

Eliot Rose Asset Management, LLC

SEC File Number: 801 – 61108

Brochure Dated 3/27/2012

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This Brochure provides information about the qualifications and business practices of Eliot Rose Asset Management, LLC (“Eliot Rose”). If you have any questions about the contents of this Brochure, please contact us at (401) 588-5100 or pm@eliotrose.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 Eliot Rose Asset Management, LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

References herein to Eliot Rose Asset Management, LLC 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 Eliot Rose’s disclosure statement since its last Annual Amendment filing.

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Item 4 Advisory Business

- A. Eliot Rose is a limited liability company formed on April 8, 2002 in the State of Rhode Island. Eliot Rose became registered as an Investment Adviser Firm in May 2002. Eliot Rose is owned by Gary Siperstein, Eliot Rose's Managing Member.
- B. As discussed below, Eliot Rose offers to its clients (individuals and business entities) investment advisory services. Eliot Rose **does not** hold itself out as providing financial planning and related consulting services.

INVESTMENT ADVISORY SERVICES

The client can determine to engage Eliot Rose to provide discretionary investment advisory services on a *fee-only* basis. Eliot Rose's annual investment advisory fee is based upon a percentage (%) of the market value of the assets placed under Eliot Rose's management, generally, between negotiable and 1.50%.

MISCELLANEOUS

Limited Consulting/Implementation Services. Although Eliot Rose does not hold itself out as providing financial planning, estate planning or accounting services, to the extent specifically requested by the client, Eliot Rose *may* provide limited consultation services to its investment management clients on investment and non-investment related matters, such as cash flow projections, estate planning, tax planning, insurance, etc.; Eliot Rose shall not receive any separate or additional fee for any such consultation services. Neither Eliot Rose, nor any of its representatives, serves as an attorney, accountant, or licensed insurance agent, and no portion of Eliot Rose's services should be construed as same. To the extent requested by a client, Eliot Rose may recommend the services of other professionals for certain non-investment implementation purposes (i.e. attorneys, accountants, insurance, etc). The client is under no obligation to engage the services of any such recommended professional. **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 Eliot Rose if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Eliot Rose's previous recommendations and/or services.

Affiliated Private Investment Fund. Eliot Rose serves as the General Partner of Tapestry Investment Partners (the "*affiliated private fund*") - a private investment fund whose objective is long term capital appreciation by investing in small companies. Eliot Rose may recommend, on a non-discretionary basis, that qualified clients allocate a portion of their investment assets to the *affiliated private fund*. To the extent that Eliot Rose's individual advisory clients qualify, and determine that an investment is appropriate given their investment objective(s) and financial situation, they may participate as limited partners of the *affiliated private fund*. The terms and conditions for participation in the *affiliated private fund* are set forth in the *affiliated private fund's* offering documents (discussing fees-including fees payable to the General Partner, conflicts of interest, risk factors, and liquidity constraints), which each prospective investor client shall receive, and shall be required to complete and submit the

corresponding Subscription Agreement to the General Partner in order to demonstrate qualification for investment in the *affiliated private fund*.

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: Conflict Of Interest. Because Eliot Rose can earn compensation from the *affiliated private fund* (both management fees and incentive compensation) that may exceed the fee that Eliot Rose would earn under its standard asset based fee schedule referenced in Item 5.below, the recommendation that a client become an *affiliated private fund* investor presents a **conflict of interest**. No client is under any obligation to become an *affiliated private fund* investor. Eliot Rose's Chief Compliance Officer, Paul McDermott, remains available to address any questions regarding this conflict of interest.

Please Also Note: Valuation. In the event that Eliot Rose references private investment funds owned by the client on any supplemental account reports prepared by Eliot Rose, 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/administrator. 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.

Client Obligations. In performing its services, Eliot Rose 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 Eliot Rose if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Eliot Rose's previous recommendations and/or services.

Disclosure Statement. A copy of Eliot Rose'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*.

Eliot Rose 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, Eliot Rose shall allocate and/or recommend that the client allocate investment assets consistent with the designated investment objective(s). All clients are invested in a diversified portfolio consisting of micro cap value equities, or micro cap equity mutual funds. Investment

risks associated with micro cap equities may include short term volatility and liquidity risk. The client may, at anytime, impose reasonable restrictions, in writing, on Eliot Rose's services.

- C. Eliot Rose does not participate in a wrap fee program.
- D. As of December 31, 2011, Eliot Rose had \$83,000,000 in assets under management on a discretionary basis.

Item 5 Fees and Compensation

- A. The client can determine to engage Eliot Rose to provide discretionary investment advisory services on a *fee-only* basis.

INVESTMENT ADVISORY SERVICES

If a client determines to engage Eliot Rose to provide discretionary investment advisory services on a *fee-only* basis, Eliot Rose's annual investment advisory fee shall be based upon a percentage (%) of the market value and type of assets placed under Eliot Rose's management (between negotiable and 1.50%) as follows:

<u>Account Value</u>	<u>Annual Fee</u>
\$150,000-\$1 million	1.50%
Accounts over \$1 million	1.00%

- B. Clients may elect to have Eliot Rose's advisory fees deducted from their custodial account. Both Eliot Rose's *Investment Advisory Agreement* and the custodial/ clearing agreement may authorize the custodian to debit the account for the amount of Eliot Rose's investment advisory fee and to directly remit that management fee to Eliot Rose in compliance with regulatory procedures. In the limited event that Eliot Rose bills the client directly, payment is due upon receipt of Eliot Rose's invoice. Eliot Rose shall deduct fees and/or bill clients quarterly in arrears, 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, Eliot Rose shall generally recommend that Charles Schwab and Co., Inc. ("*Schwab*") serve as the broker-dealer/custodian for client investment management assets. Broker-dealers such as *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 Eliot Rose'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). When beneficial to the client, individual fixed-income and/or equity transactions may be effected through broker-dealers with whom Eliot Rose and/or the client have entered into arrangements for prime brokerage clearing services, including effecting certain client transactions through other SEC registered and FINRA member broker-dealers (in which event, the client generally will incur both the transaction fee charged by the executing broker-dealer and a "tradeaway" fee charged by *Schwab*).

- D. Eliot Rose shall deduct fees and/or bill clients quarterly in arrears, based upon the market value of the assets on the last business day of the previous quarter. The *Investment Advisory Agreement* between Eliot Rose 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, Eliot Rose shall debit the account for the pro-rated portion of the unpaid advanced advisory fee based upon the number of days that services were provided during the billing quarter.
- E. Neither Eliot Rose, nor its representatives accept compensation from the sale of securities or other investment products.

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

Rule 205-3 of the Investment Advisers Act of 1940 permits a registered investment adviser to enter into a performance fee agreement with certain sophisticated clients who have the capacity to bear the potential additional risks of such a fee arrangement. An adviser can rely on Rule 205-3 only if the performance fee agreement is with “eligible” clients. Eligible clients are defined in the Rule as natural persons and companies that have *either* at least \$1,000,000.00 under management with Eliot Rose immediately after entering into a performance fee agreement *or* a net worth at the time the agreement is entered into in excess of \$2,000,000 (i.e. a natural person’s net worth may include assets held jointly with a spouse).

Consistent with the parameters of Rule 205-3 of the Investment Advisers Act of 1940 (to the extent Rule 205-3 is applicable), Eliot Rose (and/or Eliot Rose’s affiliated entities) may also receive, for the *affiliated private fund*, incentive or performance fee compensation on a fully disclosed written basis. Because Eliot Rose and its representatives manage client accounts that charge both an asset-based fee and/or a performance based fee, this arrangement creates a **conflict of interest**, as Eliot Rose and its representatives have an incentive to favor investments where Eliot Rose receives both an asset-based fee and a performance fee. **Eliot Rose’s Chief Compliance Officer, Paul McDermott, remains available to address any questions regarding this conflict of interest.**

Item 7 Types of Clients

Eliot Rose’s clients shall generally include individuals and business entities. Eliot Rose generally requires a \$150,000 minimum asset level for investment advisory services. Eliot Rose, in its sole discretion, may reduce or waive its minimum asset requirement and/or charge a lesser 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. Eliot Rose may utilize the following methods of security analysis:

- Charting - (analysis performed using patterns to identify current trends and trend reversals to forecast the direction of prices)
- Fundamental - (analysis performed on historical and present data, with the goal of making financial forecasts)
- Technical – (analysis performed on historical and present data, focusing on price and trade volume, to forecast the direction of prices)
- Cyclical – (analysis performed on historical relationships between price and market trends, to forecast the direction of prices)

Eliot Rose 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)
- Trading (securities sold within thirty (30) days)

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 Eliot Rose) will be profitable or equal any specific performance level(s). **Please Also Note:** Investing in securities involves risk of loss that clients should be prepared to bear.

B. Eliot Rose'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 Eliot Rose must have access to current/new market information. Eliot Rose has no control over the dissemination rate of market information; therefore, unbeknownst to Eliot Rose, certain analyses may be compiled with outdated market information, limiting the value of Eliot Rose'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.

Eliot Rose's primary investment strategies - Long Term Purchases, Short Term Purchases, and Trading - 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. Trading, an investment strategy that requires the purchase and sale of securities within a thirty (30) day investment time period, involves a very short investment time period but will incur higher transaction costs when compared to a short term investment strategy and substantially higher transaction costs than a longer term investment strategy.

- C. Currently, Eliot Rose primarily allocates client investment assets among various individual equity (stocks), debt (bonds) and fixed income securities, mutual funds and/or exchange traded funds (“ETFs”), on a discretionary basis in accordance with the client’s designated investment objective(s). All clients are invested in a diversified portfolio consisting of micro cap value equities, or micro cap equity mutual funds.

Item 9 Disciplinary Information

Eliot Rose has not been the subject of any disciplinary actions.

Item 10 Other Financial Industry Activities and Affiliations

- A. Neither Eliot Rose, nor its representatives, are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither Eliot Rose, 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. Eliot Rose has no other relationship or arrangement with a related person that is material to its advisory business.
- D. Eliot Rose 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. Eliot Rose maintains an investment policy relative to personal securities transactions. This investment policy is part of Eliot Rose’s overall Code of Ethics, which serves to establish a standard of business conduct for all of Eliot Rose’s Representatives 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, Eliot Rose also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by Eliot Rose or any person associated with Eliot Rose.

- B. As disclosed above, Eliot Rose has a financial interest in the *affiliated private fund*. The terms and conditions for participation in the *affiliated private fund*, including management and incentive fees, conflicts of interest, and risk factors, are set forth in the fund’s offering documents.

The Registrant’s Chief Compliance Officer, Paul McDermott, remains available to address any questions regarding the above arrangement and any corresponding perceived conflict of interest such arrangement may create.

- C. Eliot Rose and/or representatives of Eliot Rose *may* buy or sell securities that are also

recommended to clients. This practice may create a situation where Eliot Rose and/or representatives of Eliot Rose 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 Eliot Rose 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 Eliot Rose’s clients) and other potentially abusive practices.

Eliot Rose has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of Eliot Rose’s “Access Persons”. Eliot Rose’s securities transaction policy requires that an Access Person of Eliot Rose 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 Eliot Rose selects; provided, however that at any time that Eliot Rose has only one Access Person, he or she shall not be required to submit any securities report described above.

- D. Eliot Rose and/or representatives of Eliot Rose *may* buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where Eliot Rose and/or representatives of Eliot Rose 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, Eliot Rose has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Eliot Rose’s Access Persons.

Item 12 Brokerage Practices

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

Factors that Eliot Rose considers in recommending *Schwab* (or any other broker-dealer/custodian to clients) include historical relationship with Eliot Rose, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Eliot Rose's clients shall comply with Eliot Rose'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 Eliot Rose 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 Eliot Rose 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, Eliot Rose's investment management fee. Eliot Rose'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. Soft Dollar Benefits.

In return for effecting securities transactions through a designated broker-dealer/custodian, Eliot Rose may receive certain investment research products or services which assist Eliot Rose in its investment decision making process for the client pursuant to Section 28(e) of the Securities Exchange Act of 1934 (generally referred to as a "soft-dollar" arrangement). Investment research products or services received by Eliot Rose may include, but are not limited to, analyses pertaining to specific securities, companies or sectors; market, financial and economic studies and forecasts; financial publications, portfolio management systems, and statistical and pricing services. Although the commissions paid by Eliot Rose's clients shall comply with Eliot Rose'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 Eliot Rose determines, in good faith, that the commission 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 Eliot Rose will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. Although the investment research products or services that may be obtained by Eliot Rose will generally be used to service all of Eliot Rose's clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client's account. With respect to investment research products or services obtained by Eliot Rose that have a mixed use of both a research and non-research (i.e., administrative, etc.) function, Eliot Rose shall make a reasonable allocation of the cost of the product or service according to its use - the percentage of the product or service that provides assistance to Eliot Rose's investment decision-making process will be paid for with soft dollars while that portion which provides administrative or other non-research assistance will be paid for by Eliot Rose with hard dollars. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Eliot Rose's investment management fee.

Eliot Rose's Chief Compliance Officer, Paul McDermott, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding conflict of interest such arrangement may create.

Charles Schwab & Co., Inc.

Eliot Rose may recommend that clients establish brokerage accounts with the *Schwab* Institutional division of *Schwab*, to maintain custody of clients' assets and to effect trades for their accounts. Eliot Rose is independently owned and operated and not

affiliated with *Schwab*. *Schwab* provides Eliot Rose with access to its institutional trading and custody services, which are not typically available to *Schwab* retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at *Schwab* Institutional, and are not otherwise contingent upon an advisor committing to *Schwab* any specific amount of business (assets in custody or trading). *Schwab's* services include brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For Eliot Rose client accounts maintained in its custody, *Schwab* generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through *Schwab* or that settle into *Schwab* accounts.

Schwab also makes available to Eliot Rose other products and services that benefit Eliot Rose but may not benefit its clients' accounts. Some of these other products and services assist Eliot Rose in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts.), provide research, pricing information, and other market data, facilitate payment of Eliot Rose's fees from its clients' accounts, and assist with back-office functions, recordkeeping and other client reporting. Many of these services generally may be used to service all or a substantial number of Eliot Rose's accounts, including accounts not maintained at *Schwab* Institutional. *Schwab* Institutional also makes available to Eliot Rose other services intended to help Eliot Rose manage and further develop its business enterprise. These services may include consulting, publications, and conference on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, *Schwab* may make available, arrange and/or pay for these types of services rendered to Eliot Rose by independent third parties. *Schwab* Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or part of the fees of a third-party providing these services to Eliot Rose. While as a fiduciary, Eliot Rose endeavors to act in its clients' best interests, Eliot Rose's recommendation that clients maintain their assets in accounts at *Schwab* may be based in part on the benefit to Eliot Rose of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by *Schwab*, which may create a potential conflict of interest.

Eliot Rose's Chief Compliance Officer, Paul McDermott, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding conflict of interest such arrangement may create.

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, Eliot Rose may receive from *Schwab* (or another broker-dealer/custodian) without cost (and/or at a discount) support services and/or products, certain of which assist Eliot Rose to better

monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by Eliot Rose 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 Eliot Rose 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 Eliot Rose in managing and administering client accounts. Others do not directly provide such assistance, but rather assist Eliot Rose to manage and further develop its business enterprise.

Eliot Rose's clients do not pay more for investment transactions effected and/or assets maintained at *Schwab* as a result of this arrangement. There is no corresponding commitment made by Eliot Rose to *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.

Eliot Rose's Chief Compliance Officer, Paul McDermott, 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 such arrangement may create.

2. Eliot Rose does not receive referrals from broker-dealers.
3. Eliot Rose 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 Eliot Rose 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 Eliot Rose. 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 Eliot Rose 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 Eliot Rose.

Eliot Rose's Chief Compliance Officer, Paul McDermott, remains available to address any questions that a client or prospective client may have regarding the above arrangement.

- B. To the extent that Eliot Rose provides investment management services to its clients, the transactions for each client account generally will be effected independently, unless Eliot Rose decides to purchase or sell the same securities for several clients at approximately

the same time. Eliot Rose 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 Eliot Rose’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. Eliot Rose 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 Eliot Rose provides investment supervisory services, account reviews are conducted on an ongoing basis by Eliot Rose's Principals and/or representatives. All investment supervisory clients are advised that it remains their responsibility to advise Eliot Rose 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 (to the extent applicable), investment objectives and account performance with Eliot Rose on an annual basis.
- B. Eliot Rose *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, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. Eliot Rose may also provide a written periodic report summarizing account activity and performance.

Item 14 Client Referrals and Other Compensation

- A. As referenced in Item 12.A.1 above, Eliot Rose may receive an economic benefit from *Schwab*. Eliot Rose, without cost (and/or at a discount), may receive support services and/or products from *Schwab* (which may include direct monetary assistance from *Schwab* to obtain certain services or products).

Eliot Rose’s clients do not pay more for investment transactions effected and/or assets maintained at *Schwab* as a result of this arrangement. There is no corresponding commitment made by Eliot Rose to *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.

- B. If a client is introduced to Eliot Rose by either an unaffiliated or an affiliated solicitor, Eliot Rose *may* pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements. Any such referral fee shall be paid solely from Eliot Rose’s investment management fee, and shall not result in any additional charge to the client. If the client is introduced to Eliot Rose by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of his/her/its solicitor relationship, and shall provide each prospective client with a copy of Eliot Rose’s written Brochure with a copy

of the written disclosure statement from the solicitor to the client disclosing the terms of the solicitation arrangement between Eliot Rose and the solicitor, including the compensation to be received by the solicitor from Eliot Rose.

Item 15 Custody

Eliot Rose shall have the ability to have its advisory fee for each client debited by the custodian on a quarterly basis. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. Eliot Rose may also provide a written periodic report summarizing account activity and performance.

Please Note: To the extent that Eliot Rose provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by Eliot Rose with the account statements received from the account custodian. **Please Also Note:** The account custodian does not verify the accuracy of Eliot Rose's advisory fee calculation.

Item 16 Investment Discretion

The client can determine to engage Eliot Rose to provide investment advisory services on a discretionary basis. Prior to Eliot Rose assuming discretionary authority over a client's account, the client shall be required to execute an *Investment Advisory Agreement*, naming Eliot Rose as the client's attorney and agent in fact, granting Eliot Rose 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 Eliot Rose on a discretionary basis may, at anytime, impose restrictions, **in writing**, on Eliot Rose'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 Eliot Rose's use of margin, etc.).

Item 17 Voting Client Securities

Unless the client directs otherwise in writing, Eliot Rose is responsible for voting client proxies (**However**, the client shall maintain exclusive responsibility for all legal proceedings or other type events pertaining to the account assets, including, but not limited to, class action lawsuits.). Eliot Rose shall vote proxies in accordance with its Proxy Voting Policy, a copy of which is available upon request. Eliot Rose shall monitor corporate actions of individual issuers and investment companies consistent with Eliot Rose's fiduciary duty to vote proxies in the best interests of its clients. Although the factors which Eliot Rose will consider when determining how it will vote differ on a case by case basis, they may, but are not limited to, include the following: a review of recommendations from issuer management, shareholder proposals, cost effects of such proposals, effect on employees and executive and director compensation. With respect to individual issuers, Eliot Rose may be solicited to vote on matters including corporate governance, adoption or amendments to compensation plans (including stock options),

and matters involving social issues and corporate responsibility. With respect to investment companies (e.g., mutual funds), Eliot Rose may be solicited to vote on matters including the approval of advisory contracts, distribution plans, and mergers. Eliot Rose shall maintain records pertaining to proxy voting as required pursuant to Rule 204-2(c)(2) under the Advisers Act. Copies of Rules 206(4)-6 and 204-2(c)(2) are available upon written request. In addition, information pertaining to how Eliot Rose voted on any specific proxy issue is also available upon written request. Requests should be made by contacting Eliot Rose's Chief Compliance Officer, Paul McDermott.

Item 18 Financial Information

- A. Eliot Rose does not solicit fees of more than \$500, per client, six months or more in advance.
- B. Eliot Rose 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. Eliot Rose has not been the subject of a bankruptcy petition.

Item 19 Requirements for State-Registered Advisers

- A. Gary Steven Siperstein was born in 1958. Mr. Siperstein graduated from Boston University in 1980, with a Bachelor of Science degree in Accounting and Finance. Mr. Siperstein has been a Managing Member and an investment adviser representative of Eliot Rose Asset Management, LLC since April 2002.
- B. Eliot Rose is not actively engaged in any other business.
- C. As set forth in Item 6 above, consistent with the parameters of Rule 205-3 of the Investment Advisers Act of 1940 (to the extent Rule 205-3 is applicable), Eliot Rose (and/or Eliot Rose's affiliated entities) may also receive, for the *affiliated private fund*, incentive or performance fee compensation on a fully disclosed written basis. Because Eliot Rose and its representatives manage client accounts that charge both an asset-based fee and/or a performance based fee, this arrangement creates a **conflict of interest**, as Eliot Rose and its representatives have an incentive to favor investments where Eliot Rose receives both an asset-based fee and a performance fee. **Eliot Rose's Chief Compliance Officer, Paul McDermott, remains available to address any questions regarding this conflict of interest.**
- D. Neither Eliot Rose, nor its representatives, has been the subject of any disciplinary action.
- E. Eliot Rose is the General Partner of the *affiliated private fund*, an entity that issues ownership interests, where are exempt from registration, pursuant to Regulation D as securities.

ANY QUESTIONS: Eliot Rose's Chief Compliance Officer, Paul McDermott, remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.