

**Part 2A of Form ADV: *Firm Brochure***

**Soundview Capital Management Corporation**

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This brochure provides information about the qualifications and business practices of Soundview Capital Management Corporation. If you have any questions about the contents of this brochure, please contact us at 203-773-1036 or [Office@Soundviewcap.com](mailto:Office@Soundviewcap.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 Soundview Capital Management Corporation is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 120532.

## **Item 2    Material Changes**

The SEC adopted "Amendments to Form ADV" in July, 2010. This Firm Brochure, dated 03/01/2012, is our new disclosure document prepared according to the SEC's requirements and rules.

After our initial filing of this Brochure, this Item is to be used to provide our clients with a summary of new and/or updated information. We will inform you of the revision(s) based on the nature of the updated information.

Consistent with the rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

The material changes since the last annual update of our Firm Brochure, dated 3/31/2011, are as follows:

### **Item 10 - Other Financial Industry Activities and Affiliations**

Our last Brochure disclosed that our firm and related persons were not engaged in other financial industry activities.

Change: Christopher Getman has personally invested in private equity firms, recently, one managed by a current Soundview Capital Management Corp. client. On a very rare occasion, Mr. Getman may introduce a Soundview Capital Management Corp. client to the managing partners of such firms. Mr. Getman receives no compensation for the introduction. This may be a conflict of interest due to the involvement of Soundview Capital Management Corp.'s clients. There is no obligation by any involved parties to invest in such firms.

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## **Item 4    Advisory Business**

Soundview Capital Management Corporation is a SEC-registered investment adviser with its principal place of business located in Connecticut. Soundview Capital Management Corporation began conducting business in 1985.

A registered investment adviser does not imply a certain level of skill or training.

Listed below are the firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company).

- Christopher Getman

Soundview Capital Management Corporation offers the following advisory services to our clients:

### **INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT**

Our firm provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. During our data-gathering process, we try to determine the client's individual objectives, time horizons, risk tolerance, and liquidity restraints. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background. We utilize this information to create a portfolio, that, in our opinion, would best meet the client's needs.

We manage these advisory accounts on a discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer and will generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Foreign issuers
- Warrants
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit

- Municipal securities
- Mutual fund shares
- United States governmental securities
- Options contracts on securities
- Cash and Cash equivalents

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

### **PUBLICATION OF PERIODICALS**

Soundview Capital Management Corporation publishes a quarterly newsletter providing general information on various financial topics. No specific investment recommendations are provided in this newsletter and the information provided does not purport to meet the objectives or needs of any individual. This newsletter is distributed free of charge to our advisory clients and prospective clients.

### **AMOUNT OF MANAGED ASSETS**

As of 12/31/2011, we were actively managing \$60,100,000 of clients' assets on a discretionary basis. We do not currently manage any assets on a non-discretionary basis.

## **Item 5 Fees and Compensation**

### **INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT FEES**

The annualized fee for Investment Supervisory Services are charged as a percentage of assets under management, according to the following schedule:

#### **Assets Under Management**

Equity:	1% per year on first \$1-million ¾ of 1% per year on next \$2-million ½ of 1% per year on excess over \$3-million
Fixed:	½ of 1% per year on first \$5-million 1/5 of 1% per year on excess over \$5-million
Mutual Funds:	½ of 1% per year
Cash and Equivalent:	½ of 1% per year

The fee is payable quarterly and in advance beginning on the day the account is accepted by Soundview Capital Management Corporation and thereafter based on closing prices on the last day of the calendar quarterly period. Clients are billed based on valuations established by custodians. The value of the account shall be the sum of the cash plus the market value of the securities and other assets in the account on such day. In no event shall the value of the account for the purposes of computing such fee, be reduced by any amount or amounts by reason of any borrowing made by the client pursuant to any margin or other borrowing arrangement to which the account is subject.

Soundview Capital Management Corporation invoices our fees directly to the client, however the client may arrange with their custodian to pay us directly upon receipt of invoice. In these instances, the client will receive a copy of our bill.

***Limited Negotiability of Advisory Fees:*** Although Soundview Capital Management Corporation has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, among other factors. Our specific annual fee schedule is identified in the contract between the adviser and each client.

We may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annualized fee.

Generally, the minimum dollar amount of assets of \$250,000 is recommended. There is not a minimum quarterly fee per client.

Discounts, not generally available to our advisory clients, may be offered to family members and friends of associated persons of our firm. This may include no fee at all.

## **GENERAL INFORMATION**

***Termination of the Advisory Relationship:*** A client agreement may be canceled at any time, by either party, for any reason upon verbal or receipt of written notice. As disclosed above, certain fees are paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the billing period.

***Mutual Fund Fees:*** All fees paid to Soundview Capital Management Corporation for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives.

Accordingly, the client should review both the fees charged by the funds and our fees in order to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

***American Depositary Receipt (ADR) Fees:*** An ADR is a receipt for shares of foreign-based companies. This allows us to purchase foreign-based corporations' securities on US exchanges instead of having to go to overseas exchanges. Many custodians are charged a custody fee to hold these shares, which they may pass on to their clients. The amount and timing of custody fees are detailed in the ADR's prospectus.

***Brokerage Wrap Fee, Discounted Commission Programs Account Fees and Standard Commission Charges:*** Given our strategy of recommending covered calls, which may cause many transactions, we recommend that clients use discounted fee based accounts or discounted commission programs at their brokerage firm where they are available and appropriate. Clients participating in wrap fee programs would be charged various program fees in addition to the advisory fee charged by our firm. Clients pay a single fee for brokerage and custodial services. Client's portfolio transactions may be executed without a commission charge in a wrap fee arrangement. In evaluating such an arrangement, the client should also consider that, depending upon the level of the wrap fee charged by the broker-dealer, the amount of portfolio activity in the client's account, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately. Clients participating in discounted commission programs may have fees calculated and charged monthly in arrears based upon the principle amount of the eligible securities traded according to a declining commission schedule. This would be in addition to the advisory fee charged by our firm. Other fees may apply. If a fee based or discounted commission account is not utilized or available, brokerage firms will charge commissions and additional fees such as an annual account fee separate to our fee. This would be in addition to the advisory fee charged by our firm.

***Additional Fees and Expenses:*** In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, annual fees and any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

***ERISA Accounts:*** Soundview Capital Management Corporation is deemed to be a fiduciary to advisory clients that are employee benefit plans pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Soundview Capital Management Corporation may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which our firm and/or our related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset Soundview Capital Management Corporation's advisory fees.

***Advisory Fees in General:*** Clients should note that similar advisory services may (or may

not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

**Limited Prepayment of Fees:** Under no circumstances do we require or solicit payment of fees in excess of \$1200 more than six months in advance of services rendered.

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

Soundview Capital Management Corporation does not charge performance-based fees.

## **Item 7 Types of Clients**

Soundview Capital Management Corporation provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
  - Including trusts, estates, 401(k) plans and IRAs of individuals & family members
- High net worth individuals
- Pension and profit sharing plans (other than plan participants)
- Corporations or other businesses not listed above

Generally, the minimum dollar amount of assets of \$250,000 is recommended.

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

### **METHODS OF ANALYSIS**

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

**Charting.** In this type of technical analysis, we review charts of market and security activity in an attempt to identify when the market is moving up or down and to predict how long the trend may last and when that trend might reverse. This presents a risk, as past performance does not guarantee future results.

**Fundamental Analysis.** We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market



regardless of the economic and financial factors considered in evaluating the stock.

**Technical Analysis.** We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company may underperform regardless of market movement.

**Mutual Fund and/or ETF Analysis.** We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

**Risks for all forms of analysis.** Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

## **INVESTMENT STRATEGIES**

We use the following strategy(ies) in managing client accounts, provided that such strategy(ies) are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

**Long-term purchases.** We purchase securities with the idea of holding them in the client's account for a year or longer. Typically we employ this strategy when:

- we believe the securities to be currently undervalued, and/or
- we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover,

if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

**Short-term purchases.** When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

A short-term purchase strategy poses risks should the anticipated price swing not materialize; we would then be left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss.

In addition, this strategy involves more frequent trading than does a longer-term strategy, and may result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

**Trading.** We purchase securities with the idea of selling them very quickly (typically within 30 days or less). We do this in an attempt to take advantage of our predictions of brief price swings.

**Margin transactions.** On a rare occasion, we will purchase stocks for a portfolio with money borrowed from one's brokerage account. This allows one to purchase more stock than one would be able to with one's available cash, and allows us to purchase stock without selling other holdings. When this occurs, the account will be charged margin interest.

**Option writing.** We recommend, in most instances, writing covered calls on existing (or newly purchased) positions in an account. It is our belief that this strategy is an effective way to enhance a portfolio's return.

A covered call strategy is designed to generate income and reduce downside risk. This involves the sale of call options (option writing) and ownership of an equivalent number of underlying shares of stock. An investor agrees to sell the stock ("assigned") at a specific price (the "strike") for a fixed period of time (the "expiration") in exchange for the income ("premium") generated from the sale of the call option.

Writing call options have the attached obligations which can be closed in three ways:

1. The option may expire worthless.
2. One may be assigned the option at any time, therefore, sell the stock at the agreed upon strike price.
3. One may repurchase the option prior to exercise.

Some risks involved with a covered call strategy may include:

- Being assigned at any time during the life of the option.
- Forgoing the opportunity to benefit from an increase in the value of the underlying security above the option strike price, but continues to bear the risk of the decline in the value of the underlying security.
- Spending more money than received on a specific option in order to buy back the call in order to close the position.

- Selling of the stock through an option assignment or closing an option position may produce a tax consequence.
- Not being able to sell the stock prior to the expiration, if the shares are not exercised, without having to buy back the option to close the position for a possible loss.
- Closing an option position may produce a tax consequence.

There are instances where we will buy a company we feel has potential and is attractive due to its option premiums.

On a rare occasion, where we feel appropriate, we will write an uncovered put on issues we would like to purchase.

Writing a put option is designed to generate income while giving the buyer the right to sell their stock to one at a specific price for a fixed period of time. If the buyer decides to exercise the option then one must purchase the stock at the strike price, conversely, if the option expires unexercised then one still keeps the premium and is not obligated to purchase the stock.

Some risks involved with writing a put option strategy may include:

- Being assigned at any time during the life of the option.
- Forgoing the opportunity to benefit from an increase in value of the underlying security above the option strike price, as your profit may be limited to just the premium received.
- Spending more money than received on a specific option in order to buy back the put in order to close the position.
- Having to buy a stock at the specified strike price even though the stock price may be currently lower in the open market.
- Closing an option position may produce a tax consequence.

**Frequent Trading of Securities.** By trading frequently, depending on the arrangement set up with the client's custodian, there may be increased brokerage and transaction costs. This may affect the account's performance. Frequent transactions may also impact a client's tax liability.

**Risk of Loss.** Securities investments are not guaranteed and one may lose money on his/her investments. We ask that you work with us to help us understand your tolerance for risk.

## Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

## **Item 10 Other Financial Industry Activities and Affiliations**

**Private equity firm affiliation.** Christopher Getman has personally invested in private equity firms (one managed by a current Soundview Capital Management Corp. client). On a very rare occasion Mr. Getman may introduce a Soundview Capital Management Corp. client to the managing partners of such firms. Mr. Getman receives no compensation for the introduction. This may be a conflict of interest due to the involvement of Soundview Capital Management Corp.'s clients. There is no obligation by any involved parties to invest in such firms.

Erik B. Pearson, a member of our firm's management, is an inactive attorney licensed to practice law in the state of Connecticut. However, this individual does not currently provide direct legal services to any client in that capacity and will not act in this capacity for any advisory client of Soundview Capital Management Corporation.

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

Pursuant to SEC Regulations, Rule 204A-1 under the Investment Act of 1940, Soundview Capital Management Corp. has adopted a Code of Ethics ("Code") and will provide a copy to any client or prospective client upon request.

Soundview Capital Management Corp.'s mission is to provide professional services with high ethical standards. This Code establishes rules of conduct for all employees of Soundview Capital Management Corp. and is designed to, among other things, govern personal securities trading activities in the accounts of employees. The purpose of the Code is to preclude activities which may lead to or give the appearance of conflicts of interest, insider trading and other forms of prohibited or unethical business conduct.

The Code sets forth standards of conduct and requires compliance with federal securities laws. The Code is based upon the principle that Soundview Capital Management Corp. and its employees owe a fiduciary duty to its clients to conduct their affairs, including their personal securities transactions, in such a manner as to avoid 1) serving their own personal interests ahead of clients, 2) taking inappropriate advantage of their position with the firm and 3) any actual or potential conflicts of interest or any abuse of their position of trust and responsibility.

Employees of Soundview Capital Management Corp. are required to protect confidential "non-public" client information and are subject to the Code's policies and procedures. Information may only be disclosed when the disclosure is consistent with the firm's policy and the client's direction. Soundview Capital Management Corp. does not share confidential client information with any third parties, except in the following circumstances:

- As necessary to provide service that the client has requested or authorized, or to maintain and service the client's account. This includes providing information required by the client's elected securities brokerage firm.

- As required by regulatory authorities or law enforcement officials who have jurisdiction over Soundview Capital Management Corp., or as otherwise required by any applicable law.
- To the extent reasonably necessary to prevent fraud, unauthorized transactions or liability.
- As needed by Soundview Capital Management Corp.'s professional service organizations such as our accountant or attorney who will only be provided information to allow us to conduct our standard business practices.

Soundview Capital Management Corp. requires each employee to acknowledge receipt of the Code, that he or she has read and understands all of its provisions and has agreed to abide by the Code. Among other things, our Code addresses personal trading and requires our personnel to report their personal securities holdings and transactions to the Chief Compliance Officer of the firm.

- Any person associated with Soundview Capital Management Corp. may buy or sell securities that he or she also recommends to clients. They have agreed to take precaution and avoid any transaction for his/her account which would be in competition with transactions taking place for one of our clients. Specifically, it is required that “buys” be made for our clients before any individual in our company can buy for his/her own portfolio, and, on a sale of a security, the client again comes first. The Compliance Officer, in consultation with the President, retains discretion to determine that the blackout period does not apply under certain circumstances, such as where a transaction in a security has been executed in a limited number of accounts under circumstances specific to such accounts (e.g., opening or closing accounts, rebalancing the asset allocations or equity holdings in accounts, raising or reducing cash in accounts or when a client would like to be contacted verbally prior to a trade and is out of reach).

- Clients' options will be traded before options in personal account's of the same security. If there is an option expiration for the security, Soundview Capital Management Corp. employees or related persons will wait until the client's orders are entered and then enter their own. There are certain accounts (children, custodian, and estate) in which certain brokerage custodians require the client to confirm trades before they can be entered. We will attempt to get the client's approval before an employee trades, however if we do not receive their approval by 3:15 on trade date, employees may then enter their trades. Due to market movements, an employee trade placed after a client's trade may be executed at a price more favorable or less favorable than those received by clients.

Our firm requires prior approval for any IPO or private placement investments by related persons of the firm.

Any violations must promptly be reported to the Chief Compliance Officer.

## Item 12 Brokerage Practices

Soundview Capital Management Corporation does not have any soft-dollar arrangements and does not receive any soft-dollar benefits. We do receive proprietary research from several custodians daily and upon request. We receive no benefit whatsoever on our trading or brokerage firm recommendations for such research.

We have been given discretion to buy and sell securities along with the amount of securities to be bought or sold, subject to client imposed restrictions. There are also instances when the client would like to buy, sell or hold securities against the recommendation of Soundview Capital Management Corp. On occasion, a client will place an order to buy or sell directly with their custodian. Each client is dealt with on an individual basis and client's trades are placed on a rotating basis so that no one individual is always at an advantage or disadvantage. Some brokerage firms require that in children custodian accounts and estate accounts orders come from the client and not from Soundview Capital Management Corp. and that their policy might not be to honor our agreement with the client. In these instances we must contact each above class of client for consent which may cause extensive delay in recommended transactions and poorer execution of transactions placed by Soundview Capital Management Corp. for other client types. Clients may wish to evaluate other custodians for accounts of this type who do not impose these restrictions.

We do not have brokerage discretion authority. We may suggest or recommend a specific broker that we feel will suit the client best, however it is the client's decision as to where to place his or her assets. We may on occasion receive a referral from a specific broker, but this, in no way, effects our recommendations for new or existing clients. We do not have any referral incentive in place. Some factors may include commission rates, fee based account rates and brokerage responsiveness to individual client needs. There may be a disparity in the commission charged or fee based account fee rates to clients who direct us to use a particular broker or dealer and other clients who use a suggested broker or dealer. Under certain circumstances, Soundview Capital Management Corporation also may not be authorized to negotiate commissions and/or may not be able to obtain volume discounts or best execution.

A limitation on trading is that we have to buy or sell small blocks of securities on an individual basis; therefore we are rarely able to take advantage of block trades. In these instances clients participating in any aggregated transactions will receive an average price on a pro-rated basis.

In most cases, Soundview Capital Management Corp. will ask the client to grant access to their account(s) on their custodian's online service so that we may view and download their account's information as an "interested party." This access does not in any way grant the ability to transfer funds or securities held in the account. Only on a very limited, case by case, basis will we trade securities through this online access. This may, among other things, be due to the inability to reach an authorized individual at the brokerage firm who can enter a trade in a timely fashion.

## **Item 13    Review of Accounts**

### **INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT**

**REVIEWS:** We provide continuous investment advice to our clients based on individual consideration of each client. We consult with each client regarding his or her investment objectives and our investment strategy. We initiate changes in client portfolios usually on a discretionary basis in light of agreed-upon investment objectives. Each account is reviewed on a timely basis by the President of our firm. A more frequent review is undertaken when an issue is to be bought, sold or expires, or due to changes in client circumstances. We will also review upon request of the client. World or economic events, among others, encourage this.

**REPORTS:** Monthly (and in some cases quarterly) statements are sent separately by the custodian. The custodian also provides confirmations as each transaction occurs. In some cases, the client may request receiving their confirmations less frequently or only through the custodian's online access. The President of our firm is responsible for direct communications, which may be verbal or written, with the client in regards to account performance, balances and holdings, as the client desires.

## **Item 14    Client Referrals and Other Compensation**

It is Soundview Capital Management Corporation's policy not to engage solicitors or to pay related or non-related persons for referring potential clients to our firm.

It is Soundview Capital Management Corporation's policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

## **Item 15    Custody**

Our firm does not have actual or constructive custody of client accounts.

## **Item 16    Investment Discretion**

Clients may hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- determine the security to buy or sell; and/or

- determine the amount of the security to buy or sell

Clients give us discretionary authority when they sign a discretionary agreement with our firm, and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by once again providing us with written instructions.

## **Item 17 Voting Client Securities**

Soundview Capital Management Corporation, as a matter of policy and practice, has taken no authority to vote proxies on behalf of advisory clients, except for certain ERISA accounts that did not retain their proxy authority. Clients maintain exclusive responsibility for directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted. The firm may offer assistance as to proxy matters upon a client's request, but the client (with the exception of stated ERISA accounts) always retains the proxy voting responsibility.

ERISA clients may request in writing information with respect to the voting of proxies for their securities and/or Soundview Capital Management Corporation's voting procedures and policies.

The client will receive their proxies or other solicitations directly from their custodian or a transfer agent.

## **Item 18 Financial Information**

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

As an advisory firm that maintains discretionary authority for client accounts, we are also required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations. Soundview Capital Management Corporation has no additional financial circumstances to report.

Soundview Capital Management Corporation has not been the subject of a bankruptcy petition at any time during the past ten years.