

Bailard Institutional Summary of Material Changes

June 29, 2012

This Summary of Material Changes summarizes only the material changes made to Bailard Institutional's brochure (ADV Part 2A) from its last annual update on June 29, 2011 to June 29, 2012.

Item 4- Advisory Business: We updated statistics on the number, tenure and qualifications of our staff, as well as the amount of client assets under our management.

Item 5- Fees and Compensation: We noted that clients may also pay fees and expenses charged by Exchange Traded Funds (ETFs).

Item 8- Methods of Analysis, Investment Strategies, and Risk of Loss: We made some minor updates to our description of our International Equity and Large Growth/Technology strategies.

Item 11- Code of Ethics, Participation or Interest in Client Transactions and Personal Trading: We noted a circumstance where there is no *de minimus* exemption from the preclearance requirements and investment restrictions set forth in the personal trading portion of our Code of Ethics.

Item 13- Review of Accounts: We updated the name of the auditor for certain of our affiliated private funds due to the auditor's change of name.

Item 15- Custody: We noted that investors in our affiliated private funds receive a copy of each fund's annual audited financial statements.

Item 17- Voting Client Securities: We noted that, in certain circumstances, Bailard may override the voting recommendations of our third party service provider.

Exhibit 1- Trade Priority and Aggregation Policy: We clarified that the Trade Policy Considerations portion of Exhibit 1 applies to certain Bailard Wealth Management clients.