
Form ADV, Part 2A

Item 1 – Cover Page

Storie Advisors, LLC

100 Pine Street, 27th Floor

San Francisco, CA 94111

(415) 229-9000

March 16, 2011

This Form ADV, Part 2A, (“Brochure”), provides information about the qualifications and business practices of Storie Advisors, LLC. If you have any questions about the contents of this Brochure, please contact us at (415) 229-9000. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

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

Storie Advisors, LLC is registered with the SEC under the Investment Advisers Act of 1940. 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.

Form ADV, Part 2A – Brochure

Item 2 – Material Changes

On July 28, 2010, the United States Securities and Exchange Commission (“SEC”) published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure, dated March 16, 2011, is a new document prepared according to the SEC’s new requirements and rules. As such, this Brochure is materially different in structure and contains certain information that our previous Brochure did not include. In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes.

Item 3 -Table of Contents

Item 1 – Cover Page.....	1
Item 2 – Material Changes	2
Item 3 -Table of Contents.....	2
Item 4 – Advisory Business	3
Item 5 – Fees and Compensation	3
Item 6 – Performance-Based Fees and Side-By-Side Management.....	5
Item 7 – Types of Clients	6
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	7
Item 9 – Disciplinary Information	7
Item 10 – Other Financial Industry Activities and Affiliations.....	8
Item 11 – Code of Ethics.....	10
Item 12 – Brokerage Practices	11
Item 13 – Review of Accounts	14
Item 14 – Client Referrals and Other Compensation	14
Item 15 – Custody	14
Item 16 – Investment Discretion	15
Item 17 – Voting Client Securities	15
Item 18 – Financial Information.....	15

Item 4 – Advisory Business

Storie Advisors, LLC (“Registrant”) is an investment adviser registered under the Investment Advisers Act of 1940 (“Advisers Act”) and is a general partner and adviser of investment limited partnerships. Registrant is owned and operated by Richard Edward Dirickson, managing general partner. David L. Lewis is a portfolio manager of Registrant. Leon A. Root is the Chief Financial Officer. Registrant was formed in 1993 and registered under the Advisers Act in 2000.

Registrant acts as general partner and investment adviser of privately held investment partnerships. As such, Registrant will manage the portfolios of the partnerships. The partnerships will have various investment objectives. Registrant provides investment advice and management services on a discretionary basis. Registrant has complete discretion over the selection and amount of securities to be bought or sold without obtaining specific client consent. Registrant may use borrowed funds to implement its investment strategies.

As of December 31, 2010, Registrant’s advisory assets under management were approximately \$25 million of discretionary assets under management. Registrant had one client, Storie Partners, LP, an affiliated, unregistered, private investment limited partnership. Registrant is also the general partner of Storie Partners, LP. Registrant had no non-discretionary assets under management.

Registrant is affiliated with San Francisco Sentry Investment Group, Inc., and San Francisco Capital Management, LLC, who are both registered investment advisers under the Advisers Act. Registrant is also affiliated with S.F. Sentry Securities, Inc., a broker-dealer registered under the Securities Exchange Act of 1934 and FINRA. Registrant, S.F. Sentry Investment Group, Inc., San Francisco Capital Management, LLC and S.F. Sentry Securities, Inc. have certain owners and senior managers in common, share office space in downtown San Francisco and also share the services of certain employees. Registrant is also affiliated with various investment limited partnerships. These relationships are further discussed below.

Item 5 – Fees and Compensation

Registrant’s clients, the limited partnerships, pay Registrant an advisory fee of one percent (1%) per annum of the partnerships’ average monthly total net assets. Clients pay this fee on a quarterly basis, in the amount of 0.25% per quarter, at the end of each calendar quarter. The advisory fee may be waived for any of Registrant’s principals or employees

Form ADV, Part 2A – Brochure

who are limited partners. Registrant, as General Partner, also receives a special allocation of twenty percent (20%) of the cumulative increase in net profit annually allocated to each limited partner's capital account, including net realized and unrealized capital gains and net dividend and interest income. The 20% special allocation fee is in addition to the 1% annual advisory fee. Limited partner net losses in any year must be recouped before the Registrant may receive the special allocation fee. The special allocation fee may not be made with respect to any limited partner who has not been a member of a partnership for at least one year. Fees are deducted from client accounts.

The advisory and special allocation fees are not negotiable. Registrant believes its fees and compensation are competitive with fees and compensation paid to other investment advisers for comparable services; however, comparable services may be available from other sources for lower fees and compensation than those charged by Registrant.

A Limited Partner may withdraw his, her or its capital from a partnership as of the end of any calendar quarter commencing on or after twelve (12) months after such partner's initial investment in the partnership on at least thirty (30) days' written notice, or forty-five (45) days' written notice if the withdrawal represents more than 10% of a partnership's capital. Clients who terminate their investment may receive a refund of their advisory fees on a pro-rated basis.

Registrant's annual fees and special allocation fees for its investment advisory services are separate and distinct from additional fees charged by Registrant's affiliated investment advisers or other client limited partnerships.

Registrant's fees for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and exchange-traded funds ("ETFs") to shareholders. Clients invested in mutual funds or ETFs will pay advisory fees to Registrant and will pay additional advisory, brokerage, custodial and administrative fees as a shareholder of the applicable mutual fund or ETF. Registrant's fees are also separate and distinct from custodial, accounting, legal and other fees incurred by clients.

Registrant generally selects S.F. Sentry Securities, Inc., a broker-dealer registered with the SEC and FINRA, as its introducing broker to execute trades on behalf of advisory client partnerships. Advisory clients and investors pay commissions to S.F. Sentry Securities, Inc. as compensation for these brokerage services. These brokerage fees paid by advisory clients are in addition to Registrant's annual advisory and applicable performance fees. S.F. Sentry Securities, Inc. earns most of its revenues by providing Registrant and other affiliated entities with brokerage services. Clients may invest in other investments that are

Form ADV, Part 2A – Brochure

not related to Registrant and that may use independent brokers for higher or lower fees than the advisory, performance and brokerage fees paid to Registrant or its affiliates. See Item 12 regarding brokerage practices.

Mr. Dirickson is the general partner of Registrant. He is also a majority shareholder, director and officer of S.F. Sentry Securities, Inc. Mr. Lewis, portfolio manager, may occasionally provide certain services to S.F. Sentry Securities, Inc. Mr. Root, Chief Financial Officer of Registrant, is also the Chief Financial Officer of S.F. Sentry Securities, Inc. These arrangements create a conflict of interest in that Registrant and Messrs. Dirickson, Root and Lewis may have an incentive to direct more client transactions to S.F. Sentry Securities, Inc. than Registrant might otherwise direct. S.F. Sentry Securities, Inc. has indicated to Registrant that the brokerage fees paid by Registrant's clients will not exceed the fees paid by similar clients of S.F. Sentry Securities, Inc.

In all cases in which transactions are directed to S.F. Sentry Securities, Inc., or to any other broker, Registrant will determine in good faith that the commissions charged in connection with those transactions are reasonable in relation to the value of the brokerage, research and other services provided by that broker, viewed in terms of either the specific transaction or Registrant's overall responsibilities to the portfolios over which Registrant exercises investment authority. Registrant will regularly review the commission rates paid by its advisory client partnerships to determine that they are competitive with commissions paid by clients of investment advisors that provide services similar to Registrant's. Nevertheless, Registrant's clients may be able to obtain more favorable brokerage commission rates elsewhere particularly when one considers the advisory fees being paid to Registrant.

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

Registrant's annual 20% special allocation fees, discussed above, are performance-based fees (i.e. fees based on a share of capital gains on or capital appreciation of the assets of a client). Registrant has an affiliated registered investment adviser, San Francisco Capital Management, LLC, that also charges annual advisory fees and performance-based fees to affiliated investment partnerships at rates that may be different from similar fees charged by Registrant. Registrant is also affiliated with San Francisco Sentry Investment Group, Inc., a registered investment adviser that does NOT charge clients with performance-based fees. Registrant's principals and employees also provide investment advisory and other services to San Francisco Capital Management, LLC, and San Francisco Sentry Investment

Form ADV, Part 2A – Brochure

Group, Inc. Certain clients of Registrant may have invested in one or more partnerships managed by San Francisco Capital Management, LLC, may also be clients of San Francisco Sentry Investment Group, Inc., and may have invested in other investment partnerships affiliated with Registrant. These arrangements may result in a conflict of interest because Registrant and its related principals and employees may have an incentive to favor accounts for which Registrant or its affiliates receive a higher performance fee. Registrant and its related persons may also have an incentive to recommend that advisory clients and investors invest in other affiliated entities to obtain additional advisory fees.

Registrant has taken numerous actions to address these potential conflicts of interest. Registrant is committed to meeting its fiduciary duty to its clients under the Advisers Act, which includes the duty to act in its clients' best interest at all times and to disclose material conflicts of interest. Registrant has adopted and implemented a Code of Ethics and Compliance Program that requires its employees to meet their fiduciary duties, which include specific provisions regarding Registrant's fiduciary duties with respect to potential conflicts of interest resulting from investments and accounts managed by Registrant's affiliated investment advisers and limited partnerships. These policies and procedures include, among other things, provisions that: (1) require that investments in affiliated entities must be in the best interests of clients and investors; (2) require that investment opportunities must be fairly and equitably allocated between Registrant and its affiliates; and (3) prohibit employees from profiting at the expense of Registrant's advisory clients. Registrant has also appointed Julie Meissner as the Chief Compliance Officer. As Chief Compliance Officer, Ms Meissner is responsible for ensuring that Registrant and its employees meet their fiduciary obligations under the Advisers Act and Registrant's Code of Ethics and Compliance Program on an ongoing basis.

Item 7 – Types of Clients

Registrant's clients are limited to affiliated private investment limited partnerships. Registrant generally requires a limited partner to invest a minimum of \$1,000,000 in a partnership, but may accept a lesser amount in its discretion. Registrant intends that all limited partners generally will be "accredited investors," as defined by the Securities Act of 1933. However, Registrant may accept a non-accredited investor in its discretion, subject to applicable regulatory requirements.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**Investing in securities involves risk of loss that clients should be prepared to bear.**

Investors should be prepared to lose all or part of their investment.

Registrant has complete discretion over the investment strategies and securities purchased or sold to implement such strategies, subject to guidelines stated in limited partnership documents. Registrant has broad discretion to engage in the long-term or short-term purchase of securities, trade securities held for less than 30 days, engage in short sales and margin transactions, write options and invest in illiquid, private securities. Registrant's current investment strategy is to generally invest in domestic public and private securities using a long/short strategy. Registrant may use borrowed funds to implement its investment strategy and may engage in frequent trading of securities held on a short-term basis. These investments bear the risk of loss at any time due to unforeseen market, economic, interest rate, liquidity, valuation, leverage, currency, political and other risks.

Item 9 – Disciplinary Information

Registrant does not believe there has been any legal or disciplinary event that is material to an evaluation of the Registrant's integrity or ability to meet contractual commitments to clients. The following events, however, have occurred:

In August, 1994, a class action suit was filed in U.S. District Court, San Jose Division, File No. C-94-20579(A)-RMW (EAI) against Concord Holding Corporation and its officers and directors ("Concord et al"), including Richard E. Dirickson. The suit alleged that Concord et al made misrepresentations as to the Initial Public Offering effected February 24, 1994. In August, 1996, an agreement was reached to settle the securities class action suit wherein the insurance carrier for Concord et al, Gulf Insurance Company, would pay \$1.5 million and BISYS, as successor to Concord Holding Corp., would pay an additional \$450,000.00. Under the terms of the settlement, BISYS and the former Concord et al directors and officers denied any wrongdoing or liability and the settlement may not be used as an admission of wrongdoing. Accordingly, the suit was dismissed with prejudice by the Court on December 2, 1996.

On August 15, 2002, Richard E. Dirickson, without admitting or denying the allegations pertaining to NASD rules 2110 and 2120, consented to the entry of findings that he caused to be executed transactions in a company, at or near the close of the market in a security.

As a resolution to the action, he was fined \$25,000 and suspended from association with any member firm for thirty (30) calendar days.

Item 10 – Other Financial Industry Activities and Affiliations

A. Richard E. Dirickson, Jr.

Mr. Dirickson, a general partner, of Registrant, is also: (1) an officer, director and shareholder of San Francisco Sentry Investment Group, Inc., a registered investment adviser; (2) a general partner of San Francisco Capital Management, LLC, a registered investment adviser and general partner of investment partnerships; and (3) an officer, director and majority shareholder of S.F. Sentry Securities, Inc., a broker-dealer registered as such with the SEC and the Financial Industry Regulatory Authority (“FINRA”) and in various states. Mr. Dirickson, or the above entities, may also be a general partner of additional private investment partnerships, including, but not limited to, San Francisco Capital Management Global Growth Master Fund, L.P.; San Francisco Capital Management Global Growth Fund, L.P.; San Francisco Capital Management Global Growth Fund (BVI), or other entities. Mr. Dirickson divides his time among these entities. It is expected that Mr. Dirickson will allocate the greater portion of his time to S.F. Sentry Securities, Inc., but the specific time for each will depend on circumstances, including the development of each business.

B. David L Lewis

Mr. Lewis is a portfolio manager and general partner of Registrant. He is also a registered representative of S.F. Sentry Securities, Inc., a registered broker-dealer, and is an associated person of San Francisco Sentry Investment Group, Inc. and San Francisco Capital Management, LLC, both of whom are affiliated registered investment advisers. Mr. Lewis devotes much of his time to his duties on behalf of Registrant, but may also devote some of his time to Registrant’s affiliates.

C. Leon A. Root

Mr. Root is the Chief Financial Officer of Registrant. He is also: (1) the Chief Financial Officer of San Francisco Sentry Investment Group, Inc. and San Francisco Capital Management, LLC, both of whom are affiliated, registered investment advisers; and (2) the Chief Financial Officer and minority shareholder of S.F. Sentry Securities, Inc., an affiliated, registered broker-dealer. The amount of time that Mr. Root allocates among these

affiliated entities varies, depending upon circumstances relating to the business development of each entity.

D. Affiliated Investment Advisers and Limited Partnerships

San Francisco Capital Management, LLC, an affiliated investment adviser, is the general partner and investment adviser of San Francisco Capital Management Global Growth Master Fund, L.P. and San Francisco Capital Management Global Growth Fund, L.P., which are investment limited partnerships. Registrant and the other general partners have a profits interest in investment partnerships they manage, and also receive an annual management fee and a performance fee. Registrant is an affiliate of San Francisco Sentry Investment Group, Inc., a registered investment adviser. Clients may be solicited to invest in other investment partnerships managed by Registrant's affiliates. These investment partnerships are composed of partners who, in the main, qualify as accredited investors. The partnerships seek growth of capital through investment in a variety of financial instruments/strategies including, but not limited to, emerging growth companies, restructuring companies, short sales; options and risk arbitrage. The partnerships invest in opportunistic situations based on considerable fundamental research which is conducted to determine the expected values, risks, and timing associated with each anticipated strategy. These entities may also borrow funds to make investments, which may result in increased risk of investment losses.

E. Shared Office Space and Employees

Registrant and its various affiliated entities share common offices in downtown San Francisco. Leon A. Root is the Chief Financial Officer of Registrant, San Francisco Capital Management, LLC, San Francisco Investment Group, Inc. and S.F. Sentry Securities, Inc.. Julie Meissner is also the Chief Compliance Officer of the above entities. As noted above, Mr. Dirickson is an officer, director and shareholder or general partner of these entities. Employees of these entities also provide services to affiliated entities on an ongoing basis.

F. Addressing Potential Conflicts of Interest

Registrant recognizes that its relationships with affiliated persons and entities, described above, may result in potential conflicts of interest between the interests of advisory clients and the interests of Registrant, affiliated entities and related persons. Registrant has taken numerous actions to address these potential conflicts of interest. Registrant is committed to meeting its fiduciary duty to its clients under the Advisers Act, which includes the duty to act in its clients' best interest at all times and to disclose material conflicts of interest.

Form ADV, Part 2A – Brochure

Registrant has adopted and implemented a Code of Ethics and Compliance Program that requires its employees to meet their fiduciary duties, which include various policies and procedures regarding Registrant's and employees' fiduciary duties with respect to potential conflicts of interest between Registrant's advisory clients and Registrant, related persons, and affiliates. These policies and procedures, among other things, require Registrant to: (1) manage portfolios in accordance with client investment guidelines and objectives; (2) invest client funds in affiliated entities only when such investments are in the clients' best interest; (3) disclose all fees charged by Registrant and its affiliates; (4) allocate investment opportunities among affiliated entities in a fair and equitable way; and (5) prohibit employees from wrongfully profiting the expense of advisory clients. Registrant has also appointed Julie Meissner as the Chief Compliance Officer. As Chief Compliance Officer, Ms Meissner is responsible for ensuring that Registrant and its employees meet their fiduciary obligations under the Advisers Act and Registrant's Code of Ethics and Compliance Program on an ongoing basis.

Item 11 – Code of Ethics

Registrant has adopted a Code of Ethics for all of its employees describing its high standard of business conduct and fiduciary duty to its clients. The purpose of this Code of Ethics is to require Registrant and its employees to act in the best interests of its clients at all times and to address potential conflicts of interest between Registrant, its employees and affiliates and advisory clients. Registrant's clients or prospective clients may request a copy of the Code of Ethics by contacting Julie Meissner, Chief Compliance Officer at (415) 229-9000.

Registrant's Code of Ethics is based on the principle that all employees and certain other persons have a fiduciary duty to place the interest of advisor clients ahead of their own interest and the interests of Registrant and its affiliates. The Code of Ethics applies to all "Access Persons" (i.e. employees and certain other persons with access to confidential information regarding client investments). Access Persons must avoid activities, interests and relationships that might interfere with making decisions in the best interest of advisory clients. As fiduciaries, all Access Persons must, at all times: (1) place the interests of advisory clients first; (2) avoid taking inappropriate advantage of their position. For example, access persons may not use their knowledge of portfolio transactions to profit by the market effect of such transactions; and (3) conduct all personal securities transactions in full compliance with the Code of Ethics on an ongoing basis. These reporting

Form ADV, Part 2A – Brochure

requirements ensure that Access Persons do not place their personal interests ahead of clients' interests when making their personal securities transactions.

The Code of Ethics also permits Registrant and its employees to personally invest in securities of the same class that are purchased for clients and to own securities of a class that are subsequently purchased for clients. However, employees are prohibited from trading on the same day as Registrant's clients. Registrant and/or its employees may also buy or sell a specific security for its/their own account which they do not deem appropriate to buy or sell for clients.

Access Employees who violate the Code of Ethics are subject to sanctions, which may include dismissal from employment and the reporting of misconduct to legal authorities.

Item 12 – Brokerage Practices

Registrant generally selects S.F. Sentry Securities, Inc., an affiliated, registered broker dealer, to provide Registrant's clients with brokerage services. S.F. Sentry Securities, Inc. receives commission compensation for these services to Registrant's clients. Clearing brokerage services are generally provided by JP Morgan Chase or other brokers selected by Registrant. S.F. Sentry Securities, Inc. earns most of its revenues by providing brokerage services to advisory clients of Registrant and its affiliated advisers and investment partnerships.

Registrant, as general partner and adviser, has complete discretion over the selection and amount of securities to be bought or sold without obtaining specific client consent. Registrant also has complete discretion over the selection of the brokers or dealers to be used and the commission rates to be paid. In selecting a broker or dealer, including S.F. Sentry Securities, Inc., for any transaction or series of transactions, Registrant will attempt to obtain in its good faith judgment the best qualitative execution. In this regard, Registrant may consider a number of factors, including, for example, net price, reputation, financial strength and stability, efficiency of execution, efficiency of error resolution, block trading and block positioning capabilities, willingness to execute related or unrelated difficult transactions in the future, order of call, offering to Registrant on-line access to computerized data regarding clients' accounts, the availability of stocks to borrow for short trades and other matters involved in the receipt of brokerage services generally.

Registrant may receive certain services (i.e. "soft dollars") in return for selecting certain brokers to execute trades on behalf of clients. Various broker-dealers provide Registrant

Form ADV, Part 2A – Brochure

with proprietary research and other products and services (i.e. receipt of duplicate trade confirmations and account statements, trading desk access, the ability to aggregate clients' securities transactions, and the ability to directly debit advisory fees from clients' accounts). For example, Registrant receives certain research services and software from Bloomberg in soft dollars. Registrant may also purchase from a broker or allow a broker to pay for certain research services, economic and market information, portfolio strategy advice, industry company comments, technical data, recommendations, general reports, consultations, performance measurement data, on-line pricing, news wire charges, rent, office equipment and the like. Registrant generally seeks to receive such services in accordance with the provisions of Section 28(e) of the Securities Exchange Act of 1934 and in a manner consistent with its general fiduciary duty to achieve best execution on behalf of its advisory clients.

As a result of these soft dollar arrangements, Registrant may pay a brokerage commission in excess of that which another broker-dealer might charge for effecting the same transaction in recognition of the value of the brokerage, research and other services and soft dollar relationships. In such a case, however, Registrant will determine in good faith that such commission is reasonable in relation to the value of brokerage, research and other services and soft dollar relationships provided by such broker-dealer, viewed in terms of either the specific transaction or Registrant's overall responsibilities to the portfolios over which Registrant exercises investment authority. One partnership, nevertheless, may pay higher brokerage commissions than are otherwise available, while the research and other benefits resulting from the brokerage relationship would benefit other partnerships of which Registrant is a General Partner or Registrant's operations as a whole.

Registrant generally does not aggregate the trades of advisory clients with the trades of clients of its affiliated advisers and limited partnerships. However, Registrant may, in its discretion, aggregate trades of advisory clients with clients of its affiliates when it is in the best interests of its advisory clients.

Registrant generally does not engage in principal trades, cross-trades (trades among advisory clients) or agency cross-trades (trades among brokerage clients and advisory clients). However, Registrant may, in its discretion, engage in these types of transactions if Registrant determines in good faith that such transactions are in the best interest of its advisory clients and in accordance with applicable regulatory requirements. All principal trades, cross-trades and agency cross-trades are subject to the right of a majority of unaffiliated limited partners to revoke the authority to make such trades.

Form ADV, Part 2A – Brochure

Furthermore, Registrant occasionally executes over-the-counter (“OTC”) securities transactions on an agency basis. Thus, Registrant’s clients may incur two transaction costs for a single trade: a commission paid to Registrant’s executing broker-dealer plus any mark-up or mark-down charged by the market-making broker-dealer, which is included in the offer or bid price of the securities purchased or sold. Registrant would execute such transactions of a principal basis if it believed that doing so would be favorable compared to executing on an agency basis.

Registrant may cause client partnerships to purchase or sell securities or investment products in which the principals of Registrant and affiliated entities have some financial interest if the Registrant determines in good faith that such transactions are in the best interests of the partnerships and in accordance with applicable regulatory requirements. Registrant, as general partner, may also make in-kind capital contributions of securities to the client partnerships. Registrant, its principals, employees and associated persons may also acquire securities that are either owned by client partnerships, or have been determined in good faith to be inappropriate to be owned by the client partnerships.

The relationships described above may result in potential conflicts of interest between Registrant’s duty to always act in clients’ best interests and the interests of Registrant, related persons or affiliated entities. Registrant has addressed these potential conflicts of interest in various ways, which include: (1) Registrant is committed to meeting its fiduciary duty to act in its clients’ best interest and disclosing material conflicts of interest to its clients and investors; (2) Registrant reviews its brokerage practices, including its soft dollar arrangements, on an going basis to ensure that its clients receive best execution in accordance; (3) Registrant invests client funds in affiliated entities only when such investments are in the clients’ best interest; (4) Registrant prohibits employees and associated persons from wrongfully profiting the expense of advisory clients; and (5) Registrant has adopted and implemented policies and procedures requiring that trades and investment opportunities be equitably allocated among Registrant and its affiliates. Registrant has also appointed Julie Meissner as the Chief Compliance Officer. As Chief Compliance Officer, Ms Meissner is responsible for ensuring that Registrant and its employees meet their fiduciary obligations under the Advisers Act and Registrant’s Code of Ethics and Compliance Program on an ongoing basis.

Item 13 – Review of Accounts

Securities positions held by client partnerships are reviewed on a daily basis. Investor accounts are reviewed and reconciled on at least a quarterly basis. Reviews are generally conducted by Mr. Dirickson and Mr. Lewis. Registrant provides clients with quarterly and annual reports and other information in its discretion.

Item 14 – Client Referrals and Other Compensation

Registrant may pay a portion of its annual advisory and performance fees as compensation for client referrals. Registrant's affiliated investment advisers and limited partnerships may also pay a portion of their management and performance fees to persons who refer such clients or investors. S.F. Sentry Securities, Inc., a broker-dealer registered under the Securities Exchange Act of 1934 and FINRA and affiliate of Registrant, may also pay client referral fees to persons who refer brokerage clients to the firm.

Registrant's client partnerships and investors may be solicited to invest in affiliated, investment partnerships managed by San Francisco Capital Management, LLC or other affiliated entities. Investors may also be solicited to invest in San Francisco Sentry Investment Group, Inc., a traditional equity manager. Both San Francisco Management Capital, LLC and San Francisco Sentry Investment Group are affiliated, registered investment advisers.

Registrant and its affiliated entities address potential conflicts of interest arising from the payment of client referral fees by providing clients and prospective clients with details regarding these relationships in compliance with Rule 206(4)-3 and other applicable requirements of the Advisers Act.

Item 15 – Custody

As general partner, Registrant has custody of the funds and securities owned by client partnerships. The funds and securities of each partnership will be held by an independent custodian and/or independent brokerage firm(s) in the name of the partnerships. J.P. Morgan Chase is generally the custodian for the client partnerships' assets, along with other independent custodians determined by Registrant. The partnerships will instruct the custodian/brokerage firm(s) to transfer partnership funds and securities to Registrant only for payment of advisory and performance fees and Registrant's appropriate share of

Form ADV, Part 2A – Brochure

distributions and for withdrawal or redemption of its capital in accordance with the partnership agreement. The partnerships will instruct each custodian/brokerage firm not to otherwise wire, mail or deliver securities or cash from respective partnership accounts to the Registrant or the partnerships. The partnerships will engage an accountant to prepare audited financial statements on an annual basis. The annual audit will include confirmation of the partnership's securities and other assets. Registrant provides investors in the partnerships with copies of the annual, audited financial statements prepared by an independent accountant, and other data as appropriate, in accordance with the requirements of Rule 206-4(2) of the Advisers Act.

Item 16 – Investment Discretion

As general partner and adviser, Registrant has complete discretion to determine to purchase and sell securities on behalf of its client partnerships, subject to applicable guidelines and restrictions stated in the partnership documents.

Item 17 – Voting Client Securities

Registrant is responsible for proxy voting on behalf of its partnership clients. Registrant, at all times, seeks to exercise its proxy voting responsibilities in the best interests of its clients. Registrant's proxy voting policies and procedures include the following: (1) For long-term holdings acquired for the purpose of growth or value over an extended period, Registrant evaluates whether it is in the client's best interest to exercise voting rights on a case-by-case basis; (2) For short-term securities that are traded based upon market perceptions and pricing, Registrant finds that devoting significant resources to proxy voting is rarely in the client's best interest because these factors are not generally affected by voting proxies; (3) Registrant may refrain from voting with respect to securities that have a limited value relative to the total portfolio; lent securities; securities sold short and where the costs of proxy voting do not justify voting; (4) Registrant generally opposes management or board entrenchment and anti-takeover measures, creation of cumulative voting rights and actions to further social issues; (5) Registrant generally votes in favor of directors approved by management; (6) other issues, including mergers and acquisitions, compensation and golden parachutes are reviewed on a case-by-case basis; and (7) Registrant seeks to resolve conflicts of interest in favor of its client's collective best interests. Limited partners and investors may obtain records detailing how Registrant has

Form ADV, Part 2A – Brochure

voted proxies by contacting Julie Meissner, Chief Compliance Officer, at (415) 229-9000, 100 Pine Street, Suite 2700, San Francisco, California.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures regarding any financial conditions that may impair their ability to meet contractual commitments to clients. Registrant has no financial conditions that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.