DELSA U. THOMAS

Printed Name:

DELSA ULRICA THOMAS

DELSA U. THOMAS

Adviser CRD Number:

Date: MM/DD/YYYY

03/29/2012 02/26/2013

Title:

MANAGING MEMBER

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:



Privacy Legal Use of Web CRD[®], IARDTM, or PFRDTM is governed by the Terms & Conditions. ©2014 FINRA. All rights reserved. FINRA is a registered trademark of the Financial Industry Regulatory Authority, Inc.

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

CRD Number:

MANAGEMENT GROUP, LLC

State Initial - All Sections

Rev. 10/2012

3/31/2014 1:34:50 PM

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 Tyour legal name or Tyour 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:

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:

Number and Street 2:

545 EAST JOHN CARPENTER FREEWAY

SUITE 300 Country:

ZIP+4/Postal Code:

City: **IRVING** State: Texas

UNITED STATES

75062

If this address is a private residence, check this box: \(\sigma

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 COther: 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?





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:

Other titles, if any:

DELSA ULRICA THOMAS

MANAGING-MEMBER

MANAGING MEMBER AND CHIEF COMPLIANCE

OFFICER

Telephone number:

Facsimile number:

972-719-9001

972-719-9195

Number and Street 1:

	545 E. JOHN CARPENTER	R FREEWAY, SUITE					
	City: IRVING	State: Texas	Country: UNITED STATES	ZIP+4/Postal Code: 75062			
	Electronic mail (e-mail) DELSA.THOMAS@DCCM		pliance Officer has one:	-	٠.		
ζ.	= -		rson other than the Chief I to questions about this I			e	
	Name:		Titles:				
	DELSA ULRICA THOMAS	i	MANAGING MEMBE	-R			
	Telephone number:		Facsimile number:				
	(972) 719 9001		(972) 719 9195				
	Number and Street 1:		Number and Stree	t 2:			
	545-EAST-JOHN-CARPEN	ITER-FREEWAY	SUITE 300				
	City:	State:	Country:	ZIP+4/Postal Cod	de:		
	IRVING	Texas	UNITED STATES	75062			
L.	•	r all of the books and ers Act, or similar sta ess?	I records you are required ate law, somewhere other	•	Yes	No c	
	in you, complete cours	Trus or contection b.	•		Yes	No	
Μ.	Are you registered with	a foreign financial reg	gulatory authority?		^	r	
	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.						
					Yes	No	
N.	Act of 1934?		ections 12 or 15(d) of the	_	~	æ	
	If "yes," provide your Cl reporting company):	K number (Central Ir	ndex Key number that the	SEC assigns to each			
			***		Yes	No	
Ο,	Did you have \$1 billion	or more in assets on t	the last day of your most	recent fiscal year?	C	F	
Р.	Provide your <i>Legal Entit</i>	<i>y Identifier</i> if you hav	ve one:				
	A legal entity identifier i	s a unique number th	nat companies use to iden	tify each other in the	finan	cial	

Number and Street 2:

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

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):

į	· ((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			
T AL	□ ID	Гмо	Γ _{PA}
□ AK	l⊥ IΓ	Г _{МТ}	Г _{PR}
□ AZ	I IN	r _{NE}	┌ RI
□ AR	Γ _{: IA}	□ NV	Γ _{SC}
□ CA	⊤ _{KS}	厂 NH	r _{SD}
Гсо	∏ _{KY}	L NJ	Γ _{TN}
Б ст	∏ LA	IT NM	₽ TX
□ DE	□ ME	T NY	厂 UT
∏ DC	□ MD	I NC	Γ _{VT}
□ FL	□ MA	I ND	r √I
ПGA	□ MI	Гон	Γva
∏ GU	□ MN	Гок	™ WA
Пні	□ MS	r or	Γ _{WV}
			E 1217

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:	3						

Item 3 Form of Organization

- A. How are you organized?

 - C Sole Proprietorship
 - C Limited Liability Partnership (LLP)
 - C Partnership
 - . Limited Liability Company (LLC)
 - Limited Partnership (LP)
 - C 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?

C 6

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

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

0

1

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.
- B. (1) Approximately how many of the *employees* reported in 5.A. perform investment advisory functions (including research)?
 - (2) Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer?
 - (3) Approximately how many of the *employees* reported in 5.A. are registered with one or more state securities authorities as investment adviser representatives?
 - (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?
 - (5) Approximately how many of the *employees* reported in 5.A. are licensed agents of an insurance company or agency?
 - (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?

C 0

€ 1-10

C 11-25

C 26-100 C 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*?830%
- 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.

			Up to	<u>11-</u>	<u> 26-</u>	<u>51-</u>	<u> 76-</u>	
		<u>None</u>	<u>10%</u>	<u>25%</u>	<u>50%</u>	<u>75%</u>	<u>99%</u>	100%
(a)	Individuals (other than high net worth individuals)	E	ŧ:	r	(ŗ	~	C
(b)	High net worth individuals	Ō	O	r	\mathcal{C}	(~	(
(c)	Banking or thrift institutions	e	ŗ	ſ	Γ	Γ	~	C
(d)	Investment companies	r	r	C	Γ	$\boldsymbol{\Gamma}$	~	Ç
(e)	Business development companies	c	<i>(</i> ^	C	C	<u></u>	~	C
(f)	Pooled investment vehicles (other than investment companies)	e	r	r	C	r	<u>ر</u>	C
(g)	Pension and profit sharing plans (but not the plan participants)	৽	£	r	C	r	~	Γ
(h)	Charitable organizations	O	Ö	r	C	\boldsymbol{c}	C	r
(i)	Corporations or other businesses not listed above	0	O	r	(C	٦	۲
(j)	State or municipal government entities	c	(~	C	r	۲	~	C
(k)	Other investment advisers	e	<u>(</u>	\boldsymbol{c}	Γ	~	C	~
(1)	Insurance companies	æ	C	C	C	~	C	C
(m)	Other: LIMITED PARTNERSHIP	\Box	Ċ	C	ς.	C	~	0

(2) Indicate the approximate amount of your regulatory assets tinder 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.

<u>Up to</u> <u>Up to</u> <u>Up to</u> <u>None</u> <u>25%</u> <u>50%</u> <u>75%</u> <u>>75%</u>

(a)	Individuals (other than high net worth individuals)	æ	r	r	r	r
(b)	High net worth individuals	O		C	r	C
(c)	Banking or thrift institutions	æ	\sim	C	C	Γ
(d)	Investment companies	46	Γ	۲	C	Γ
(e)	Business development companies	Œ	C	C	. C	C
(f)	Pooled investment vehicles (other than investment companies)	e	C	C	C %	C
(g)	Pension and profit sharing plans (but not the plan participants)	æ	r	Ċ	r	<i>C</i>
(h)	Charitable organizations	0	O	C	C	C
(i)	Corporations or other businesses not listed above	0	O	r	r	C
(j)	State or municipal government entities	F	Ċ	Ç	C	C
(k)	Other investment advisers	•	C	r	C	Γ
(1)	Insurance companies	:	Ċ	C	C	r
(m	Other: LIMITED PARTNERSHIP	Ö	C	C	r	0

Compensation Arrangements

F	You are compensated	for vour investmen	t 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? (2) If yes, what is the amount of your regulatory assets under management and total number of accounts? Total Number of Accounts U.S. Dollar Amount 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

3 .	Wha	at type	(s) of advisory services do you provide? Check all that apply.
	5	(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)
	1	(4)	Portfolio management for pooled investment vehicles (other than investment companies)
	1	(5)	Portfolio management for businesses (other than small businesses) or institutional <i>clients</i>
			(other than registered investment companies and other pooled investment vehicles)
	1	(6)	Pension consulting services
	!	(7)	Selection of other advisers (including private fund managers)
	1	(8)	Publication of periodicals or newsletters
	1	(9)	Security ratings or pricing services
	1	(10)	Market timing services
	1	(11)	Educational seminars/workshops
	区	(12)	Other(specify): PORTFOLIO MANAGEMENT FOR PRIVATE INVESTMENT VEHICLE
	Do i	not ch	eck Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory
			o an investment company registered under the Investment Company Act of 1940, including
			dviser. If you check Item 5.G.(3), report the 811 or 814 number of the investment
			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

r 1 - 10

C 11 - 25

<u>~ 26 - 50</u>

51 - 100

C 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?

SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies

No Information Filed

SECTION 5.I.(2) Wrap Fee Programs

Iter	n 6 ()ther	Business Activities						
In t	his It	em, w	e request information about your firm's other business activities.						
Α.	You	are a	ctively engaged in business as a (check all that apply):						
		(1) broker-dealer (registered or unregistered)							
	Γ.	(2)	registered representative of a broker-dealer						
	Ī.,	(3)	commodity pool operator or commodity trading advisor (whether registered or exe	mpt					
		from registration)							
	(4) futures commission merchant								
	-	(5)	real estate broker, dealer, or agent						
	20000	(6)	insurance broker or agent						
		(7)	bank (including a separately identifiable department or division of a bank)						
		(8)	trust company						
		(9)	registered municipal advisor						
	į 	(10)	registered security-based swap dealer						
:			major security-based swap participant						
:			accountant or accounting firm						
į			lawyer or law firm						
	•	(14)	other financial product salesperson (specify):						
		_	gage in other business using a name that is different from the names reported in Ite Implete Section 6.A. of Schedule D.	ms I	!.A.				
				Yes	No				
В.	(1)		you actively engaged in any other business not listed in Item 6.A. (other than ng investment advice)?	C	c				
	(2)	If ye	es, is this other business your primary business?	C	(_				
			res," describe this other business on Section 6.B.(2) of Schedule D, and if you engage business under a different name, provide that name.	ge in					
				Yes	No				
	(3)	Do y clier	you sell products or provide services other than investment advice to your advisory ots?	C	c				
		•	res," describe this other business on Section 6.B.(3) of Schedule D, and if you engage business under a different name, provide that name.	ge in					
SEC	CTIO	N 6.A	. Names of Your Other Businesses						
			No Information Filed						
:			No fulcillation tilea						
SFO	חזדר	NER	.(2) Description of Primary Business						
			primary business (not your investment advisory business);						
1									
If y	ou e	ngage	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	(1)	broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)
	(2)	other investment adviser (including financial planners)
3	(3)	registered municipal advisor
_	(4)	registered security-based swap dealer
1	(5)	major security-based swap participant
•	(6)	commodity pool operator or commodity trading advisor (whether registered or exempt
		from registration)
7	(7)	futures commission merchant
5	(8)	banking or thrift institution
1	(9)	trust company
1	(10)	accountant or accounting firm
-	(11)	lawyer or law firm
5	(12)	insurance company or agency
1	(13)	pension consultant
1	(14)	real estate broker or dealer
•	(15)	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled
		investment vehicles
1	(16)	sponsor, general partner, managing member (or equivalent) of pooled investment

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

- (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:

Country:

Delaware

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.

APP437

٨	•	T-	f~:		atic	. ~	C ;1	~
ľ	ıu.	111	I OI	1111	aut	"	ГП	EU

	Yes No
6.	(a) Is this a "master fund" in a master-feeder arrangement?
	(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
	· Yes No
	(c) Is this a "feeder fund" in a master-feeder arrangement?
	(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
	No Instruction Face
	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

Yes No

8. (a) Is this private fund a "fund of funds"? (b) If yes, does the private fund invest in funds managed by you or by a related person?

substantially all of its assets in a single master fund.

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. Yes No

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.)?

10.	What	type	of	fund	is	the	private	fund?
-----	------	------	----	------	----	-----	---------	-------

hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund C venture capital fund C 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

Yes No

17. (a) Are you a subadviser to this private fund?

~ **同**

(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

Yes No

18. (a) Do any other investment advisers advise the private fund?



(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.

19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	Yes	S No
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0%		
<u>Pri</u>	vate Offering		
21.	Does the <i>private fund</i> rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes	S No
22.	If yes, provide the <i>private fund</i> 's Form D file number (if any):		,
	Form D file number		
	021-164318		
	SERVICE PROVIDERS		
Au	untors	Yes	No
23.	. (a) (1) Are the private fund's financial statements subject to an annual audit?	103	
	(2) Are the financial statements prepared in accordance with U.S. GAAP?		ر. د
	If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.	priva	•
	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.	е	
	(h) Name of the 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 C
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	C	0

(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?		

Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors?



(h) Does the report prepared by the auditing firm contain an unqualified opinion?

r Yes r 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?



0

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):



(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:

SOUTHAMPTON

State:

Country:

New York

UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the private fund's assets?



Custodian

Yes No

25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) 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

Yes No

(e) Is the custodian a related person of your firm?

- 0

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 47257 CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?



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.

APP442

(b)	Name of	the admini	strator:	
	CAPITAL	SERVICES	GROUP,	LLC

						٠.
(c)	Location	of administra	ator (city.	. state and	country	1

City:

State:

Country:

BETHANY BEACH

Delaware

UNITED STATES

Yes No

(d) Is the administrator a related person of your firm?

C [

(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)

- (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?



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.



SECTION 7.B.(2) Private Fund Reporting

Item 8 Participation or Interest in Client Transactions

Proprietary 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.

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)?	Ō	Ö
	(2)	buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory <i>clients</i> ?	æ	r
	(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))?	r	ে
Sal	es I	nterest in <i>Client</i> Transactions		
В.	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)?	0	
	(2)	recommend purchase of securities to advisory <i>clients</i> for which you or any <i>related</i> person serves as underwriter, general or managing partner, or purchaser representative?	Ō	
	(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)?	<u>ر</u>	િ
Inv	estr/	nent 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?	æ	\mathcal{C}
	(2)	amount of securities to be bought or sold for a client's account?	c	\sim
	(3)	broker or dealer to be used for a purchase or sale of securities for a <i>client's</i> account?	6	€.
	(4)	commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions?	۲	c
D.	If y	ou answer "yes" to C.(3) above, are any of the brokers or dealers related persons?	۲	e
E.	Do	you or any related person recommend brokers or dealers to clients?	O	Ō
F.	If y	ou answer "yes" to E above, are any of the brokers or dealers related persons?	r	e
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?		Ō
	(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?	Ō	r

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?

C 6

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':

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 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 Clients

(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':

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 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 Clients

(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	1
	funds and securities.	
(4)	An independent public accountant prepares an internal control report with respect to	
	custodial services when you or your <i>related persons</i> are qualified custodians for <i>client</i>	
	funds and socurities	

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	Yes	No
	with advisory services you provide to clients?		
	(1) you act as a qualified custodian	C	Œ

(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

APP448

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?

CE

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

Voc No

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.

		163	NO
Do an	y of the events below involve you or any of your supervised persons?	<u>.</u>	e
For "y	res" answers to the following questions, complete a Criminal Action DRP:		
A. Ir	n the past ten years, have you or any advisory affiliate:	Yes	No
(;	 been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any felony? 	C	F
(:	2) been <i>charged</i> with any <i>felony</i> ?	C	e
	f you are registered or registering with the SEC, or if you are reporting as an exempt reporting $\frac{1}{2}$ diviser, you may limit your response to Item 11.A.(2) to charges that are currently pending.	ng	
B. II	n the past ten years, have you or any advisory affiliate:		
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a misdemeanor involving: investments or an investment-related 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?	ţ	ᠻ
(2) been charged with a misdemeanor listed in Item 11.B.(1)?	r	(•
	if you are registered or registering with the SEC, or if you are reporting as an exempt reporting as an exempt reporting and viser, you may limit your response to Item 11.8.(2) to charges that are currently pending.	ing	
For "y	yes" answers to the following questions, complete a Regulatory Action DRP:		
C. F	las the SEC or the Commodity Futures Trading Commission (CFTC) ever:	Yes	No
(1) found you or any advisory affiliate to have made a false statement or omission?	£	Œ

	(1) Has any domestic or foreign court:	Yes	No
For	"yes" answers to the following questions, complete a Civil Judicial Action DRP:	······································	
G.	Are you or any <i>advisory affiliate</i> 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.?	:(`	e
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?	ŗ	e
	(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?	ſ	િ
	(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?	ſ	ᠬ
	(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)?	£C	e
	(1) found you or any advisory affiliate to have made a false statement or omission?	C	(F
Ε.	Has any self-regulatory organization or commodities exchange ever:		
	(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?	£	৽
	restricted? (4) in the past ten years, entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with an <i>investment-related</i> activity?	•	e
	(3) ever <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	ſ	c
	(2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?	£	e
	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?	ſ	(
D.	Has any other federal regulatory agency, any state regulatory agency, or any foreign		
	(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?	r	r
	restricted? (4) entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with <i>investment-related</i> activity?	~	r
	(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	C	r
	(2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?	C	c

(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?	r	(c
If "	yes," you do not need to answer Items 12.B. and 12.C.		
В.	Do you:		
	(1) control 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?	C	æ
	(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	æ
C.	Are you:		
	(1) controlled by or under common control 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?	۲	æ
	(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?	r	c

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-inlaw, 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, <u>all</u> 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? C 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

D - 50% but less than

are:

A - 5% but less than

E - 75% or more

75%

10%

C - 25% but less than

50%

25%

- 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	DE/FE/I	Status	Date Status	Ownership	Control	PR	CRD No. If
(Individuals: Last			Acquired	Code	Person		None: S.S. No.
Name, First			MM/YYYY				and Date of

Name, Middle Name) THOMAS, DELSA, ULRICA	I	CHIEF COMPLIANCE OFFICER AND MANAGING	06/2011	E	Y	N	Birth, IRS Tax No. or Employer ID No.
		MEMBER					3

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, <u>all</u> 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.
- 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	D	RP	Pa	aes
-----------	---	----	----	-----

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

ADV DRP - ADVISORY AFFILIATE

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 ite	m(s) being responde	ed to:		
「11.H(1)(a)	Г 11.H(1	.)(b)	「. 11.H(1)(c)	₹ 11.H(2)
Check Part 1B ite ✓ 2.F(1)	m(s) being responde		 	☐ 2.F(5)
one event may re	erson or entity using esult in more than or DRP to report detail	one DRP. File with	n a completed Execu	eeding may be reported for ition Page. f Part 1A or Item 2.F. of Part d civil judicial actions must
You (the	s) or entity(ies) for vectors and size advisory firm) one or more of your advisor	advisory affiliates		
(for individu If the <i>adviso</i>	als, Last name, First	t name, Middle nar D number, provide	ne).	the <i>advisory affiliate</i> below t, indicate "non-registered"

CRD 5052641
Number:
Registered: Yes C
No
Name: THOMAS,
DELSA,
ULRICA
(For
individuals,
Last, First,
Middle)

This advisory affiliate is C a Firm an Individual
an Individual
an Individual
an Individual
an Individual

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.

F Yes F 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

- Court Action initiated by: (Name of regulator, foreign financial regulatory authority, SRO, commodities exchange, agency, firm, private plaintiff, etc.)
 SEC
- Principal Relief Sought: Civil Penalty(ies)/Fine(s) Other Relief Sought:
- Filing Date of Court Action (MM/DD/YYYY):
 02/14/2013 Exact Explanation

If not exact, provide explanation:

4.	Inves	ipal Product Type: stment Contract(s) r Product Types:	
5.	City	nal Action was brought in (include name of Fed or County <u>and</u> State or Country, Docket/Case ERAL COURT, TEXAS, 3:13-CV-00739-L	eral, State or Foreign Court, Location of Court - Number):
6.		sory Affiliate Employing Firm when activity occ cable):	urred which led to the civil judicial action (if
7.	prov	cribe the allegations related to this civil action (ided): GED LOSS OF INVESTOR FUNDS.	your response must fit within the space
8.	Curr	ent Status? Pending C On Appeal C	Final
9.	If on	appeal, action appealed to (provide name of o	court) and Date Appeal Filed (MM/DD/YYYY):
10.	If pe	ending, date notice/process was served (MM/DI	D/YYYY):
	•	4/2013 Exact Explanation exact, provide explanation:	
If F	inal o	r On Appeal, complete all items below. For Per	ding Actions, complete Item 14 only.
11.	How	was matter resolved:	
12.	Resc	olution Date (MM/DD/YYYY):	
	If no	28/2013 FEXACT FEXPLANATION of exact, provide explanation: POSED COURT DATE. NOTHING EXACT AS OF	THIS TIME.
13.	Reso	plution Detail:	
	Α.	Were any of the following Sanctions Ordered	or Relief Granted(check appropriate items)?
		Monetary/Fine Amount: \$	
		Revocation/Expulsion/Denial	Disgorgement/Restitution
		Censure	Cease and Desist/Injunction
	_	Bar	Suspension
	В.	Other Sanctions:	
	C.	disposition resulted in a fine, penalty, restitut	al, Financial Operations Principal, etc.). If

and/or findir THESE ALLE ASSUMPTIO	ng(s) disclosed above (y GATIONS ARE ASSUMED NS NOT BASED ON AN E	our response must fit withi O AND THE SEC HAS GONE ENTIRE BASE OF FACTS. IF	(s), allegation(s), disposition(s) n the space provided) TO GREAT LENGTHS TO MAKE FACTUAL DATES AND RECORDS ONS WILL BE DISPROVEN.	
en e		en e	Canada Santa S	
Arbitration DRP	S		5	
		No Information Filed		
			,	
Bond DRPs				
		No Information Filed		
Judgment/Lien	DRPs			
		No Information Filed		
		e e e e e e e e e e e e e e e e e e e	10 May 10 m 4 m 10 m	
	State Registration		• 1	,
-		of you are applying for research	egistration, or are registered, ities.	as
additional state re application. If you additional state of Do not check the	egistration(s). Check the are already registered r states, check the boxe	e boxes next to the states to with at least one state and s next to the states in whic	tate registration or requesting owhich you are submitting this are applying for registration with you are applying for registration registration with you are applying for registration where you have are	n.
Jurisdictions				
T AL	₽ ID	Г мо	r PA	
□ AK	Ţ IL	<u>Г</u> мт	₽R	
□ AZ	∑ IN	□ NE	_ RI	
□ AR	□ IA	□NV	∫ SC	
Г са	☐ KS	□ NH	ŗ _{sD}	
Г co	F KY	Ę N3	TN	
: Г ст	Γ _{LA}	□ NM	⊠ τx □	
□ DE	∏ ME	□ NY □ NY	Γυτ Fια	
□ DC □ FL	Г MD Г MA	I NC	Γ _{VI}	
FL GA	F MI	□ ND □ OH		
□ GA □ GU	F MN	Гок	T VA	
Γ _{HI}	™ MS	I OK I OR	F wa	
112	- 110	- OK	. AAA	

T WI

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
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:
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:
Telephone: 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:
Number and Street 1: 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:
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:
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:
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:
B. Bond/Capital Information, if required by your home state(1) Name of Issuing Insurance Company:(2) Amount of Bond:
(1) Name of Issuing Insurance Company:(2) Amount of Bond:
(2) Amount of Bond:
\$ 00
φ.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?
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 "	Jes"	answers	to th	ne following	questions.	complete :	a Civil	Judicial	Action	DRP.
LOI	y C 3	0112MC12	CO CI	ie ionownig	quescions,	Compice	U (1411	Judiciai	ACCIOI1	U1(1)

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
-----	----









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	£	r
\$100,001 to \$500,000	ţ.	٢
\$500,001 to \$1,000,000	C	r
\$1,000,001 to \$2,500,000	C	r
\$2,500,001 to \$5,000,000	ſ	r
More than \$5,000,000	r	C

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) 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*?

0

	(b)		pursements for the custodian account, including the amount of the advisory	©	t
	(c)		your <i>clients</i> provide written authorization permitting you to be paid directly for ir accounts held by the custodian or trustee?	O	٦
(2)	Poo	led :	Investment Vehicles and Trusts		
	(a)	(i)	Do you or a <i>related person</i> 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:	0	ر
	(a)	(ii)	As the general partner, managing member, or person serving in a similar capacity, have you or a <i>related person</i> 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?		m==4
			Attorney	~	
			Independent certified public accountant	C	0
			Other independent party	C	O
			Describe the independent party:		
		exp is n doe rela ma for	paged by the investment adviser to act as a gatekeeper for the payment of fees, penses and capital withdrawals from the pooled investment; (B) does not control not controlled by and is not under common control with the investment adviser; (as not have, and has not had within the past two years, a material business ationship with the investment adviser; and (D) shall not negotiate or agree to hat terial business relations or commonly controlled relations with an investment adviser a period of two years after serving as the person engaged in an independent pareement.	(C) ve viser	
	(b)	or a	you or a related person act as investment adviser and a trustee for any trust, act as a trustee for any trust in which your advisory clients are beneficiaries of trust?	r	æ
(3)			require the prepayment of fees of more than \$500 per <i>client</i> and for six or more in advance?	C	Ō
If y	ou a	re o	rganized 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?	0	r
		(b)	Have you passed, on or after January 1, 2000, the Series 66 examination and also passed, at any time, the Series 7 examination?	O	۲
	(2)	(a)	Do you have any investment advisory professional designations?	C	Ō
			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.:

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
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:

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

Printed Name:

03/31/2014

DELSA ULRICA THOMAS

CRD Number:

Authorized Signatory: DELSA ULRICA THOMAS		Title: CHIEF COMPL	Title: CHIEF COMPLIANCE OFFICER AND MANAGING MEMBER				
		IARD [™] , or PFRD [™] is		•	ditions.	ere e e e	
		s a registered trademark	-				