

Capital Investment Services, Inc.

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This Brochure provides information about the qualifications and business practices of Capital Investment Services, Inc. (“Capital Investment”). If you have any questions about the contents of this Brochure, please contact us at (484) 356-9444 or wayneg@capitalsvs.com. 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.

Additional information about Capital Investment Services, Inc. also is available on the SEC’s website at www.adviserinfo.sec.gov

References herein to Capital Investment Services, Inc. as a “registered investment adviser” or any reference to being “registered” does not imply a certain level of skill or training.

Item 2 Material Changes

There have been no material changes made to Capital Investment's disclosure statement since last year's Annual Amendment filing on March 3rd 2011.

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Item 4 Advisory Business

- A. Capital Investment is a corporation formed on April 7, 1997 in the Commonwealth of Pennsylvania. Capital Investment became registered as an Investment Adviser Firm in May 2002. Capital Investment is principally owned by Wayne Guidotti, John Guidotti and Aaron Guidotti. John Guidotti is Capital Investment's President.
- B. As discussed below, Capital Investment offers to its clients (individuals, business entities, trusts, estates and charitable organizations, etc.) investment advisory services, and, to the extent specifically requested by a client, financial planning and related consulting services.

INVESTMENT ADVISORY SERVICES

The client can determine to engage Capital Investment to provide discretionary and/or non-discretionary investment advisory services on a *fee* basis. Capital Investment's annual investment advisory fee is based upon a percentage (%) of the market value of the assets placed under Capital Investment's management (between negotiable and 1.25%) as follows:

<u>Market Value of Portfolio</u>	<u>% of Assets</u>
\$0-\$250,000	1.25%
\$250,001-\$500,000	1.00%
\$500,001-\$1,000,000	0.90%
\$1,000,001-\$2,000,000	0.75%
\$2,000,001-\$5,000,000	0.65%
\$5,000,001-\$10,000,000	0.50%
Over \$10,000,000	Negotiable

FINANCIAL PLANNING AND CONSULTING SERVICES (STAND-ALONE)

To the extent specifically requested by a client, Capital Investment *may* determine to provide financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on a stand-alone fee basis. Capital Investment's planning and consulting fees are negotiable, but generally range from \$4,000 to \$10,000 on a fixed fee basis, and from \$150 to \$350 on an hourly rate basis, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s). Prior to engaging Capital Investment to provide planning or consulting services, clients are generally required to enter into a *Financial Planning and Consulting Agreement* with Capital Investment setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the portion of the fee that is due from the client prior to Capital Investment commencing services. If requested by the client, Capital Investment may recommend the services of other professionals for implementation purposes, including certain of Capital Investment's representatives in their individual capacities as registered representatives of Royal Alliance Associates, Inc. and as licensed insurance agents. (*See* disclosure at Item 10 C.1 and Item 10 C.8). The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from Capital Investment. **Please Note:** If the client engages any such

recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. **Please Also Note:** It remains the client's responsibility to promptly notify Capital Investment if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Capital Investment's previous recommendations and/or services.

MISCELLANEOUS

Non-Investment Consulting/Implementation Services. If requested by the client, Capital Investment may provide consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. Neither Capital Investment, nor any of its representatives, serves as an attorney or accountant, and no portion of Capital Investment's services should be construed as same. To the extent requested by a client, Capital Investment may recommend the services of other professionals for certain non-investment implementation purposes (i.e. attorneys, accountants, insurance, etc.), including representatives of Capital Investment in their separate registered/licensed capacities as discussed below. The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from Capital Investment.

Independent Managers. For those clients that require an enhanced and/or specialized level of asset management services, Capital Investment may also recommend that certain clients authorize the active discretionary management of a portion of their assets by and/or among certain independent investment manager(s) (the "*Independent Manager(s)*"), based upon the stated investment objectives of the client, including, but not limited to, SEI Investments Company, ("*SEI*"), and the *Royal* Managed Assets Program. The terms and conditions under which the client shall engage the *Independent Manager(s)* shall be set forth in separate written agreements between the client and Capital Investment and the client and the designated *Independent Manager(s)*. Capital Investment shall continue to render advisory services to the client relative to the ongoing monitoring and reviewing of account performance, for which Capital Investment shall receive an annual advisory fee which is based upon a percentage of the market value of the assets being managed by the designated *Independent Manager(s)*. Factors which Capital Investment shall consider in recommending *Independent Manager(s)* include the client's stated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research. Depending on the specific *Independent Manager(s)*, the investment management fees charged by the designated *Independent Manager(s)*, together with the fees charged by the corresponding designated broker-dealer/custodian of the client's assets, may be exclusive of, and in addition to, Capital Investment's investment advisory fee set forth above. In addition to the fees charged by Capital Investment, the designated *Independent Manager(s)* and corresponding broker-dealer/custodian, the client, relative to any mutual fund purchases, shall incur charges imposed at the mutual fund level (i.e. management fees and other fund expenses). Certain *Independent Manager(s)* may impose a minimum asset size for new accounts.

Variable Annuity Products and Retirement Planning. Capital Investment renders both discretionary and non-discretionary investment management services to clients relative to: (1) variable annuity products that they may own, or (2) their individual employer-

sponsored retirement plans. In so doing, Capital Investment either directs or recommends the allocation of client assets among the various mutual fund subdivisions which comprise the variable annuity product or the retirement plan. For these services, Capital Investment's management fee is negotiated. The client assets shall be maintained at either the specific insurance company that issued the variable annuity product which is owned by the client, or at the custodian designated by the sponsor of the client's retirement plan.

Private Investment Funds. Capital Investment may provide investment advice regarding private investment funds.

Please Note: Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. Unlike other liquid investments that a client may maintain, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

Please Also Note: Valuation. In the event that Capital Investment references private investment funds owned by the client on any supplemental account reports prepared by Capital Investment, the value(s) for all such private investment funds shall reflect either the initial purchase and/or the most recent valuation provided by the fund sponsor. If the valuation reflects the initial purchase price (and/or a value as of a previous date), the current value(s) (to the extent ascertainable) could be **significantly more or less** than the original purchase price.

Ridgewood Partners. Capital Investment may recommend, on a non-discretionary basis, that certain clients invest in oil and gas interests via Ridgewood Partners. Ridgewood Partners has a number of oil and gas investment partnerships. If a client determines to become a Ridgewood Partners investor, the client can engage certain of Capital Investment's representatives, in their individual capacities as registered representatives of Royal Alliance Associates, Inc. ("*Royal*"), an SEC registered and FINRA member broker-dealer, to purchase an interest in Ridgewood Partners. In the event the client chooses to purchase an interest in Ridgewood Partners through *Royal*, *Royal* will charge brokerage commissions to effect securities transactions, a portion of which commissions *Royal* shall pay to Capital Investment's representatives, as applicable. The brokerage commissions charged by *Royal* may be higher or lower than those charged by other broker-dealers. Capital Investment's clients are under absolutely no obligation to consider or make an investment in Ridgewood Partners. Capital Investment **does not** charge an "assets under management" for clients invested in Ridgewood Partners.

Conflict of Interest: The recommendation by Capital Investment's representatives that a client purchase a securities commission product presents a ***conflict of interest***, as the receipt of commissions may provide an incentive to recommend investment products based on commissions to be received, rather than on a particular client's need. No client is under

any obligation to purchase any commission products from Capital Investment's representatives. Clients are reminded that they may purchase securities recommended by Capital Investment through other, non-affiliated broker-dealers. **Capital Investment's Chief Compliance Officer, Wayne Guidotti, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.**

Steben Futures Fund. Capital Investment may recommend, on a non-discretionary basis, that certain clients invest in Steben Futures Fund ("*Steben*"), a private investment fund that invests in managed futures. If a client determines to become a *Steben* investor, the client can engage certain of Capital Investment's representatives, in their individual capacities as registered representatives *Royal*, to purchase an interest in *Steben*. In the event the client chooses to purchase an interest in *Steben* through *Royal*, *Royal* will charge brokerage commissions to effect securities transactions, a portion of which commissions *Royal* shall pay to Capital Investment's representatives, as applicable. The brokerage commissions charged by *Royal* may be higher or lower than those charged by other broker-dealers. **Capital Investment's clients are under absolutely no obligation to consider or make an investment in *Steben*.**

Conflict of Interest: The recommendation by Capital Investment's representatives that a client purchase a securities commission product presents a ***conflict of interest***, as the receipt of commissions may provide an incentive to recommend investment products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase any commission products from Capital Investment's representatives. Clients are reminded that they may purchase securities recommended by Capital Investment through other, non-affiliated broker-dealers. **Capital Investment's Chief Compliance Officer, Wayne Guidotti, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.**

Please Note: Non-Discretionary Service Limitations. Clients that determine to engage Capital Investment on a non-discretionary investment advisory basis **must be willing to accept** that Capital Investment cannot effect any account transactions without obtaining prior verbal consent to any such transaction(s) from the client. Thus, in the event of a market correction during which the client is unavailable, Capital Investment will be unable to effect any account transactions (as it would for its discretionary clients) **without first obtaining the client's verbal consent.**

Client Obligations. In performing its services, Capital Investment shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, each client is advised that it remains his/her/its responsibility to promptly notify Capital Investment if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Capital Investment's previous recommendations and/or services.

Disclosure Statement. A copy of Capital Investment's written Brochure as set forth on Part 2A of Form ADV shall be provided to each client prior to, or contemporaneously

with, the execution of the *Investment Advisory Agreement or Financial Planning and Consulting Agreement*.

- C. Capital Investment shall provide investment advisory services specific to the needs of each client. Prior to providing investment advisory services, an investment adviser representative will ascertain each client's investment objective(s). Thereafter, Capital Investment shall allocate and/or recommend that the client allocate investment assets consistent with the designated investment objective(s). The client may, at anytime, impose reasonable restrictions, in writing, on Capital Investment's services.
- D. Capital Investment does not participate in a wrap fee program.
- E. As of February 16, 2012, Capital Investment had \$93,042,254 in assets under management on a discretionary basis.

Item 5 Fees and Compensation

- A. The client can determine to engage Capital Investment to provide discretionary and/or non-discretionary investment advisory services on a *fee* basis.

INVESTMENT ADVISORY SERVICES

If a client determines to engage Capital Investment to provide discretionary and/or non-discretionary investment advisory services on a *fee* basis, Capital Investment's annual investment advisory fee shall be based upon a percentage (%) of the market value and type of assets placed under Capital Investment's management (between negotiable and 1.25%) as follows:

<u>Market Value of Portfolio</u>	<u>% of Assets</u>
\$0-\$250,000	1.25%
\$250,001-\$500,000	1.00%
\$500,001-\$1,000,000	0.90%
\$1,000,001-\$2,000,000	0.75%
\$2,000,001-\$5,000,000	0.65%
\$5,000,001-\$10,000,000	0.50%
Over \$10,000,000	Negotiable

FINANCIAL PLANNING AND CONSULTING SERVICES (STAND-ALONE)

To the extent specifically requested by a client, Capital Investment *may* determine to provide financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on a stand-alone fee basis. Capital Investment's planning and consulting fees are negotiable, but generally range from \$4,000 to \$10,000 on a fixed fee basis, and from \$150 to \$350 on an hourly rate basis, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s).

- B. Clients may elect to have Capital Investment's advisory fees deducted from their custodial account. Both Capital Investment's *Investment Advisory Agreement* and the custodial/ clearing agreement may authorize the custodian to debit the account for the amount of Capital Investment's investment advisory fee and to directly remit that management fee to Capital Investment in compliance with regulatory procedures. In the

limited event that Capital Investment bills the client directly, payment is due upon receipt of Capital Investment's invoice. Capital Investment shall deduct fees and/or bill clients quarterly in advance, based upon the market value of the assets on the last business day of the previous quarter.

- C. As discussed below, unless the client directs otherwise or an individual client's circumstances require, Capital Investment shall generally recommend that *SEI*, Pershing, LLC ("*Pershing*") and/or Charles Schwab and Co., Inc. ("*Schwab*") serve as the broker-dealer/custodian for client investment management assets. Broker-dealers such as *SEI*, *Pershing* and *Schwab* charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e. transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions). In addition to Capital Investment's investment management fee, brokerage commissions and/or transaction fees, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses).
- D. Capital Investment's annual investment advisory fee shall be prorated and paid quarterly, in advance, based upon the market value of the assets on the last business day of the previous quarter. The *Investment Advisory Agreement* between Capital Investment and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the *Investment Advisory Agreement*. Upon termination, Capital Investment shall refund the pro-rated portion of the advanced advisory fee paid based upon the number of days remaining in the billing quarter.
- E. **Securities Commission Transactions.** In the event that the client desires, the client can engage certain of Capital Investment's representatives, in their individual capacities as registered representatives of *Royal*, an SEC registered and FINRA member broker-dealer, to implement investment recommendations on a commission basis. In the event the client chooses to purchase investment products through *Royal*, *Royal* will charge brokerage commissions to effect securities transactions, a portion of which commissions *Royal* shall pay to Capital Investment's representatives, as applicable. The brokerage commissions charged by *Royal* may be higher or lower than those charged by other broker-dealers. In addition, *Royal*, as well as Capital Investment's representatives, relative to commission mutual fund purchases, may also receive additional ongoing 12b-1 trailing commission compensation directly from the mutual fund company during the period that the client maintains the mutual fund investment.
 - 1. **Conflict of Interest:** The recommendation that a client purchase a commission product from *Royal* presents a ***conflict of interest***, as the receipt of commissions may provide an incentive to recommend investment products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase any commission products from Capital Investment's representatives. **Capital Investment's Chief Compliance Officer, Wayne Guidotti, remains available to address any questions that a client or prospective may have regarding the above conflict of interest.**
 - 2. **Please Note:** Clients may purchase investment products recommended by Capital Investment through other, non-affiliated broker dealers or agents.
 - 3. Capital Investment does not receive more than 50% of its revenue from advisory

clients as a result of commissions or other compensation for the sale of investment products Capital Investment recommends to its clients.

4. With the exception of variable annuity sub-accounts, for which Capital Investment charges an advisory fee three (3) years after receiving a commission of the sale of the variable annuity (if any), when Capital Investment's representatives sell an investment product on a commission basis, Capital Investment does not charge an advisory fee in addition to the commissions paid by the client for such product. When providing services on an advisory fee basis, Capital Investment's representatives do not also receive commission compensation for such advisory services (except for any ongoing 12b-1 trailing commission compensation that may be received as previously discussed). **However**, a client may engage Capital Investment to provide investment management services on an advisory fee basis and separate from such advisory services purchase an investment product from Capital Investment's representatives on a separate commission basis.

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

Neither Capital Investment, nor any supervised person of Capital Investment, accepts performance-based fees.

Item 7 Types of Clients

Capital Investment's clients shall generally include individuals, business entities, trusts, estates and charitable organizations. Capital Investment does not generally require an annual minimum fee or minimum asset level for investment advisory services. Capital Investment, in its sole discretion, may reduce its investment management fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.).

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

- A. Capital Investment may utilize the following methods of security analysis:
 - **Fundamental** - (analysis performed on historical and present data, with the goal of making financial forecasts)

Capital Investment may utilize the following investment strategies when implementing investment advice given to clients:

- **Long Term Purchases** (securities held at least a year)
- **Short Term Purchases** (securities sold within a year)

Please Note: Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by Capital Investment) will be profitable or equal any specific performance level(s).

- B. Capital Investment's methods of analysis and investment strategies do not present any significant or unusual risks.

However, every method of analysis has its own inherent risks. To perform an accurate market analysis Capital Investment must have access to current/new market information. Capital Investment has no control over the dissemination rate of market information; therefore, unbeknownst to Capital Investment, certain analyses may be compiled with outdated market information, severely limiting the value of Capital Investment's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

Capital Investment's primary investment strategies - Long Term Purchases and Short Term Purchases - are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy.

- C. Currently, Capital Investment primarily allocates investment management assets of its client accounts among individual equity and fixed income securities, mutual funds and/or exchange traded funds through various investment management programs offered through *Royal*, *Schwab*, *SEI* and various independent investment managers on a discretionary and a non-discretionary basis, in accordance with the investment objectives of the client.

Item 9 Disciplinary Information

Capital Investment has not been the subject of any disciplinary actions.

Item 10 Other Financial Industry Activities and Affiliations

- A. **Registered Representative of *Royal***. As disclosed above in Item 5.E, certain of Capital Investment's representatives are also registered representatives of *Royal*, a SEC registered and FINRA member broker-dealer.
- B. Neither Capital Investment, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.
- C.
1. **Registered Representatives of *Royal***. As disclosed above in Item 5.E, certain of Capital Investment's representatives, are registered representatives of *Royal*, an SEC Registered and FINRA member broker-dealer. Clients may choose to engage Wayne Guidotti and/or John Guidotti, in their individual capacities as registered representatives of *Royal*, to implement investment recommendations on a commission basis.

8. **Licensed Insurance Agents.** Certain of Capital Investment’s representatives, in their individual capacities, are licensed insurance agents, and may recommend the purchase of certain insurance-related products on a commission basis. As referenced in Item 4.B above, clients can engage certain of Capital Investment’s representatives to effect insurance transactions on a commission basis.

- **Conflict of Interest:** The recommendation by Capital Investment’s representatives that a client purchase a securities or insurance commission product presents a *conflict of interest*, as the receipt of commissions may provide an incentive to recommend investment products based on commissions to be received, rather than on a particular client’s need. No client is under any obligation to purchase any commission products from Capital Investment’s representatives. Clients are reminded that they may purchase securities or insurance products recommended by Capital Investment through other, non-affiliated insurance agents or broker-dealers. **Capital Investment’s Chief Compliance Officer, Wayne Guidotti, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.**

- D. Capital Investment does not receive, directly or indirectly, compensation from investment advisors that it recommends or selects for its clients.

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

- A. Capital Investment maintains an investment policy relative to personal securities transactions. This investment policy is part of Capital Investment’s overall Code of Ethics, which serves to establish a standard of business conduct for all of Capital Investment’s Associated Persons that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, Capital Investment also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by Capital Investment or any person associated with Capital Investment.

- B. Neither Capital Investment nor any related person of Capital Investment recommends, buys, or sells for client accounts, securities in which Capital Investment or any related person of Capital Investment has a material financial interest.
- C. Capital Investment and/or representatives of Capital Investment *may* buy or sell securities that are also recommended to clients. This practice may create a situation where Capital Investment and/or representatives of the firm are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. Practices such as “scalping” (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if Capital Investment did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, “front-running” (i.e., personal trades executed prior to those of Capital Investment’s clients) and other

potentially abusive practices.

Capital Investment has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of Capital Investment's "Access Persons". Capital Investment's securities transaction policy requires that an Access Person of Capital Investment must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date Capital Investment selects; provided, however that at any time that the *Firm* has only one Access Person, he or she shall not be required to submit any securities report described above.

- D. Capital Investment and/or representatives of Capital Investment *may* buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where Capital Investment and/or representatives of the firm are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. As indicated above in Item 11.C, Capital Investment has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Capital Investment's Access Persons.

Item 12 Brokerage Practices

- A. In the event that the client requests that Capital Investment recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct Capital Investment to use a specific broker-dealer/custodian), Capital Investment generally recommends that investment management accounts be maintained at *SEI*, *Pershing* and/or *Schwab*. Prior to engaging Capital Investment to provide investment management services, the client will be required to enter into a formal *Investment Advisory Agreement* with Capital Investment setting forth the terms and conditions under which Capital Investment shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that Capital Investment considers in recommending either *SEI*, *Pershing* and/or *Schwab* (or any other broker-dealer/custodian to clients) include historical relationship with Capital Investment, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Capital Investment's clients shall comply with Capital Investment's duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where Capital Investment determines, in good faith, that the commission/transaction fee is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Capital Investment will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated

broker-dealer/custodian are exclusive of, and in addition to, Capital Investment's investment management fee. Capital Investment's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

1. Research and Additional Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Capital Investment may receive from *SEI*, *Pershing* and/or *Schwab* (or another broker-dealer/custodian) without cost (and/or at a discount) support services and/or products, certain of which assist Capital Investment to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by Capital Investment may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by Capital Investment in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that *may* be received may assist Capital Investment in managing and administering client accounts. Others do not directly provide such assistance, but rather assist Capital Investment to manage and further develop its business enterprise.

Capital Investment's clients do not pay more for investment transactions effected and/or assets maintained at *SEI*, *Pershing* and/or *Schwab* as a result of this arrangement. There is no corresponding commitment made by Capital Investment to *SEI*, *Pershing* and/or *Schwab* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement

Capital Investment's Chief Compliance Officer, Wayne Guidotti, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest any such arrangement may create.

2. Capital Investment does not receive referrals from broker-dealers.
3. Capital Investment does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Capital Investment will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by Capital Investment. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

Please Note: In the event that the client directs Capital Investment to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through Capital Investment.

Capital Investment's Chief Compliance Officer, Wayne Guidotti, remains available to address any questions that a client or prospective client may have regarding the above arrangement.

- B. To the extent that Capital Investment provides investment management services to its clients, the transactions for each client account generally will be effected independently, unless Capital Investment decides to purchase or sell the same securities for several clients at approximately the same time. Capital Investment may (but is not obligated to) combine or "bunch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among Capital Investment's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. Capital Investment shall not receive any additional compensation or remuneration as a result of such aggregation.

Item 13 Review of Accounts

- A. For those clients to whom Capital Investment provides investment supervisory services, account reviews are conducted on a quarterly basis by Capital Investment's Principals and/or representatives. All investment supervisory and financial planning clients are advised that it remains their responsibility to advise Capital Investment of any changes in their investment objectives and/or financial situation. All clients (in person or via telephone) are encouraged to review financial planning issues, investment objectives and account performance with Capital Investment on an annual basis, as applicable.
- B. Capital Investment *may* conduct account reviews on an other than periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections and client request.
- C. Clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer/custodian or Capital Investment for the client accounts. Certain clients for whom Capital Investment provides investment advisory services will also receive a quarterly report from Capital Investment summarizing account activity and performance.

Item 14 Client Referrals and Other Compensation

- A. As referenced in Item 12.A.1 above, Capital Investment may receive an indirect economic benefit from *SEI*, *Pershing* and or *Schwab*. Capital Investment, without cost (and/or at a discount), may receive support services and/or products from *SEI*, *Pershing* and or *Schwab*.

Capital Investment's clients do not pay more for investment transactions effected and/or assets maintained at *SEI*, *Pershing* and or *Schwab* as a result of this arrangement. There is no corresponding commitment made by Capital Investment to *SEI*, *Pershing* and or *Schwab* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

Capital Investment's Chief Compliance Officer, Wayne Guidotti, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest any such arrangement may create.

- B. Capital Investment does not compensate, directly or indirectly, any person, other than its representatives, for client referrals.

Item 15 Custody

Capital Investment shall have the ability to have its advisory fee for each client debited by the custodian on a quarterly basis. Clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer/custodian or Capital Investment for the client accounts. Certain clients for whom Capital Investment provides investment advisory services will also receive a quarterly report from Capital Investment summarizing account activity and performance.

Please Note: To the extent that Capital Investment provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by Capital Investment with the account statements received from the account custodian.

Please Also Note: The account custodian does not verify the accuracy of Capital Investment's advisory fee calculation.

Item 16 Investment Discretion

The client can determine to engage Capital Investment to provide investment advisory services on a discretionary basis. Prior to Capital Investment assuming discretionary authority over a client's account, the client shall be required to execute an *Investment Advisory Agreement*, naming Capital Investment as the client's attorney and agent in fact, granting Capital Investment full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client's name found in the discretionary account.

Clients who engage Capital Investment on a discretionary basis may, at anytime, impose restrictions, **in writing**, on Capital Investment's discretionary authority (i.e. limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe Capital Investment's use of margin, etc).

Item 17 Voting Client Securities

- A. Capital Investment does not vote client proxies. Clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets.
- B. Clients will receive their proxies or other solicitations directly from their custodian. Clients may contact Capital Investment to discuss any questions they may have with a particular solicitation.

Item 18 Financial Information

- A. Capital Investment does not solicit fees of more than \$1,200, per client, six months or more in advance.
- B. Capital Investment is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.
- C. Capital Investment has not been the subject of a bankruptcy petition.

ANY QUESTIONS: Capital Investment's Chief Compliance Officer, Wayne Guidotti, remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.