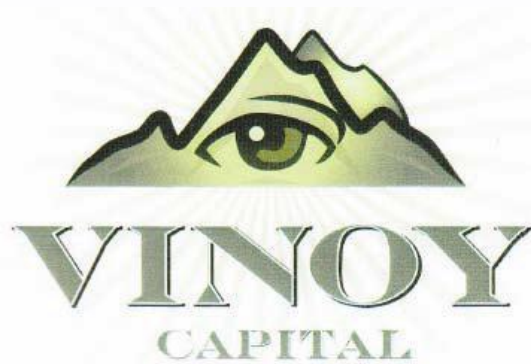


Disclosure Brochure

December 17, 2013



This brochure provides information about the qualifications and business practices of Vinoy Capital, LLC d/b/a Principium (hereinafter "Vinoy Capital" or the "Firm"). If you have any questions about the contents of this brochure, please contact the Firm at the phone number or email address listed below. 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 Vinoy Capital, LLC is available on the SEC's website at www.adviserinfo.sec.gov. Vinoy Capital, LLC is an SEC registered investment adviser. Registration does not imply any level of skill or training.



Item 2. Material Changes

In this Item, Vinoy Capital is required to discuss any material changes that have been made to the Disclosure Brochure since the Firm's last annual amendment dated March 19, 2012. While the format and verbiage of the Disclosure Brochure have been overhauled, no material changes have been made to the substance of this document.

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Item 4. Advisory Business

Vinoy Capital d/b/a Principium is a fee-only, SEC registered investment adviser principally owned by Managing Member Michael P. Tracy, CFP®. Vinoy Capital began conducting business in April 2008 as a combination of two previously established investment advisory firms – Global Capital Advisors, LLC and Sarasota Asset Management, Inc. – both of which had been in operation since 2003.

Vinoy Capital offers a range of investment advisory services, which includes investment supervisory and management services, as well as financial planning and investment consulting. As of December 31, 2012, Vinoy Capital had approximately \$204,819,138 million in assets under management, of which approximately \$191,880,993 million was managed on a discretionary basis and \$12,938,145 million was managed on a non-discretionary basis. Prior to the rendering of the foregoing advisory services, clients are required to enter into a written agreement with Vinoy Capital setting forth the relevant terms and conditions of the advisory relationship (the “*Agreement*”).

While this brochure generally describes the business of Vinoy Capital, certain sections also discuss the activities of its *Supervised Persons*, which refer to the Firm’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on Vinoy Capital’s behalf and is subject to the Firm’s supervision or control.

Investment Management Services

Vinoy Capital manages client investment portfolios on a discretionary or (in certain circumstances) non-discretionary basis by actively allocating assets among one or more of its five model investment portfolios: 1) Preservation; 2) Conservative; 3) Moderate; 4) Assertive; and 5) Aggressive. In managing each of these model portfolios, the Firm uses a variable mix of 12 distinct, globally diversified investment strategies, which seek to obtain asset class exposure through mutual funds and, to a lesser extent, exchange-traded funds (“ETFs”).

Vinoy Capital may also provide advice with regard to certain investment products that are not maintained at their primary custodian, such as assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, Vinoy Capital directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the custodian designated by the product’s provider.

Vinoy Capital tailors its advisory services to accommodate the needs of its individual clients and continuously seeks to ensure that its clients’ portfolios are managed in a manner consistent with their specific investment profiles. Vinoy Capital consults with clients on an initial and ongoing basis to determine their specific risk tolerance, time horizon, liquidity constraints and other factors relevant to the management of their portfolios. Clients are advised to promptly notify Vinoy Capital if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios.

Clients may impose reasonable restrictions or mandates on the management of their accounts if Vinoy

Capital determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm's management efforts.

These investment management services do not include securities brokerage services, as Vinoy Capital does not serve as the sponsor or manager to a wrap fee program (i.e., an arrangement where brokerage commissions and transaction costs are absorbed by the Firm).

Financial Planning and Consulting Services

Vinoy Capital may also offer clients a variety of financial planning and consulting services, including any or all of the following functions:

- Business Planning
- Cash Flow Forecasting
- Asset Allocation
- Retirement Planning
- Estate Planning
- Financial Reporting
- Insurance Needs Analysis
- Charitable Giving
- Risk Management
- Distribution Planning

In performing these services, Vinoy Capital is not required to verify any information received from the client or from the client's other professionals (e.g., attorneys, accountants, etc.) and is expressly authorized to rely on such information. Vinoy Capital may recommend the services of itself, and/or other professionals to implement its recommendations.

Clients are advised that a conflict of interest exists if Vinoy Capital recommends its own services. Clients are under no obligation to act upon any of the recommendations made by Vinoy Capital under a financial planning or consulting engagement or to engage the services of any such recommended professional, including Vinoy Capital itself. Clients retain absolute discretion over all such implementation decisions. Clients are advised that it remains their responsibility to promptly notify Vinoy Capital if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising Vinoy Capital's previous recommendations and/or services.

Item 5. Fees and Compensation

Vinoy Capital offers its services on a fee basis, which generally entails a fee based upon a percentage of assets under management for investment management relationships, as well as a fixed and/or hourly fee for certain financial planning and consulting engagements.

Investment Management Fees

For clients with at least \$500,000 in assets under the Firm's management, Vinoy Capital generally charges an annual asset-based fee in accordance with the following blended fee schedule:

ASSETS UNDER MANAGEMENT	ANNUAL FEE
First \$1,000,000	1.20%
Next \$2,000,000	0.95%
Next \$2,000,000	0.75%
Next \$5,000,000	0.55%
Next \$10,000,000	0.35%
Above \$20,000,000	0.25%

The annual fee for clients who maintain assets under management of less than \$500,000 will be 1.50%. Upon assets under management exceeding \$500,000 at the end of a calendar quarter, the above tiered fee schedule will apply.

Vinoy Capital's annual fee is prorated and charged quarterly in advance, based upon the market value of the assets being managed by the Firm on the last day of the previous quarter. Clients retain the ability to make account deposits or withdrawals at any time, provided that investment management fees will be adjusted to reflect partial inflows of more than \$100,000 that occur after the inception of a billing period.

For the initial term of an engagement, the fee is calculated on a *pro rata* basis. In the event the *Agreement* is terminated, the fee for the final billing period is prorated through the effective date of the termination and the unearned portion is refunded to the client, as appropriate.

Vinoy Capital's annual fee is exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. Vinoy Capital does not, however, receive any portion of these commissions, fees, and costs.

Financial Planning and Consulting Fees

Vinoy Capital may charge a fixed fee and/or hourly fee to provide clients with stand-alone financial planning and consulting services. These fees are largely determined by the scope and complexity of the agreed upon services and generally range from \$250 to \$500 on an hourly basis and \$2,500 to \$25,000 on a fixed fee basis.

The specific terms and fee structure are negotiated in advance and set forth in the *Agreement* with Vinoy Capital. Generally, Vinoy Capital requires one-half of the financial planning or consulting fee payable upon execution of the *Agreement* and the balance due at the time the financial plan is delivered or the underlying services are rendered to completion. Depending on the arrangement, if the client engages

Vinoy Capital for additional investment advisory services, Vinoy Capital may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services.

Fee Discretion

Vinoy Capital, in its sole discretion, may negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention and *pro bono* activities.

Additional Fees and Expenses

In addition to the fee paid to Vinoy Capital, clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively "*Financial Institutions*"). These additional charges may include securities brokerage commissions, transaction fees, custodial fees, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Fee Debit

The Firm's *Agreement* and the separate agreement with any *Financial Institutions* generally authorize Vinoy Capital to debit its clients' accounts for the amount of the management fee and to directly remit that fee to Vinoy Capital. Any *Financial Institutions* recommended by Vinoy Capital have agreed to send statements to clients not less than quarterly indicating all amounts disbursed from the account, including the amount paid directly to Vinoy Capital. Alternatively, Vinoy Capital may, in its sole discretion and under limited circumstances, agree to send clients invoices for direct payment.

Account Additions and Withdrawals

Clients may make additions to and withdrawals from their account at any time, subject to Vinoy Capital's right to terminate an account. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets on notice to Vinoy Capital, subject to the usual and customary securities settlement procedures. However, Vinoy Capital designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. Vinoy Capital may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

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

Vinoy Capital does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

Item 7. Types of Clients

Vinoy Capital provides its services to individuals, investment companies, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

Minimum Account Requirements

Vinoy Capital does not impose a stated minimum fee or minimum portfolio value for starting and/or maintaining an investment advisory relationship.

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

Methods of Analysis

Vinoy Capital generally utilizes a combination of largely fundamental and technical methods of analysis.

Fundamental analysis involves an evaluation of the fundamental financial condition and competitive position of a particular fund or issuer. For Vinoy Capital, this process typically involves an analysis of a fund's management team, investment strategies, style drift, past performance, reputation and financial strength in relation to the asset class concentrations and risk exposures of the Firm's model asset allocations. A substantial risk in relying upon fundamental analysis is that while the overall health and position of a company may be good, evolving market conditions may negatively impact the security.

Technical analysis involves the examination of past market data rather than specific issuer information in determining the recommendations made to clients. Technical analysis may involve the use of mathematical based indicators and charts, such as moving averages and price correlations, to identify market patterns and trends which may be based on investor sentiment rather than the fundamentals of the company. A substantial risk in relying upon technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that Vinoy Capital will be able to accurately predict such a reoccurrence.

Investment Strategies

Vinoy Capital uses a unique and flexible investment process, which actively allocates client accounts into a customized mix of 12 distinct, globally diversified investment strategies. The Firm uses a mixture of

these 12 strategies in varying percentages to make up its five model investment portfolios: 1) Preservation; 2) Conservative; 3) Moderate; 4) Assertive; and 5) Aggressive.

Inside of each of the 12 strategies, Vinoy Capital selects mutual funds whose managers have demonstrated the ability to consistently outperform their peer groups, their appropriate market indices, and to provide their clients with superior performance in a variety of market environments. The Firm then closely monitors these holdings and constantly makes adjustments as market conditions warrant. While Vinoy Capital's process is built with the objective of maximizing performance, the Firm's true goal is to achieve that performance using the minimum levels of risk and volatility. As part of this investment process, client generally complete a scientifically-based investment volatility analysis. When used in conjunction with a personal interview, this analysis helps Vinoy Capital to develop a portfolio which reflects the client's psychological feelings toward risk and return, in addition to addressing their financial needs for income and capital appreciation. The Firm then develops a plan for each client to invest their accounts into one of its five allocations in order to achieve an overall portfolio that is consistent with the client's needs and comfort levels.

Below is further detail on the twelve globally diversified strategies that Vinoy Capital uses to construct client portfolios.

Hybrid Strategies

- World Allocation Strategies encompass mutual funds that purchase a combination of equities and bonds both in the U.S. and around the world that the fund managers believe will provide superior performance while using diversification to diminish risks. Historically, these funds achieve roughly 50% of their potential from interest or dividend income, and 50% of their potential from capital appreciation.
- Hedging, Hybrid, & Absolute Return Strategies encompass mutual funds that use a wide variety of philosophies in order to reduce volatility, such as balancing long positions and short positions in securities, and balancing bond holdings with contracts in the futures, options, swaps and derivatives markets, as well as using convertible bonds; strategies that the fund managers believe will result in superior risk control and superior risk adjusted performance. Historically, these funds achieve roughly 50% of their potential from interest or dividend income, and 50% of their potential from capital appreciation.
- U.S. Allocation Strategies encompass mutual funds that purchase a combination of equities and bonds primarily from United States issuers that the fund managers believe will provide superior performance while using diversification to diminish risks. Historically, these funds achieve roughly 50% of their potential from Interest or dividend income, and 50% of their potential from capital appreciation.

- Real Estate Strategies encompass mutual funds that buy real estate investment trusts, real estate securities, and stocks of homebuilders and building supply companies, both in the U.S. and around the world. Historically, these funds achieve roughly 25% of their potential from interest or dividend income, and 75% of their potential from capital appreciation.
- Special Opportunity Strategies encompass mutual funds that we feel are best taking advantage of the current trends taking hold in the investment community worldwide; whether through broad themes, or through specific regions, countries, or industries. Historically, these funds achieve roughly 0% of their potential from dividend income, and 100% of their potential from capital appreciation.
- Natural Resource & Commodity Strategies encompass mutual funds investing in the actual raw materials as well as the companies who mine, harvest, or refine those materials, and futures contracts based on those materials all around the world. Examples would be companies involved in generating traditional and alternative energy, agricultural commodities, precious and industrial metals, water, forest products, and precious stones for industrial and commercial use. Historically, these funds achieve roughly 25% of their potential from dividend income, and 75% of their potential from capital appreciation.

Equity Strategies

- Value Management Style Strategies encompass mutual funds owning U.S. and worldwide equities that the fund manager believes will meet targets for stable or increasing dividend income and/or are currently undervalued in price and so will achieve capital appreciation as the markets recognize the true value of these companies. Historically, value funds achieve roughly 50% of their potential from dividend income, and 50% of their potential from capital appreciation.
- Blend Management Style Strategies encompass mutual funds owning U.S. and worldwide equities that the fund manager believes exhibit characteristics of both value and growth philosophies, and/or may be specific to either style. Historically, blend funds achieve roughly 25% of their potential from dividend income, and 75% of their potential from capital appreciation.
- Growth Management Style Strategies encompass mutual funds owning U.S. and worldwide equities that the fund manager believes will increase analytical factors such as sales growth and earnings growth faster than the rest of the market and therefore achieve greater capital appreciation. Historically, growth funds achieve roughly 0% of their potential from dividend income, and 100% of their potential from capital appreciation.

Bond Strategies

- High Yield Bonds encompass mutual funds owning U.S. and worldwide corporate and municipal

bonds where the fund manager believes that the issuer will make payments of a higher interest rate that compensates for the risks of being of a lower credit quality. Historically, high yield and

high income funds achieve roughly 75% of their potential from interest or dividend income, and 25% of their potential from capital appreciation.

- World Markets Bond & Currency Strategies encompass mutual funds owning worldwide corporate and government bonds where the fund manager believes that the issuer will make interest payments commiserate with higher or lower credit quality risks. The mutual fund managers may choose to hedge or not to hedge the fluctuations in currencies depending on their analysis of market conditions. Historically, international and global income funds achieve roughly 100% of their potential from interest or dividend income and from currency fluctuation, and 0% of their potential from capital appreciation.
- Investment Grade Bond and Miscellaneous Income Strategies encompass mutual funds owning U.S. income paying securities where the fund manager believes that the issuer will make interest payments commiserate with higher or lower credit quality risks. This strategy includes multi-sector bonds, multi-term bonds, interest paying preferred stock, interest paying contingent capital stock, floating rate bonds, treasury inflation protected securities (TIPS), and U.S. Government bonds, notes and bills. Historically, these income paying securities achieve roughly 100% of their potential from dividend income, and 0% of their potential from capital appreciation.

Risks of Loss

General Risk of Loss

Investing in securities involves the risk of loss. Clients should be prepared to bear potential loss.

Market Risks

The profitability of a significant portion of Vinoy Capital's recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks, bonds and other asset classes. There can be no assurance that Vinoy Capital will be able to predict those price movements accurately or be able to capitalize on any correct assumptions or projections.

Mutual Funds and Exchange-Traded Funds (ETFs)

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated

daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees,

redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for index-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their *pro rata* NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Management Through Similarly Managed "Model" Accounts

Vinoy Capital manages certain accounts through the use of similarly managed "model" portfolios, whereby the Firm allocates all or a portion of its clients' assets among various mutual funds and/or securities on a discretionary basis using one or more of its proprietary investment strategies. In managing assets through the use of models, the Firm remains in compliance with the safe harbor provisions of Rule 3a-4 of the Investment Company Act of 1940.

The strategy used to manage a model portfolio may involve an above average portfolio turnover that could negatively impact clients' net after tax gains. While the Firm seeks to ensure that clients' assets are managed in a manner consistent with their individual financial situations and investment objectives, securities transactions effected pursuant to a model investment strategy are usually done without regard to a client's individual tax ramifications. Clients should contact Vinoy Capital if they experience a change in their financial situation or if they want to impose reasonable restrictions on the management of their accounts.

Item 9. Disciplinary Information

Vinoy Capital has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management.

Item 10. Other Financial Industry Activities and Affiliations

Vinoy Capital is not engaged in any other financial industry activities and does not have any affiliations

that are otherwise material to the firm's advisory business.

Item 11. Code of Ethics

Vinoy Capital and persons associated with Vinoy Capital ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with Vinoy Capital's policies and procedures.

Vinoy Capital has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("*Code of Ethics*"). Vinoy Capital's *Code of Ethics* contains written policies reasonably designed to prevent the unlawful use of material non-public information by Vinoy Capital or any of its associated persons. The *Code of Ethics* also requires that certain of Vinoy Capital's personnel (called "*Access Persons*") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

When Vinoy Capital is engaging in or considering a transaction in any security on behalf of a client, no *Access Person* may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the *Access Person*) a transaction in that security unless:

- the client transaction has been completed;
- the transaction for the *Access Person* is completed as part of a batch trade (as defined below in Item 12) with clients; or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

This *Code of Ethics* has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by *Access Persons* to be completed without any appreciable impact on the markets of such securities. Therefore, under certain limited circumstances, exceptions may be made to the policies stated above.

Clients and prospective clients may contact Vinoy Capital to request a copy of its *Code of Ethics*.

Item 12. Brokerage Practices

Recommendation of Financial Institutions

Vinoy Capital generally recommends that investment management clients utilize the brokerage and clearing services of Raymond James and Associates ("*Raymond James*") and, to a lesser extent, Charles

Schwab & Co., Inc. ("*Schwab*").

Vinoy Capital may only implement its investment management recommendations after the client has arranged for and furnished Vinoy Capital with all information and authorization regarding accounts held at their respective financial institutions. Factors which Vinoy Capital considers in recommending *Raymond James, Schwab* or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. *Raymond James* and/or *Schwab* may enable Vinoy Capital to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by *Raymond James* and/or *Schwab* may be higher or lower than those charged by other *Financial Institutions*.

The commissions paid by Vinoy Capital's clients comply with Vinoy Capital's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified *Financial Institution* might charge to effect the same transaction where Vinoy Capital determines that the commissions are 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 *Financial Institution's* services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Vinoy Capital seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Transactions may be cleared through other *Financial Institutions* with whom Vinoy Capital and the *Financial Institutions* have entered into agreements for prime brokerage clearing services. Vinoy Capital periodically and systematically reviews its policies and procedures regarding its recommendation of *Financial Institutions* in light of its duty to obtain best execution.

Brokerage for Client Referrals

Vinoy Capital does not consider, in recommending broker-dealers, whether the Firm or a related person receives client referrals from a broker-dealer or third party.

Directed Brokerage

A client may direct Vinoy Capital in writing to use a particular *Financial Institution* to execute some or all transactions for the client. As not all investment advisers require their clients to direct brokerage, the Firm does not routinely recommend, request or require a client do so. In direct brokerage situations, the client will negotiate terms and arrangements for the account with that *Financial Institution*, and Vinoy Capital will not seek better execution services or prices from other *Financial Institutions* or be able to "batch" client transactions for execution through other *Financial Institutions* with orders for other accounts managed by Vinoy Capital. As a result, the 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. Subject to its duty of best execution, Vinoy Capital may decline a client's request to direct

brokerage if, in Vinoy Capital's sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

Trade Aggregation

Transactions for each client generally will be effected independently, unless Vinoy Capital decides to purchase or sell the same securities for several clients at approximately the same time. Vinoy Capital may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among Vinoy Capital's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. In this situation, transactions will generally be averaged as to price and allocated among Vinoy Capital's clients *pro rata* to the purchase and sale orders placed for each client on any given day.

To the extent that Vinoy Capital determines to aggregate client orders for the purchase or sale of securities, including securities in which Vinoy Capital's *Supervised Persons* may invest, Vinoy Capital generally does so in accordance with applicable rules and regulations. Vinoy Capital does not receive any additional compensation or remuneration as a result of the aggregation. In the event that Vinoy Capital determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include:

- When only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates;
- Allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts;
- If an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed);
- With respect to sale allocations, allocations may be given to accounts low in cash;
- In cases when a *pro rata* allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, Vinoy Capital may exclude the account(s) from the allocation and the transactions may be executed on a *pro rata* basis among the remaining accounts; or
- In cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

dealers in return for investment research products and/or services which assist Vinoy Capital in its

investment decision-making process. Such research generally will be used to service all of Vinoy Capital's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because Vinoy Capital does not have to produce or pay for the products or services.

Software and Support Provided by Financial Institutions

Vinoy Capital may receive from *Raymond James* and/or *Schwab*, without cost to Vinoy Capital, computer software and related systems support, which allow Vinoy Capital to better monitor client accounts maintained at *Raymond James* and/or *Schwab*, respectively. Vinoy Capital may receive the software and related support without cost because Vinoy Capital renders investment management services to clients that maintain assets at *Raymond James* and/or *Schwab*. The software and related systems support may benefit Vinoy Capital, but not its clients directly. In fulfilling its duties to its clients, Vinoy Capital endeavors at all times to put the interests of its clients first. Clients should be aware, however, that Vinoy Capital's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence Vinoy Capital's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Specifically, Vinoy Capital may receive the following benefits from *Raymond James* or *Schwab*:

- Receipt of duplicate client confirmations and bundled duplicate statements;
- Access to a trading desk that exclusively services the institutional participants;
- Access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and
- Access to an electronic communication network for client order entry and account information.

Item 13. Review of Accounts

Account Reviews

Vinoy Capital monitors the portfolios of its investment management clients as part of a continuous and ongoing process, while regular account relationship reviews are conducted not less than annually. For those clients to whom Vinoy Capital provides financial planning and/or consulting services, reviews are conducted on an "as needed" basis. All such reviews are conducted by Michael P. Tracy, CFP®, Principal of the Firm. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with Vinoy Capital and to keep Vinoy Capital informed of any changes thereto. Vinoy Capital contacts ongoing investment advisory clients at least annually to review its

previous services and/or recommendations and to discuss the impact resulting from any changes in their financial situations and/or investment objectives.

Account Statements and Reports

Clients are provided with transaction confirmation notices and regular summary account statements directly from the *Financial Institutions* where their assets are custodied. From time to time or as otherwise requested, investment management clients may also receive written or electronic reports from Vinoy Capital and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their custodian with those they receive from Vinoy Capital or an outside service provider.

As a convenience to certain clients to whom Vinoy Capital provides financial planning and/or consulting services, the Firm may also generate reports summarizing its analyses and conclusions, which are typically delivered in electronic format.

Item 14. Client Referrals and Other Compensation

Client Referrals

Vinoy Capital does not currently provide compensation to third-party solicitors for client referrals.

Other Economic Benefit

Vinoy Capital may receive an economic benefit from a third party (non-client) for providing investment advice to the Firm's advisory clients. Specifically, because Vinoy Capital generally recommends clients custody assets at *Raymond James* and/or *Schwab*, they may receive certain institutional benefits that are not otherwise available to retail investors. This relationship is further discussed in Item 12 (above).

Item 15. Custody

Vinoy Capital is deemed to have custody over a client's assets when it is authorized to directly debit a client's account for payment of the Firm's quarterly management fee. In accordance with applicable custody rules, the *Financial Institutions* recommended by Vinoy Capital have agreed to send statements to clients, not less than quarterly, indicating all amounts paid to Vinoy Capital. As a result, the Firm is not required to engage an independent auditor to perform a surprise annual examination of its client accounts.

As discussed in Item 13, Vinoy Capital and/or a third party vendor may also send periodic reports to

clients. Clients are advised to carefully review the statements and confirmations sent directly by the

Financial Institutions and to compare them with any reports received from Vinoy Capital or an outside service provider.

Item 16. Investment Discretion

Clients generally grant Vinoy Capital the authority to exercise discretion on their behalf. Vinoy Capital is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. The Firm is given this authority through a power-of-attorney included in the *Agreement* between Vinoy Capital and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold).

Specifically, Vinoy Capital takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold; and
- When transactions are made.

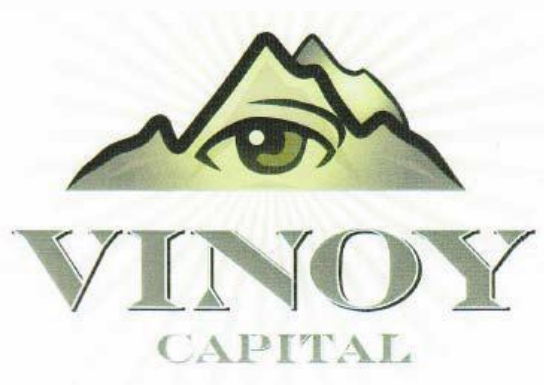
Item 17. Voting Client Securities

Vinoy Capital does not accept the authority to vote client securities (i.e., proxies) on their behalf. Clients receive proxies directly from the *Financial Institutions* where their assets are custodied and may contact the Firm at the number on the cover of this brochure with questions about proxies and/or other such solicitations.

Item 18. Financial Information

Vinoy Capital is not required to disclose any financial information pursuant to this Item due to the following:

- The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.



Prepared by:

