

Item 1 – Cover Page

ADV Part 2A Brochure DOMAIN CAPITAL ADVISORS, LLC

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The brochure provides information on the qualifications, advisory business, fee arrangements, types of clients, investment strategies, code of ethics, custody policies and financial information of Domain Capital Advisors, LLC (“Domain Capital Advisors,” “Domain” or “Registrant”). 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.

If you have any questions about the contents of this brochure or would like to request a brochure, please contact John R. Luckett - Vice President and Chief Compliance Officer of Domain Capital Advisors, LLC at 770-628-0701 or by email at jluckett@domaincapitaladvisors.com. Additional information about Domain Capital Advisors, LLC is available on the Securities Exchange Commission’s website at www.adviserinfo.sec.gov.

Domain Capital Advisors, LLC is a registered investment adviser. Registration as an investment adviser does not imply any level of skill or training.

Item 2 - Material Changes

Material changes since our brochure filing last year include:

- Attempts to add new institutional clients will continue in 2014.
- An additional associate was hired by the Registrant in 2013. The associate will start work for the Registrant in Q-2-14.
- Domain added nine more investments and sold its position in one investment at our client's direction since our previous filing.
- In this year's Form ADV filing (Part1), the Registrant will exclude real estate and catalog assets from the assets under management calculation in order to conform with the regulatory definition of assets under management. The real estate and catalog assets are included in the amount reported in this Part 2A Brochure document.

These changes are more fully described in Items 4 and 7 herein.

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Item 4 - Advisory Business

Domain Capital Advisors, LLC provides investment management services to institutional investors (one current client). Domain Capital Advisors was organized on May 20, 2008 and is the successor entity to Domain Capital Advisors, Inc. (year 2002); SHLP Realty Advisors, Inc. (year 1998) and Raymond James Realty Advisors, Inc. (year 1989). Leardo Asset Management, LLC ("LAM") is the majority owner of Domain Capital Advisors, LLC. Patrick R. Leardo is the sole member of LAM.

The majority (70%) of advisory services performed by Domain are supervisory services for existing investments. The remaining services (30%) include investment consultation and performing due diligence on potential investments. Domain manages investments on a non-discretionary basis. As of December 31, 2013, Domain had a total of eleven separate investments for one client, with an unaudited value of \$3,771,032,742. Real estate investments represent approximately 50% of assets under management and include multi-family, hotel and land developments. The remaining 50% of assets under management represent senior and subordinated loans, and alternative investments including social media investments; life settlement investments; opportunistic equity fund investments; an entertainment catalog investment; a film production credit facility; a revolving line and other credit facilities and a subordinated note with an agricultural bank.

The unaudited value of the assets managed indicated above differs from the assets under management indicated in the Registrant's Form ADV (Part 1). The following is a reconciliation of the two calculations:

Regulatory AUM per Part 1 of Form ADV	\$1,797,754,779
Real Estate Investments (not included above)	1,869,355,063
Catalog Investments	<u>103,922,900</u>
Total Assets Under Management	\$3,771,032,742

Real Estate and Catalog investments, when representing 50% or more of an individual investment, do not meet the definition of "Securities" and are purposely excluded from the Form ADV Part 1 presentation of assets under management.

Domain tailors its advisory services to the individual needs of its client by accommodating unique business and investing strategies. Additionally, Domain allows our client to opt out of any investments that do not meet ethical or political persuasions of the client's organization.

Item 5 - Fees and Compensation

Domain and its client jointly negotiate and document fees and compensation at the outset of each investment. The current fee structure can be a percentage of assets under management arrangement, a fixed fee arrangement or a hybrid of the two. Some investments also include an incentive fee based upon achieved return hurdles.

Fee documents can call either for a quarterly fee in advance or in arrears. Investments that begin or cease during the quarter are charged a prorated fee unless the fee document states otherwise.

In addition to the quarterly fee described above, Domain may negotiate a disposition fee subject to agreement by the client.

All fees are directly deducted from the client's account upon the payment due date. Upon dissolution or exiting of an investment, Domain will promptly refund any prepaid fees. The refund amount will be calculated by computing a percentage of the number of days that Domain did not manage the investment during the quarter over the total number of days in the calendar

quarter. That percentage calculation will be multiplied by the prepaid quarterly fee amount and the amount calculated will be returned to the client.

Clients have the option to purchase similar investments that Domain manages through other parties, such as brokers, agents, and other asset management firms not affiliated with Domain.

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

Although Domain Capital Advisors may negotiate a disposition fee with its client upon the investment exit or disposition, Domain does not currently charge any ongoing performance-based fees.

Domain formalized an incentive fee arrangement with its client on certain investments, whereby Domain is eligible to receive compensation if certain investment thresholds or investment return multiples are met.

Item 7 - Types of Clients

Domain Capital Advisors provides investment advisory services exclusively to institutional investors. As mentioned above, Domain currently has one client but is considering adding select prospective clients that are also institutional investors.

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

Domain Capital Advisors bases its investment analysis on traditional valuation and investment return models. Specific due diligence and acquisition techniques and information include traditional real estate information sources, market studies, broker appraisals, engineering studies, environmental reports, title examinations, survey and similar sources and take into account revenues, assets, markets, management services, earnings and financial structure, and other market-related factors. Although the majority of investment strategies implemented for our client are long-term, Domain continually monitors all investments for a profitable disposition strategy.

Material risks exist for each investment type included in Domain's assets under management and include:

- Real estate investments, which represent approximately 50% of assets under management, are subject to risks including illiquidity, fluctuations in the value of the underlying properties, the effects of economic conditions on real estate values, changes in interest rates and risks related to renting properties, such as rental defaults.

- Subordinated debt has most of the risks described above and the special risk of the performance of the underlying assets.
- Life settlement investments share the illiquidity risk described above in addition to specific insurance industry risks including policy fraud, policy rescission and the negative publicity of this investment type.
- Social media investments can be speculative as the companies may be still in their incubation states.
- Entertainment catalog assets have the risk of falling out of favor with the public, which can diminish the cash flow and value of the catalog assets. In addition, catalog assets have a lot of competition.

Investments managed by Domain on behalf of its client have significant risk of loss. The client should be prepared to bear a complete loss of its investment.

General risks applicable to all investment types include:

General Market, Business and Management Risk. Investments are subject to the general risks associated with the underlying businesses, including market conditions, changes in regulatory requirements, reliance on management at the company level, interest rate and currency fluctuations, general economic downturns, domestic and foreign political situations and other factors.

Competition for Investments. The Funds will compete for the acquisition of assets with many other investors, some of which will have greater resources than Domain. Competition may result in less favorable investment terms than would otherwise be the case. The assets purchased by a client may not meet all of the investment objectives of the relevant client, and the client may not be able to invest all of its available capital commitments.

Use of Leverage. Domain may use leverage in connection with some or all of its investments. In such cases, a third party may be entitled to cash flow generated by such assets prior to the client receiving a return. Leverage may increase returns but it also will increase the risk of loss with respect to an investment. If an investment defaults on secured indebtedness, a lender may foreclose and the client could lose the entire asset that constitutes security for such loan.

Liquidity of Fund Investments. The client's portfolio investments include illiquid, non-publicly traded securities. Since these investments are illiquid, the investments can be subject to a variety of restrictions on resale and there can be no assurance that the client will be able to realize the stated value of such investments in a timely manner or at all. Risks affecting these investments include, but are not limited to, increasing competition, rapid changes in technology, changes in economic conditions and macroeconomic factors, as well as political risk. These factors could have a negative effect on the ultimate realizable value of the client's investments and the timing of exit.

Valuation of Assets. The securities owned by the client typically are not publicly traded and are required to be valued by Domain in accordance with Domain's valuation policies. When estimating fair value, Domain will apply a methodology based on its best judgment that is

appropriate in light of the nature, facts and circumstances of the investments. Valuations are subject to multiple levels of review for approval. Ensuring that all investments are fairly valued is an important focus of Domain.

Counterparty Risk. Investments may be subject to the credit risk of various entities which may incur significant obligations to the client or its investments (including trading counterparties of, or lenders to, the client or its investments). Such risk may adversely affect the value of the client's investment to the extent the investment vehicle has guaranteed indebtedness or other obligations of an investment. In addition, cash or cash equivalents held by the investment vehicles are subject to the credit risk of the institution where the cash is held or which has issued the cash equivalent.

Item 9 - Disciplinary Information

Registered investment advisers are required to disclose herein material facts about any legal or disciplinary event that is material to a client or prospective client's evaluation of Domain's advisory business or the integrity of Domain Capital Advisors or its management personnel. This item is not applicable to Domain.

Item 10 - Other Financial Industry Activities and Affiliations

Domain Capital Advisors serves as manager and 1% - 5% owner of six limited liability companies and is the non-member manager and 0% owner of a seventh limited liability company. The six limited liability companies are Domain GVA Management, LLC; Paloma, LLC; Northpark GP Associates, LLC; City Lights Management, LLC; Domain Alternate Money Management, LLC; and Domain Alternate Investment Management, LLC. The seventh limited liability company that Domain is a 0% owner but is the non-member manager is MWT Holdings, LLC. These six limited liability companies are the general partner or manager entity for each of the client's investments. The client owns the remaining 95% - 99% of the six limited liability companies. This arrangement does not create a conflict of interest because the client requires Domain to be the manager and minority owner.

Domain does maintain business relationships with accounting firms, legal firms, consulting firms and other organizations who assist in executing and managing investments for the client. Domain sees no conflict of interest with these relationships, however.

Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Domain Capital Advisors maintains a Written Supervisory Procedures and Code of Ethics ("Policy Manual") which key personnel read and acknowledge on an annual basis. The Policy Manual includes provisions relating to registration and licensing, compliance, books and records,

fiduciary capacity, client accounts and documents, advertising, disclosure requirements, trading/prohibited transactions, outside securities transactions and insider trading policies. Initiated January 1, 2005, our Policy Manual was last amended March 2014. The Written Supervisory Procedures and Code of Ethics is available to all clients upon their request by writing Mr. John R. Lockett, 1230 Peachtree Street NE, Suite 3500, Atlanta, Georgia 30309.

The Code of Ethics Standards is contained within Sections 5.1 through 5.2.7, 8.1 and 9.1 of the Policy Manual. The Code of Ethics Standards state that Domain will:

- Work for the client's best interest;
- Provide detailed disclosure of all material facts involving advisory services agreements, advisory services rendered, compensation and conflict of interest;
- Treat client records and financial information with strict confidentiality;
- Strictly prohibit fraudulent or deceitful conduct including misrepresentation, nondisclosure of fees, and misappropriation of client funds;
- Uphold fiduciary obligation of loyalty to clients and reasonable independent basis for counsel; and
- Disclose information regarding business practices to regulators and members of the public.

As mentioned in Item 10 above and as disclosed in Item 7B of Domain's Form ADV, Domain Capital Advisors, LLC serves as the manager, non-member manager and/or minority owner of the entities in which the client invests. The non-discretionary role that Domain has in all client investments is referenced in Item 16.

Item 12 - Brokerage Practices

Domain Capital Advisors, LLC and its related persons do not suggest brokers to our client, nor do we have investment or brokerage discretion including trade aggregation. Furthermore, Domain Capital Advisors, LLC does not compensate or otherwise reward any parties for client referrals.

Domain focuses on making investments in private securities. Domain therefore does not typically deal with any financial intermediary such as a broker-dealer, and commissions are not ordinarily payable in connection with investments. In the event Domain transacts in public securities, it intends to select brokers based upon the broker's ability to provide best execution for the client. Similarly, Domain attempts to ensure that the client pays no more than the perceived fair value for each investment as well as reasonable fees for services necessary to complete the transactions.

Domain recognizes that the analysis of execution and implementation quality involves a number of factors, both qualitative and quantitative. In implementing transactions for the client, Domain may take into account the full range of applicable factors when hiring third party service providers or other intermediaries for the purpose of completing transactions. Factors include general expertise and background, the type and size of the transaction involved, the stability or

solvency of the service provider or counterparty, settlement capabilities, time required to complete the role sought, research services or any arrangements relating to overall performance in the best interest of the client.

Domain is generally authorized to make the following determinations, subject to the client's investment objectives and restrictions: (1) which securities or other instruments to buy or sell; (2) the total amount of securities or other instruments to buy or sell; (3) the executing broker or dealer for any transaction (if any); and (4) the commission rates or commission equivalents charged for transactions, or other transaction fees associated with a given transaction.

Domain Capital Advisors neither receives nor pays for soft dollar benefits or arrangements.

Item 13 - Review of Accounts

Domain Capital Advisors provides investment supervisory services by managing the investment accounts of its one client.

The review process, the individual responsible for the review and the reports issued are described below.

Review: Employees write all quarterly reports for our client. The vice president, chief compliance officer or a managing director reviews reports before distribution to the client. Domain notifies the client if significant appreciation or depreciation (>10%) occurs to the investment.

Reviewer: Domain's vice president, chief compliance officer and three managing directors share responsibility in the investment review.

Reports: Domain sends clients quarterly asset management packages that provide the investment net asset value and a summary of the quarterly and year-to-date operations of the investment. If applicable, the investment performance is compared to an industry benchmark such as Green Street. The client also receives annual independent audits of the investments and independent valuations.

Additional Oversight: In addition to the review processes above, there are times that an investment may need to be restructured due to deteriorating investment performance. When this occurs, Domain consults its client and at the client's direction, begins the restructuring process.

Item 14 - Client Referrals and Other Compensation

Domain Capital Advisors does not compensate others for client referrals. Domain received economic benefit from four non-clients in connection with giving advice to our client on six investments. The payment from the non-client's is disclosed to, agreed to and documented with our client in our executed fee/consent documents, which both the client and Domain sign.

Domain Capital Advisors receives an annual fee totaling 50 basis points of the capital investment made into one of our client's investments and receives \$ 225,000 plus expenses annually for two additional client investments. In addition, Domain received one-time fees totaling 122,500 in 2013 from a non-client relating to two client investments. Domain believes that any conflict of interest presented by these payments are adequately addressed through disclosure and obtaining the written acknowledgement of the client.

Domain Capital Advisors received an annual fee of \$25,000 for board representation of a non-managed investment. The board representation and Domain's payment ended in December 2013.

Item 15 - Custody

Domain Capital Advisors maintains custody of client funds. Client funds include cash held at a qualified custodian in a bank account with the bank account titled under the investment name. Our client receives a monthly duplicate bank statement mailed directly from the bank that maintains the cash. Domain urges its client to review monthly bank statements and asks them to compare the bank statement balance to the reports sent by Domain. The bank statement balances may vary slightly from our reporting due to deposits in transit or uncleared checks. Domain prepares a report each month reconciling the report balance to the bank statement balance, and will share that reconciliation paperwork and supporting backup with its client upon request. Client investment vehicles are subject to an annual audit and the audited financial statements are distributed to the client. Audited financial statements for each client investment vehicle will be prepared in accordance with generally accepted accounting principles and distributed within 180 days of the relevant investment vehicle's fiscal year end. In addition, certain investments require the preparation of a surprise verification of assets performed in accordance with the requirements of the custody rule. Domain is responsible for ensuring that the surprise verification is performed as required.

Item 16 - Investment Discretion

Domain Capital Advisors does not have discretionary authority over client accounts. Our client determines investment goals, guidelines and restrictions. From those criteria, Domain performs due diligence on behalf of the client. Domain is responsible for the investment reporting process after Domain purchases the investment through a special purpose vehicle on behalf of our client.

Item 17 - Voting Client Securities

Domain Capital Advisors does not have the authority to and does not vote proxies on behalf of our client. Furthermore, Domain does not invest, on behalf of its client, in publicly traded securities that would have proxy voting responsibilities.

Item 18 - Financial Information

Historically, Domain was required to have a balance sheet audit. In 2011, Domain expanded this requirement to a balance sheet and income statement audit. As evidenced by our past Form ADV Part 2 filings, Domain shares the annual audit results with our client. Domain has no financial condition that could impair its ability to meet our contractual commitments to our client.

Furthermore, Domain has not been the subject of a bankruptcy petition nor is it currently involved in a bankruptcy proceeding.

Domain will deliver to our client, the December 31, 2013 balance sheet and income statement audit upon completion.