



Item 1 – Cover Page

Bayshore Capital Advisors, LLC

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March 31, 2011

This Brochure provides information about the qualifications and business practices of Bayshore Capital Advisors, LLC [“Adviser”]. If you have any questions about the contents of this Brochure, please contact us at (813) 221-3400. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Bayshore Capital Advisors, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Bayshore Capital Advisors, LLC also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United States Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated March 31, 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item 2 will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting John Touchton, Compliance Officer, at (813) 221-3400, extension 301 or jtouchton@bcatampa.com.

Additional information about Bayshore Capital Advisors, LLC is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Adviser who are registered, or are required to be registered, as investment adviser representatives of Adviser.

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Item 4 – Advisory Business

Adviser began operations in 2001. Tready Smith and John Touchton are the owners of Adviser and each owns 50% of the firm.

Services

Adviser supervises investments for clients with their own separate accounts (“Consulting Clients”) and also serves as the general partner of BCA Partners Fund, LP (the “Fund”), an investment partnership. Adviser makes the investment decisions for both Consulting Clients and the Fund.

Consulting Clients

Adviser supervises investments for Consulting Clients by making investment decisions based on the individual needs of each client. Adviser determines each client’s needs by thoroughly reviewing the client’s overall financial objectives, tolerance for risk (in this case, the ability for the client’s investments to withstand the ups and downs of the markets), and specific investment goals. Adviser then chooses investments for the client based on potential returns adjusted for risk. Adviser also considers the impact of taxes and fees on the returns that the client can expect.

BCA Partners Fund, LP

Adviser is the general partner of BCA Partners Fund, LP (the “Fund”), an investment limited partnership. Adviser selects investments for the Fund based on potential returns adjusted for risk. Adviser also considers the impact of fees and taxes on the returns that investors in the Fund can expect.

For Both Consulting Clients and BCA Partners Fund, LP

Adviser expects to invest mostly in Pooled Vehicles. A Pooled Vehicle is an organization that combines capital (such as money) from many investors in order to invest in a particular strategy. Examples of Pooled Vehicles include mutual funds, exchange traded funds, unit investment trusts, private investment partnerships, hedge funds and similar pooled vehicles managed by third parties not affiliated with Adviser. These Pooled Vehicles may be passively managed (meaning the capital is invested the same way a particular index is invested) or they may be actively managed (meaning the manager of the Pooled Vehicle decides how the capital will be

invested). Some of these Pooled Vehicles are not offered to the general public; they are offered only to sophisticated investors who meet certain eligibility requirements and they are not registered with the Securities and Exchange Commission. While all Pooled Vehicles have their own risks and an additional layer of fees and expenses borne by the client, private funds may have higher fees and risks, including exotic investment strategies, conflicts of interest and the inability for investors to get their capital returned to them without a waiting period. Adviser expects that, in most cases, Pooled Vehicles will be managed by outside investment managers who are experts in various niches of the financial markets. Adviser believes that it can provide the most value to its clients by finding best-in-class managers in each asset class in which the client is invested.

The Principals of the Adviser have extensive experience in analyzing individual securities, and they may choose to invest client capital in individual securities instead of Pooled Vehicles. In particular, Adviser may manage individual securities for a client when Adviser takes over an account from a previous adviser or when the individual securities are already owned by the client when Adviser is first hired by the client.

In addition, Adviser may hire one or more sub advisors to manage client accounts by selecting individual securities.

Adviser may also use short sales, may sell covered call options, and may enter into forward currency contracts, primarily to reduce risk but also for speculation. Adviser also holds cash reserves and securities that are similar to cash including money market instruments.

The policies and procedures, fees and expenses of the investment advisors of Pooled Vehicles used by Adviser may be different from those described in this brochure, as this brochure relates only to the Adviser. Information about each publicly offered Pooled Vehicle is available either through the prospectus or the Form ADV of the pool's adviser. Adviser maintains records of such information for private Pooled Vehicles, and clients may request this information from the Adviser at any time.

Both Principals of Adviser are involved in making investment decisions for Consulting Clients and the Fund. However, John Touchton, as Chief Investment Officer, is primarily and ultimately responsible for investment decisions.

Adviser does not offer custody and safekeeping services.

Other Advisory Services

Adviser may offer limited financial planning services, including coordinating clients' selection of insurance and estate planning services from third parties unrelated to Adviser and other similar services typically offered by a "family office" business. Adviser generally provides such services only rarely and does not charge a fee. However, Adviser may in the future offer such services more frequently and charge a fee.

Assets Under Management

As of December 31, 2010, Adviser had the following assets under management:

Discretionary	\$55,419,560.55
Non-Discretionary	<u>\$ 1,145,155.94</u>
Total	\$56,564,716.49

Item 5 – Fees and Compensation

Consulting Clients

Adviser offers services for a fee based on an annual percentage of assets under management. The minimum account size is \$20,000,000. There is no stated fee for consulting clients. Instead, the client and Adviser negotiate the fee.

Clients pay these fees exclusively to Adviser. These fees do not cover the fees and expenses charged by Pooled Vehicles and other investments; Clients pay these other investment fees separately. Clients who invest in mutual funds and / or use sub-advisors to manage a portion of their portfolio will pay more than one advisory fee. In that case, Clients will pay fees to both Adviser and to the mutual fund managers and / or sub-advisors used. Clients who invest in mutual funds may pay additional fees such as administrative fees and 12b-1 fees.

Clients pay fees to Adviser quarterly after services are provided. Either Adviser or the client may terminate the account at any time on 30 days written notice. Adviser and Client may agree to terminate on shorter notice, as long as this agreement is in writing. Client may also terminate the account without penalty within five business days immediately after signing the investment advisory agreement. In the event of a termination, Adviser generally charges fees on a pro rata basis through the date of termination. If the account terminates within six months of the effective date of the investment advisory agreement (but after the initial five-day period), the

Client, in order to pay the Adviser for up-front costs related to establishing the account, will pay the greater of either (1) the pro-rated amount owed through the termination date, and (2) the difference between \$20,000 and the amount of fees paid by the Client to Adviser since the beginning of the account.

BCA Partners Fund, LP

The minimum account size for the Fund is \$1,000,000. The following table describes the fee options available to investors in the Fund:

	<u>Fee-Only Option</u>	<u>Performance-Based Option</u>
First \$ 5,000,000	1.00% of assets	0.50% of assets plus 10% of profits
Next \$ 5,000,000	0.80% of assets	0.25% of assets plus 10% of profits
Over \$10,000,000	0.60% of assets	0.00% of assets plus 10% of profits

For Both Consulting Clients and BCA Partners Fund, LP

Adviser assesses fees on the last business day of the calendar quarter and determines fees based on the value of assets as of the last business day of the calendar quarter. Adviser normally deducts fees from client assets. However, Adviser may bill clients for fees instead of having the fees deducted from client assets if Adviser and client mutually agree to do so.

Adviser may reduce fees at its sole discretion and may waive the minimum account size at its sole discretion.

In addition to the Fees described above, brokerage and other transactions costs apply. Adviser's fees do not include custody charges.

Fixed Fees

Adviser performed one engagement for a fixed fee. Adviser views this arrangement as a special circumstance, and it does not expect to enter into such engagements in the future. Adviser expects that its fees will be primarily based on an annual percentage of assets under management, as described above. If Adviser decides to enter into a fixed fee relationship in the future, these fees will be determined in advance with the client and will be for specific and limited services.

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

Adviser offers performance based fee arrangements with qualified clients. For investors in BCA Partners Fund, the terms of the performance based fee are as follows:

- 0.50% of assets plus 10% of profits
- 0.25% of assets plus 10% of profits
- 0.00% of assets plus 10% of profits

Performance based fees are not applicable to consulting clients.

Adviser will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisors Act of 1940 (The Advisors Act) in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, Adviser shall include realized and unrealized capital gains and losses. Performance based fee arrangements may create an incentive for Adviser to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. Adviser is aware of this potential conflict and makes allocation decisions based on the best interests of its clients and partners.

Item 7 – Types of Clients

Adviser provides portfolio management services to individuals, high net worth individuals, foundations, private investment funds, trust programs, corporations, and other businesses.

The minimum account size for a consulting client is \$20,000,000. The minimum account size for an investor in the Fund is \$1,000,000. Account minimums may be waived at the discretion of Adviser.

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

As discussed in Item 4 above, Adviser expects to direct its client and Fund assets primarily to Pooled Vehicles managed by third parties. Adviser's selection process for the appropriate Pooled Vehicle is driven first by an analysis of the market in which the investment will be made. In "efficient" markets where information is spread more quickly and completely, Adviser

expects to direct client and partnership assets into passive investment vehicles (for example, index funds) with lower costs and greater tax efficiency than more actively managed vehicles. Cost, tax efficiency, and liquidity (a measurement of how quickly a security can be converted to cash) are the primary criteria for these passive vehicles. In markets which Adviser believes are less efficient, Adviser expects to allocate client and partnership assets to outside managers with more active investment strategies. Adviser selects active managers based on whether such managers are able to perform better than relevant benchmarks over long periods of time after taking into account the impact of fees, taxes, and risk. In other words, an active manager chosen by Adviser is expected to perform better over the long term than a passive vehicle that invests in the same market.

Adviser conducts an extensive due diligence process on prospective outside managers. While some attention is paid to past results, Adviser believes that a detailed analysis of the manager's investment process leads to a better indication of future results. This due diligence process for each manager includes the following:

- A detailed discussion of the strategy used by the manager
- A review of current and past portfolio holdings, to confirm that the strategy has been consistently applied
- Meetings with and background checks on significant personnel, with an examination of the role that each manager has in the execution of the strategy
- A review of personal investment by management in the vehicle being considered
- A review of performance reporting procedures, trading systems, and other operational capabilities of the manager
- Discussions with auditors, prime brokers, and other affiliated service firms who are involved in the manager's daily operations

Adviser believes strongly that client portfolios and BCA Partners Fund, LP should be broadly diversified; therefore, Adviser invests client assets across a broad range of investment strategies. These strategies should achieve diversification across asset class, geography, market capitalization, and investment style.

Adviser is responsible for the management of individual securities in some cases, most often when such securities are inherited in the transfer of an existing portfolio of a new client. Adviser analyzes such securities with attention being paid to their investment value as analyzed through traditional fundamental means, their effect on the overall diversification of the portfolio, and the tax impact of further transactions with such securities. Adviser intends to maintain a long-term

investment horizon on securities which it manages directly, but it is driven in its trading decisions by valuation, which could result in shorter holding periods during more volatile times. Adviser may engage in short sales and option writing on client assets managed directly, but most likely such strategies will be employed for hedging purposes.

Pooled Vehicles managed for clients and for BCA Partners Fund, LP by outside parties may engage in all of the strategies listed here:

- Long term purchases (securities held at least a year)
- Short term purchase (securities sold within a year)
- Trading (securities sold within 30 days)
- Short sales
- Margin transactions
- Option writing, including covered options, uncovered options, or spreading strategies

Adviser will continue to monitor the performance of these Pooled Vehicles, verifying that the investment processes and personnel that led Adviser to invest in these Pooled Vehicles continue to be in place.

All clients of Adviser should understand that investing in securities involves risk of loss that clients should be prepared to bear.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Adviser or the integrity of Adviser's management. Adviser has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Other Business Activities

As discussed in Item 4, Adviser may offer limited financial planning services, including coordinating clients' selection of insurance and estate planning services from third parties unrelated to Adviser and other similar ancillary services typically offered by "family office" businesses. Adviser generally provides such intermediary services only on rare occasions and

does not charge a separate fee, although Adviser may in the future offer such services more frequently and charge a separate fee.

Other Financial Industry Activities or Affiliations

The Adviser is a related person of certain private investment firms (some of which may be clients of Adviser). Such firms are operated separately from Adviser, but may be deemed to be under common control with Adviser. The Adviser and such private firms may share the following:

- (1) certain corporate support services (including compliance, government relations, marketing, legal services, communications, public relations, and purchasing services);
- (2) certain human resource services (including staffing matters, employee relations, training, payroll administration, and administration of employee benefit programs);
- (3) certain financial services (including tax, treasury, corporate accounting, strategic planning, consulting, and cash management);
- (4) certain management information system services (including designing, maintaining, and operating the computing environment and the network infrastructure);
- (5) centralized system services (mail sorting and processing, telephone systems, and technology support); and
- (6) office quarters.

In addition to her position as Principal of Adviser, Tready Smith is CEO of ASAP Capital Partners LLC, a family investment firm.

In addition to his position as Principal of Adviser, John Touchton is Vice President of Tarnwick Partners LLLP and is President of Witoco Holdings LLC. Both are family investment entities.

Adviser is the general partner of BCA Partners Fund, LP, an investment limited partnership, in which Adviser's clients may be solicited to invest. Additional terms and disclosures regarding BCA Partners Fund, LP are contained throughout Form ADV Part 2.

In addition, Witoco Holdings LLC, the family investment entity mentioned in above, that is owned and controlled by the Touchton family, is a passive, minority general partner in an investment firm (the "Affiliated Manager") in which Adviser's clients may invest. In the event that Adviser's clients do invest in the Affiliated Manager, Adviser's clients will have their fees reduced by the amount that Witoco Holdings LLC would receive as a result of that client's

investment in the Affiliated Manager. With this reduction, Adviser will not benefit from a client's investment in the Affiliated Manager.

Item 11 – Code of Ethics

Code of Ethics

Adviser adopted a Code of Ethics (the "Code") effective January 7, 2005, and as amended thereafter, that sets forth standards of conduct required of Adviser, its employees and its principals. The Code requires compliance with Federal securities laws. Among other things, the Code includes policies and procedures relating to the personal investment activities of the persons subject to the Code, including transactions involving securities that Adviser has recommended to its clients and that are held by its clients. Depending upon a person's functions, duties and obligations, these policies and procedures may require pre-clearance and / or reporting of personal securities transactions, timing and other restrictions on transactions, outright prohibitions and compliance certification. The Code also requires the maintenance and review of certain records as well as periodic meetings to familiarize persons subject to the Code with their responsibilities under it. A copy of the Code will be furnished, free of charge, to any person who so requests. Any such request should be directed to John Touchton, Bayshore Capital Advisors, LLC, 1700 S. MacDill Avenue, Suite 340, Tampa, Florida 33629.

Participation or Interest in Client Transactions

Generally, Adviser or related persons may not purchase securities from, or sell securities to a client or the Fund. However, in one instance, related persons sold securities to a client upon the client's request and under client's instructions. In accordance with Section 203(3) of the Investment Advisors Act of 1940, as amended, and the interpretations thereunder, prior to the completion of the transaction, Adviser disclosed to the client in writing that related persons would be acting in a principal capacity. Prior to the completion of the transaction, Adviser obtained client's specific consent to the transaction. In no event will a client of Adviser or the Fund be obligated to enter into, or consent to, any such "principal" transaction with Adviser.

Both principals of the Adviser are involved with the management of "family offices." As such, each is involved in varying degrees in the investment of his or her family's assets. In fact, the source of management's interest in creating Adviser is the ability to leverage the investment expertise developed through the work that the principals have done on behalf of their families.

Adviser and its related persons may buy or sell similar or different securities than those purchased for, or recommended to, client accounts or BCA Partners Fund, LP.

When limited opportunities for investment exist, Adviser allocates such opportunities among all eligible clients, including the Fund, for whom such investments are optimal, including Adviser's related persons, in a manner that is fair and reasonable based on account size. In some cases, this procedure may lead to an account obtaining less of a Pooled Vehicle than it might have without participation by related person accounts. Adviser believes that to the extent its investments for clients primarily consist of Pooled Vehicles, its policy permitting simultaneous trading in the same security by principals on behalf of their families (and indirectly themselves) and clients does not pose the potential for abuses that many advisors' more restrictive personal trading policies are designed to prevent. Moreover, for private Pooled Vehicles, black-out periods and delayed purchases or redemptions by related persons are not feasible because of the often infrequent liquidity opportunities provided by such funds.

For private Pooled Vehicles, which do not trade or have a market value, Adviser believes simultaneous trading will not prejudice any unrelated clients or unjustly enrich related persons. The same is true for open-end mutual funds and index products.

Adviser may recommend that the Adviser's clients buy or sell securities in which a related person has some financial interest.

Adviser has written procedures to ensure that its employees understand and follow the SEC's requirements, including the applicant's Policy Statement on Insider Trading Prohibitions.

Pursuant to the SEC requirements, certain personnel and other access persons are required to report personal securities transactions. John Touchton as compliance officer reviews such reports on an annual basis. Tready Smith, as the Adviser's other principal, reviews this report for John Touchton as compliance officer.

Item 12 – Brokerage Practices

For its consulting clients, Adviser operates under a directed brokerage policy; therefore clients must direct Adviser as to the particular broker-dealer to be used in the execution of portfolio transactions for the account. Adviser does recommend certain broker-dealers to its clients. For the Fund, Adviser will determine the broker or dealer to be used. In deciding which broker-

dealers to recommend to clients or to select for the Fund, Adviser will evaluate broker-dealers' qualifications, paying particular attention to the following factors:

- Financial condition;
- Cost of execution;
- Knowledge of the market, specific securities and industries;
- Access to sources of supply or the market;
- Ability to handle block trades;
- Timely and accurate record-keeping;
- Record of good and timely delivery and payment on trades;
- Quality of research material and services, such as earnings reports and news bulletins; and
- Availability of cost-effective research.

To the extent that any of these services benefit Adviser, conflicts of interest may exist. The management fee paid by a client will not be reduced because Adviser receives such services.

As Adviser operates under a directed brokerage policy for its consulting clients, it should be understood that Adviser may not have the authority to negotiate commissions or obtain volume discounts on behalf of the client, and best execution may not be achieved. In addition, a disparity in commission charges may exist between client accounts.

Consulting clients subject to Adviser's directed brokerage policy should understand that they may, if they desire, with Adviser's consent negotiate commission rates with a brokerage firm. Such clients should understand that unless a lower rate has been negotiated by client on their own behalf, they should expect that the brokerage firm selected by Adviser will charge commissions based upon the firm's established, non-discounted commission schedule. Such clients should further understand that certain of Adviser's clients may have negotiated for and received commission discounts in varying amounts and, therefore, some clients may pay lower commissions than other clients in similar transactions. Adviser may "bunch" or "block" transactions so that securities are purchased or sold for more than one client, the Adviser and its affiliates in a single transaction.

To the extent that Adviser's primary active investment supervisory services currently consist of selecting or recommending Pooled Vehicles, many of which may be purchased directly from the fund's principal underwriter without commissions, such transactions generally will not involve Adviser's procedures for brokerage selection and trade allocation described above.

If a consulting client directs Adviser to use any particular broker-dealer that Adviser reasonably believes could hinder Adviser from providing effective and quality advisory services and/or hinder Adviser's fiduciary obligations to the client, then Adviser reserves the right to refuse that client account.

Item 13 – Review of Accounts

Account Reviews

At least one of Adviser's principals reviews each client account and the Fund on an ongoing basis during each quarter, (except that neither principal reviews account information for the other's family) and will continue to do so until the account base is large enough to make involvement in each account by the principals impractical, by which time Adviser will have hired sufficient qualified staff for the task. Each account will undergo a formal review at the end of each quarter. This review begins with the generation of reports detailing periodic performance and current asset values. Adviser then independently reconciles account information against bank and brokerage statements as further verification of account values. The review then focuses on the performance of the investments in each account and on whether the current asset allocation remains in line with the objectives outlined by the client or, in the case of the Fund, in line with the Fund's objectives.

Reviews address account investment objectives, account classification, account diversification, whether the investments meet the investment standards applicable to the account, and whether the retention or purchase of concentrations of securities of a single company are authorized by the terms of the account's contract with Adviser, written objectives, governing instrument or local law. As part of each review, Adviser monitors the proper implementation and execution of investment decisions with respect to purchases or sales for individual accounts.

Account Reports

Consulting Clients

Adviser provides a complete set of accounting and performance reports to clients on a quarterly basis. Adviser provides clients with an asset list, showing both cost basis and current market price information for each investment. Investments are also classified by category and grouped to determine whether asset allocation targets are being met. Where the classification of an

investment is unclear, Adviser uses its best judgment in determining the appropriate asset class for that investment. Performance reports include both inception-to-date and year-to-date time-weighted rates of return for the total portfolio and by asset class. All reports are written, and clients have the choice of receiving reports as either physical copies or electronic copies.

BCA Partners Fund, LP

On a quarterly basis, limited partners receive capital account statements and performance results. Annually, limited partners receive Schedule K-1 and audited financial statements. All reports are written, and clients have the choice of receiving reports as either physical copies or electronic copies.

Item 14 – Client Referrals and Other Compensation

This section does not apply to Adviser. Adviser does not receive cash or any other economic benefit from a non-client in connection with giving advice to clients. Adviser does not directly or indirectly compensate any person for client referrals.

Item 15 – Custody

Adviser has the ability to deduct advisory fees from consulting client accounts. For this sole reason, the Securities and Exchange Commission considers Adviser to have custody of consulting client assets. However, consulting clients should understand that Adviser is not permitted to move assets belonging to a client without the client's consent for any purpose other than to pay agreed upon advisory fees to the Adviser.

Fund clients should understand that Adviser is considered to have custody of Fund assets. The fund is audited annually and the audited financial statements are delivered to Fund clients within 180 days of the Fund's year end.

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Adviser urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

Adviser has discretionary authority to manage accounts for its clients and to manage the Fund, including the authority to select the securities to be bought or sold, and to determine the prices and quantities of such securities. For consulting clients only, limitations on Adviser's discretionary authority depend on the specific arrangement between Adviser and the client.

For consulting clients only, the Investment Advisory Agreement of each client may specify the type of securities which may or may not be purchased for the client's account, and may also place limits on the amount of the client's assets which may be invested in certain securities, including limits on investments in certain types of securities, securities of certain issuers, and securities of certain industries. Any client imposed investment guidelines and restrictions must be provided to Adviser in writing.

As described earlier, Adviser provides investment advice primarily through the selection of Pooled Vehicles advised by outside managers. Adviser will negotiate on behalf of its clients and on behalf of the Fund to attempt to secure admission into the lowest-price share class of the Pooled Vehicle, although the selection of Pooled Vehicles is based on assessment of the best risk-adjusted returns after fees and taxes have been paid by the client. Adviser does not expect to invest in Pooled Vehicles that charge clients a load or sales charge, and will not invest in Pooled Vehicles that pay Adviser a fee.

Item 17 – Voting Client Securities

In compliance with Rule 206(4)-6 and rule amendments under the Investment Advisers Act of 1940, Adviser has adopted policies and procedures:

- to reasonably ensure that Adviser votes proxies in the best interest of the clients,
- to disclose to clients how they may obtain information on how Adviser has voted their proxies,
- to describe how Adviser addresses material conflicts between its interests and those of its clients with respect to proxy voting,
- to identify the manner in which Adviser maintains certain records related to proxy voting, and
- to disclose to clients information about those policies and procedures.

Adviser will vote proxies in the best interest of its clients. Proxies will be voted in a timely

manner. Adviser will obtain the information necessary to make decisions on proxy issues through a number of measures. First, on matters related to executive compensation and other “corporate governance” issues, Adviser will consult the voting records of larger firms with a history of advocacy in this area, and vote with these firms if there is consensus among them. Where they disagree, a principal of Adviser will research the issue further and make a decision in our clients’ best interests. Second, Adviser will vote with management on matters related to social issues or issues that do not appear to have relevance to maximizing shareholder value for our clients.

Clients may obtain information on how Adviser has voted their proxies by sending a written request to John Touchton as Adviser’s Chief Investment Officer.

Should a material conflict of interest arise in the matter of proxy voting, Adviser will engage an independent third party to vote proxies for our clients. A material conflict of interest is defined as any vote in which a principal of Adviser or immediate family member of a principal of Adviser has an interest in its outcome.

Adviser maintains (i) records of votes cast on behalf of clients, (ii) records of client requests for proxy voting information, and (iii) any documents that were material to making a decision on how to vote or that memorialized the basis for the decision. In accordance with general record keeping requirements, proxy records are kept in the office for the first two years following the end of the applicable fiscal year. They are kept off site but accessible for the next three years.

Adviser disclosed these policies and procedures to existing clients by sending a letter addressing the matter before August 6, 2003, as required by the rule. Adviser discloses the policies and procedures to future clients in a separate document provided to the clients upon their signing the investment consulting agreement.

Clients may obtain a copy of Adviser’s complete proxy voting policies and procedures upon request. Clients may also obtain information from Adviser about how Adviser voted any proxies on behalf of their account(s).

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Adviser’s financial condition. Adviser has no financial

commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.