

ITEM 1: COVER PAGE

Rockledge Partners, LLC

Form ADV, Part 2A
(the “*Brochure*”)

March 30, 2012

c/o Wayne H. Shaner
8327 Diamond Back Cove Road
Easton, Maryland 21601
(410) 770-3002

www.rockledgepartners.com

This Brochure provides information about the qualifications and business practices of Rockledge Partners, LLC (“Rockledge”). If you have any questions about the contents of this Brochure, please contact us at (410) 770-3002. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Rockledge is also available on the SEC’s website at *www.adviserinfo.sec.gov*.

Rockledge may refer to itself as a “registered investment adviser” or “RIA”. You should be aware that registration with the SEC does not imply a certain level of skill or training.

ITEM 2: MATERIAL CHANGES

Not Applicable.

ITEM 3: TABLE OF CONTENTS

<u>Item</u>		<u>Page</u>
1	Cover Page	1
2	Material Changes	2
3	Table of Contents	3
4	Advisory Business	4
5	Fees and Compensation	5
6	Performance-Based Fees and Side-By-Side Management	7
7	Types of Clients	8
8	Methods of Analysis, Investment Strategies and Risk of Loss	9
9	Disciplinary Information	11
10	Other Financial Industry Activities and Affiliations	12
11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	13
12	Brokerage Practices	15
13	Review of Accounts	24
14	Client Referrals and Other Compensation	25
15	Custody	26
16	Investment Discretion	27
17	Voting Client Securities	28
18	Financial Information	30

ITEM 4: ADVISORY BUSINESS

Rockledge was initially organized in 2003 and began managing assets in January 2004. The firm is wholly-owned by Wayne H. Shaner, one of the original founding principals of the company.

The firm provides value-oriented discretionary investment advice on equity and fixed income securities based on fundamental research, independent analysis and a long term investment horizon. Rockledge establishes an understanding of each client's individual investment objectives and formulates an investment program structured to achieve each client's goals. Rockledge accepts accounts from individuals, partnerships, corporations, trusts, public pension and profit sharing plans and non-profit organizations.

In each case, accounts are managed in accordance with the client's investment mandate as set forth in the relevant investment management agreement and investments are selected on the basis of the client's investment needs and objectives.

When considering investments for a client, the client's circumstances, including other investments, income level, tax status and needs, outstanding obligations and various other factors are reviewed periodically with the client; however, Rockledge is generally not expected to consider and diversify a client's account based on other assets that might be held by the client and Rockledge's only responsibility with respect to diversification is to diversify the assets held in the account managed by Rockledge in accordance with the client's stated guidelines.

As of March 30, 2012, Rockledge managed approximately \$27 million in assets on a discretionary basis. Rockledge does not currently provide investment advice on a non-discretionary basis.

ITEM 5: FEES AND COMPENSATION

Rockledge's fees are generally described below and are detailed in each client's advisory agreement. Rockledge's fee for private account management is based on an annual percentage of the account's assets under management. The current fee schedule is:

First \$25 million	.75%
Next \$75 million	.60%
Thereafter	.50%

Rockledge reserves the right, in its sole discretion, to negotiate and to charge different fees for certain accounts based on the client's particular needs as well as overall financial condition, goals, risk tolerance and other factors unique to the client's particular circumstances. Therefore, some clients may pay more or less than other clients for the same or similar management services depending on, for example, account inception dates, number or value of related accounts, total assets under management by Rockledge, fee negotiations or fee waivers. Fees are not based on a share of capital gains upon, or capital appreciation of, funds of an advisory client.

With respect to certain institutional accounts, fee payment is divided into quarterly installments and is due at the beginning of each quarter for the preceding quarter. With respect to certain other accounts, fees may be calculated and paid on an annual, rather than quarterly, basis. Fees are paid in arrears based on monthly assets under management calculated as an average of the month end values, as determined by Rockledge during the applicable period. If clients terminate the relationship prior to the end of the period, the fee is prorated for the number of days prior to termination.

Fees will be billed directly to client accounts to the extent that clients authorize Rockledge to receive payment directly from their custodians. Rockledge will send the client's custodian quarterly a bill for the amount of its fee. The custodian will send quarterly statements showing all transactions in the account, including fees paid to Rockledge, directly to Rockledge clients with a copy to Rockledge. Alternately, some clients may choose to authorize their custodians to calculate the fee owed to Rockledge pursuant to that client's advisory contract and pay that amount directly to Rockledge. In such cases, Rockledge will neither calculate the amount owed nor send a bill.

In addition to the fees charged by Rockledge for the advisory services rendered, clients of Rockledge bear certain other fees, expenses and costs which are incidental or related to the maintenance of an account or the buying, selling and holding of investments including, but not necessarily limited to: (1) custodial charges; (2) brokerage fees, commissions and other related transaction costs and expenses; (3) governmental charges, taxes and duties; (4) transfer fees, registration fees and other expenses associated with buying, selling or holding investments; (5) withholding taxes payable and required to be withheld by issuers or their agents; and, (6) as discussed below, fees associated with investments in other, pooled investment vehicles. For additional information about

brokerage fees, commissions and other related transaction costs and expenses, please refer to the section below entitled “Brokerage Practices.”

Clients whose uninvested assets are swept into money market mutual funds for short-term cash management purposes by their custodian will also bear the additional fees and expenses assessed by such money market mutual funds to the extent of their investment in such funds. When money market funds are used for cash management purposes, the client, in effect, may pay two advisory fees with respect to the amount of assets so invested (i.e., the money market fund’s fees and expenses and that portion of the Rockledge management fee attributable to such assets).

Rockledge’s investment advisory agreement is terminable by either party generally on 30 days’ notice and will continue to be in effect until written notice of termination is given by either party. There is no requirement for prepayment of fees, and in the event of termination, any outstanding fees are charged on a pro-rata basis.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Not Applicable.

ITEM 7: TYPES OF CLIENTS

Rockledge accepts accounts from individuals, partnerships, corporations, trusts, public pension and profit sharing plans and non-profit organizations.

The minimum amount required to establish an account is generally \$500,000, but may vary based upon the type of account and the relationship. Rockledge reserves the right, in its sole discretion, to reduce the minimum requirement for certain accounts under certain circumstances.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

In managing discretionary client accounts, Rockledge uses various investment strategies and methods of analysis, as described below. This section also contains a discussion of the primary risks associated with these investment strategies. However, it is not possible to identify all of the risks associated with investing and the particular risks applicable to a client account will depend on the nature of the account, its investment strategy or strategies and the types of securities held in the account.

While Rockledge seeks to manage accounts so that risks are appropriate to the return potential for the strategy, it is often not possible to fully mitigate risks. Any investment includes the risk of loss and there can be no guarantee that a particular level of return will be achieved. It is important to note that investing in securities involves the risk of loss that clients should be prepared to bear.

Clients should be aware that while Rockledge does not limit its advice to particular types of investments, mandates may be limited to certain types of securities (e.g., common stocks) and may not be diversified. The accounts managed by Rockledge are generally not intended to provide a complete investment program, and Rockledge expects that the assets it manages do not represent all of the client's assets. Clients are responsible for appropriately diversifying their assets to guard against the risk of loss.

Methods of Analysis and Investment Strategies

Rockledge's investment approach is value based and recognizes that the price of common stocks may diverge meaningfully from underlying business value. Stock market psychology, lack of institutional coverage, short time horizons or temporarily depressed earnings all may create disparities between price and value. As long-term investors, we seek to exploit these opportunities. Research is conducted on a "bottom up" basis and does not rely on short-term business results. We prefer issuers whose management acts like owner-operators and has substantial ownership positions. We are very attentive to the ability and record of management in allocating capital and building value.

Fixed income selection is generally limited to investment grade securities, with our emphasis primarily on income rather than total return. Capital preservation is the primary objective.

Rockledge utilizes information, reports and data from various external sources. Investment decision-making with respect to accounts managed is based primarily upon Rockledge's internal research and analytical capabilities, including the research and analytical experiences and expertise of Rockledge's investment research professionals. In addition, Rockledge relies on contact with corporate management. The investment research professionals may visit the facilities of issuers whose securities represent

potential investments and meet with management to determine company quality and suitability for long term investing.

Investment Risks

Clients should understand that all investments are subject to risks and that the return and the principal value of investments fluctuate depending on general market conditions and other factors, so that from time to time the value of an investment may be worth more or less than its original cost. You should be prepared to bear the risk of loss if you desire to sell your investment at a time when its value is worth less than its original cost.

ITEM 9: DISCIPLINARY INFORMATION

Not Applicable.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Not applicable.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Rockledge provides investment advisory services to numerous clients, using a variety of investment strategies. Rockledge may give advice and take action with respect to any accounts it manages, or for its own account, that may differ from action taken by Rockledge on behalf of other accounts. Rockledge is not obligated to recommend, buy or sell, or to refrain from recommending, buying or selling any security that Rockledge, or its advisory persons, may buy or sell for its or their own account or for the accounts of any other client. Rockledge is not obligated to refrain from investing in securities held by accounts that it manages except to the extent that such investments violate the Code of Ethics (“Code”) adopted by Rockledge in conformity with Rule 204A-1 under the Investment Advisers Act of 1940 (“Advisers Act”). As a condition of employment, all Rockledge persons subject to the Code must certify that they have read and understand the Code and agree to be subject to its provisions. As discussed below, the Code contains provisions relating to personal transactions, insider trading and sets forth standards of business conduct – including the requirement that Rockledge’s supervised persons adhere to the Federal Securities Laws and their fiduciary duties as investment advisers. Any member or employee of Rockledge who fails to comply with the Code risks serious sanctions, including dismissal and personal liability.

From time to time, employees and members of Rockledge or any related person(s) may have interests in securities owned by or recommended to Rockledge’s clients. As these situations may represent a potential conflict of interest, Rockledge’s Code contains procedures relating to personal securities transactions and insider trading that are designed to identify and mitigate or prevent actual conflicts of interest.

Code of Ethics

A basic tenet of the Code is that the interests of Clients are always placed first. The Code governs personal transactions by all Access Persons, including the Members, in order to ensure that their interests do not conflict with the interests of clients. The Code restricts the purchase and sale by such persons for their own accounts of certain securities which have been purchased or sold for clients within certain time limits. Access Persons also must “pre-clear” or obtain prior approval of the Chief Compliance Officer (“CCO”) or an appropriate designee before purchasing or selling any securities other than U.S. government securities and open-end mutual funds. A Member may not pre-clear or review his own trades. The CCO’s (or designee’s) own trades must be pre-cleared and reviewed by another Member or by a non-Member employee. The purchase or sale of securities in client accounts can take place over different lengths of time. To avoid any conflicts with client interests, when securities are being purchased or sold on behalf of clients, or under serious consideration for imminent purchase or sale, all employees must defer any transactions in such securities for their personal accounts for one trading day before and after the conclusion of any transactions on behalf of clients. All employees must provide quarterly reports of their personal transactions to the CCO within thirty (30) days of the end of the calendar quarter and may direct their brokers to send copies of all

brokerage confirmations and statements relating to personal securities transactions to the CCO. The Code also requires all employees to comply with ethical restraints relating to clients and their accounts, including restrictions on giving gifts to, and receiving gifts from, clients in violation of our gift policy as well as provisions intended to prevent violations of laws prohibiting “insider trading”, as discussed below.

You may obtain a copy of our Code of Ethics upon request. Our contact information appears on the cover page of this Brochure.

Insider Trading Policy

Rockledge and its related persons may, from time to time, come into possession of material nonpublic and other confidential information which, if disclosed, might affect an investor’s decision to buy, sell or hold a security. Under applicable law, Rockledge and its related persons may be prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any other person, regardless of whether such other person is a Rockledge client. Accordingly, should such persons come into possession of material nonpublic or other confidential information with respect to any company, they may be prohibited from communicating such information to, or using such information for the benefit of, their respective clients, and have no obligation or responsibility to disclose such information to, nor responsibility to use such information for the benefit of, their clients when following policies and procedures designed to comply with law.

Rockledge’s Code includes a “Policy Statement on Insider Trading” in accordance with Section 204A of the Advisers Act which establishes procedures to prevent the misuse of material nonpublic information by Rockledge and its members, officers, directors, trustees and employees. Among other things, all employees must read, sign and adhere to Rockledge’s policy on insider trading which reflects current securities law. In addition, these procedures include the quarterly reporting requirements described above. Such reports are submitted to and reviewed by the CCO.

ITEM 12: BROKERAGE PRACTICES

Generally, Rockledge is retained with respect to its individual account clients on a discretionary basis and is authorized to make the following determinations in accordance with the client's specified investment objectives without client consultation or consent before a transaction is effected:

- Which securities to buy or sell.
- The total amount of securities to buy or sell.
- The broker or dealer through whom securities are bought or sold.
- The commission rates at which securities transactions for client accounts are effected.
- The prices at which securities are to be bought or sold, which may include dealer spreads or mark-ups and transaction costs.

However, Rockledge may accept advisory accounts that limit Rockledge's discretionary authority in any or all of the situations described above. Rockledge requires that such client-imposed limitations or directions be in writing.

Selection Criteria for Brokers and Dealers

Rockledge's primary objective in selecting brokers and dealers and in effecting portfolio transactions is to seek to obtain the best combination of price and execution with respect to its accounts' portfolio transactions. The best net price, giving effect to brokerage commissions, spreads and other costs, is normally an important factor in this decision. However, a number of other judgmental factors are considered as they are deemed relevant. The factors include, but are not limited to:

- Rockledge's knowledge of negotiated commission rates and spreads currently available;
- the nature of the security being traded;
- the size and type of the transaction;
- the nature and character of the markets for the security to be purchased or sold;
- the desired timing of the trade and speed of execution;
- the activity existing and expected in the market for the particular security;
- the broker-dealer's access to primary markets and quotation sources;
- the ability to effect the transactions at all where a large block is involved or where liquidity is limited;
- confidentiality;
- the execution, clearance and settlement capabilities as well as the reputation and perceived soundness of the broker-dealer selected and others which are considered;
- Rockledge's knowledge of actual or apparent operational problems of any broker-dealer;

- the broker-dealer's execution services rendered on a continuing basis and in other transactions;
- the broker-dealer's reliability in executing trades, keeping records and accounting for and correcting trade errors;
- the broker-dealer's ability to accommodate Rockledge's needs with respect to one or more trades including willingness and ability to maintain quality execution in unusual or volatile market conditions and, if necessary, to commit capital by taking positions in order to complete trades;
- the availability of the broker to stand ready to execute possible difficult transactions in the future;
- the quality of communication links between Rockledge and the broker-dealer;
- the quality of the "research services" provided by the broker-dealer;
- and the reasonableness of spreads or commissions.

When buying or selling securities in dealer markets, Rockledge may, subject to best execution, deal directly with market makers either on a commission basis or on a "net" basis, without paying the market maker any commission, commission equivalent or markup/markdown other than the "spread." Net trades mean that the market maker profits from the "spread," that is, the difference between the price paid (or received) by Rockledge and the price received (or paid) by the market maker in trades with other broker-dealers or other customers. Most NASDAQ securities are now traded on a commission basis as more and more market makers shift from principal to agency trading.

Rockledge may also execute over the counter trades on an agency basis rather than directly through a market maker. In these situations, the broker used by Rockledge then acquires or disposes of the security through a market maker. The transaction may thus be subject to a mark-up or mark-down. Rockledge uses a broker in such instances only when consistent with its duty to seek best execution for client transactions. The use of a broker in this manner may benefit clients by providing anonymity in connection with a transaction or because the broker may, in certain cases, have greater expertise or capability in connection with both accessing the market and executing a transaction.

In appropriate circumstances, Rockledge may use an Electronic Communications Network ("ECN") or Alternative Trading System ("ATS") to effect over-the-counter trades when, in Rockledge's judgment, the use of an ECN or ATS may result in equal or more favorable overall executions for the transactions. Rockledge will trade in this manner when it believes that any commissions paid the ECN or ATS, when added to the price and considering all relevant circumstances, still results in equal or better qualitative execution than might otherwise have been attained trading "net" with a market maker.

Rockledge does not enter into agreements with, or make commitments to, any broker-dealer that would bind Rockledge to compensate that broker-dealer, directly or indirectly, for client referrals through placement of brokerage transactions. However, except for ERISA accounts, when one or more broker-dealers is deemed capable of providing equivalent quality of execution with respect to a particular portfolio transaction, Rockledge may select a broker-dealer in recognition of the broker-dealer's past referral of the client for whom the transaction is being executed, or of other clients, or in

anticipation of possible future referrals from the broker-dealer. Rockledge may have an incentive to select a broker-dealer that has referred, or may in the future refer, a client to Rockledge. In selecting such a broker-dealer, unless otherwise specifically disclosed to the client, Rockledge does not pay higher commissions, concessions or mark-ups/downs than would otherwise be obtainable from broker-dealers that do not provide client referrals to Rockledge but which otherwise provide similar execution quality services (including, as applicable, for soft dollar services) for Rockledge. Of course, a client may, as discussed below, limit Rockledge's discretion by directing Rockledge to execute transactions with respect to that client's account through a particular broker-dealer including one which may have referred that client to Rockledge. Additionally, Rockledge may exercise its discretion to execute transactions from broker-dealers that also refer clients, when the use of such broker-dealer is consistent with Rockledge's duty to seek best execution and following procedures reasonably designed to ensure that such referrals are not a factor in the decision to execute a trade, or a particular amount of trades, through such broker-dealer.

In some cases, a broker may be recommended to an individual account to provide custodial or other services for the client. In those cases, transactions are effected for the account through the custodial broker while maintaining the primary objective noted above of obtaining the best price and execution at competitive commission rates.

Commission Rates or Equivalents Policy

Rockledge endeavors to be aware of current charges of eligible broker-dealers and to minimize the expense incurred for effecting portfolio transactions to the extent consistent with the interests and policies of its accounts. However, Rockledge will not select broker-dealers solely on the basis of "posted" commission rates nor always seek in advance competitive bidding for the most favorable commission rate applicable to any particular portfolio transaction. Although Rockledge generally seeks competitive commission rates, it will not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker-dealer involved resulting in higher commissions or their equivalents than would be the case with transactions requiring more routine services.

The reasonableness of commissions is based on the broker's ability to provide professional services, competitive commission rates, research, and other services which will help Rockledge in providing investment management services to clients. Recognizing the values of these factors, Rockledge may pay a brokerage commission in excess of what another broker, who offers no research services and minimal securities transaction assistance, might have charged for effecting the same transaction. Rockledge regularly evaluates the placement of brokerage and the reasonableness of commissions paid. In this connection, Rockledge makes a good faith determination that the amount of commission is reasonable in relation to the value of the research and brokerage services received, viewed in terms of either the specific transaction or Rockledge's overall responsibility to its clients. However, the extent to which commission rates or net prices charged by brokers reflects the value of these services often cannot be readily determined.

“Soft Dollar” or Research/Execution Policy

In allocating brokerage, and consistent with Rockledge’s policies and procedures, Rockledge takes into account the value of brokerage and research services provided by a broker-dealer, as long as such consideration does not jeopardize the objective of seeking best price and execution for client transactions. When appropriate under its discretionary authority and consistent with its duty to seek best execution, Rockledge may direct brokerage transactions for client accounts to broker-dealers who provide Rockledge with useful research and brokerage products and services.

Research services provided by a broker-dealer can be either proprietary (created and provided by the broker-dealer, including tangible research products as well as access to analysts and traders) or third-party (created by a third party but provided by broker-dealer). The brokerage commissions used to acquire research (as well as brokerage) services in these arrangements are known as “soft dollars.” Rockledge may use soft dollars to acquire either type of research and any permissible brokerage services. However, Rockledge will not enter into any agreement or understanding with a broker-dealer that would obligate Rockledge to direct a specific amount of brokerage transactions or commissions in return for such research (or brokerage) services. Nonetheless, certain broker-dealers may state in advance the amount of brokerage commissions they require for certain services and the applicable cash equivalent. Research or brokerage services that may be acquired by Rockledge with soft dollars include, without limitation and to the extent permitted by applicable law: (1) research reports on companies, industries and securities, (2) economic and financial data, (3) financial publications, (4) broker sponsored industry conferences, and (5) market data related software and services. During the past year, Rockledge has acquired proprietary research from brokerage firms with soft dollars.

Rockledge may allocate Client brokerage commissions for brokerage and research services that are also available for cash, where appropriate and permitted by law (or may choose to pay cash for certain services acquired from external sources). Section 28(e) of the Securities Exchange Act of 1934, as amended, provides a “safe harbor” that allows an investment adviser to pay for research and brokerage services with the commission dollars generated by client account transactions. Under SEC interpretations, client commissions may be used for certain research- and brokerage-related products and services that assist Rockledge in meeting its clients’ investment objectives or in managing client accounts. The receipt of these services in exchange for soft dollars benefits Rockledge by allowing Rockledge, at no cost to it, to (1) supplement its own research and analysis activities, (2) receive the views and information of individuals and research staffs of other securities firms, and (3) gain access to persons having special expertise on certain companies, industries, areas of the economy and market factors. Accordingly, Rockledge has an incentive to select or recommend broker-dealers that provide research or other products or services.

Rockledge uses soft dollars consistent with the safe harbor provided by Section 28(e). As such, in determining whether to pay up for a particular execution, Rockledge evaluates whether the product or service provided by the broker:

- (1) consists of advice, analyses or reports containing substantive content with respect to appropriate subject matter(s) or (2) is sufficiently related to the effectuation, clearance or settlement of a transaction and is provided by and/or used during the time period commencing when Rockledge communicates with the relevant broker-dealer for the purpose of transmitting an order for execution and concluding when the funds or securities are delivered or credited to the account or the accountholder's agent;
- provides lawful and appropriate assistance to Rockledge in carrying out its relevant responsibilities to client accounts; and
- is acquired for an amount of soft dollars which is reasonable in relation to the value of the product or service.

These determinations are based primarily on the professional opinions of the persons responsible for the placement and review of such transactions. Such opinions are formed on the basis of, among other things, the experience of these individuals in the securities industry and information available to them concerning the level of commissions being paid by other investors of comparable size and type. Rockledge may select broker-dealers based on its assessment of each broker-dealer's ability to provide quality executions and its belief that the research, information and other services provided by such broker-dealer may benefit client accounts. It is not possible to place a dollar value on the quality executions or on the brokerage and/or research services Rockledge receives from broker-dealers effecting transactions in portfolio securities. Accordingly, broker-dealers selected by Rockledge may be paid commissions for effecting portfolio transactions for client accounts in excess of amounts other broker-dealers would have charged for effecting similar transactions if Rockledge determines in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by those broker-dealers, viewed either in terms of a particular transaction or Rockledge's overall duty to discretionary accounts.

Research obtained with soft dollars will not always be utilized by Rockledge for the specific account that generated the soft dollars. It should be noted that the value of brokerage and research services cannot be measured precisely and commissions paid for such services certainly cannot always be allocated to clients in direct proportion to the value of the services to each client. Because, as discussed below, Rockledge may batch client transactions, brokerage commissions attributable to one or more client accounts may be allocated to brokers who provide statistical data and other research used by Rockledge in managing the accounts of other clients, and vice versa. It is often inevitable (at least in the short run) that commissions paid by one account may, in effect, subsidize services that benefited another account. However, since any distortions should balance out over time as Rockledge's various sources of research and brokerage services enable Rockledge to make better investment decisions and execute more effective trades, Rockledge does not usually attempt to allocate the relative costs or benefits of research or

brokerage services among client accounts. Rockledge believes that, in the aggregate, the services it receives benefit clients and assist Rockledge in fulfilling its overall duty to clients.

Rockledge may use soft dollars to pay for any specific service or for any portion of a “mixed use” items (products or services that provide both research and non-research benefits), although it does not currently use soft dollars to acquire mixed use items. If Rockledge should choose to do so in the future, Rockledge may use soft dollars for the research portion and pay cash for the non-research portion. Although the allocation between soft dollars and cash is not always capable of precise calculation, Rockledge will make a good faith effort to allocate such items reasonably. Records of any such allocations and payments will be prepared and maintained by Rockledge. Additionally, where a cash value is affixed to a particular service or item, Rockledge may use available soft dollar credits and pay cash to make up any difference.

Rockledge may receive directives from certain clients to make a “best effort” attempt to transact business with a client-designated broker in consideration of services received solely by that client from the broker. In such instances, only the particular client’s own soft dollars are used. Unless contrary written instructions are provided by the client, primary consideration is still given to seeking best execution of such transactions.

Batch Transaction Policy

Because the size and mandate of client accounts may differ, the securities held in such accounts may not be identical. In appropriate circumstances, any account managed by Rockledge may purchase or sell a security prior to other portfolios managed by Rockledge. This could occur, for example, as a result of the specific investment objectives of the client and different cash resources arising from contributions or withdrawals, or the purchase of a small position to assess the overall investment desirability of a security.

Transactions for each client are generally effected independently. However, because accounts managed in similar styles often have similar or identical portfolio compositions and weightings, Rockledge may seek to acquire or dispose of the same securities for multiple accounts contemporaneously and may aggregate into a single trade order several individual contemporaneous client trade orders for a single security. When and to the extent consistent with each such client’s investment advisory agreement, and applicable law, Rockledge may, but is not required to, “bunch” or batch together purchases or sales for several clients and allocate the trades, in a fair and equitable manner, across participating client accounts in order to facilitate best execution, including negotiating more favorable prices, obtaining more timely or equitable execution or reducing overall commission charges.

While Rockledge may effect trades in this manner to reduce the overall level of brokerage commissions paid or otherwise enhance the proceeds or other benefits of the trade for its clients, Rockledge may direct transactions to brokers based on both their ability to provide high quality execution and the nature and quality of research services, if

any, such brokers provide to Rockledge. As a result, clients may not always pay the lowest available commission rates where their trades are effected in this manner, so long as Rockledge believes that they are nonetheless obtaining best price and execution, under the circumstances and considering the services provided.

Rockledge seeks to aggregate trade orders in a manner that is consistent with its duty to: (1) seek best execution of client orders, (2) treat all clients fairly and equitably over time; and (3) not systematically advantage or disadvantage any single client or group of clients. When a decision is made to aggregate transactions on behalf of more than one account, such transactions will be allocated among participating accounts in a fair and equitable manner. When a bunched order is filled in its entirety, each participating account will participate at the average price paid or received, per share or unit, on that day for the bunched order based upon the initial amount requested for the account (subject to certain size- or cost-related exceptions), and each participating account will pay or receive the average share price for the bunched order on the same business day and will pay associated transaction costs based on that account's actual participation in the bunched order. When a bunched order is partially filled, Rockledge will allocate the order in accordance with written aggregation and allocation procedures, described generally below.

Pro rata allocation is generally used when a batch order, which usually involves only non-directed accounts and seeks only liquid, actively traded securities, cannot be fully executed in a single day, unless the client has expressly directed otherwise. The partial fill is generally allocated among the participating client accounts based on the size of each account's original order, subject to rounding in order to achieve "round lots". Unexecuted orders will continue until the block order is completed or until all component orders have been cancelled. New orders for the same security will be aggregated with any remaining unexecuted orders and will continue in the same manner. Rockledge will generally apply a minimum order allocation amount of 100 shares, which may be adjusted based on market convention associated with the particular security. If remaining positions are too small to satisfy the minimum order amount, Rockledge may decide to allocate the remaining shares to those accounts seeking large positions which were unfilled. Rockledge may also decide to allocate remaining shares to those accounts whose orders would be completed as a result of the allocation.

While Rockledge will always try to allocate investment opportunities and the results of transactions *pro rata* in the first instance, Rockledge may allocate on a basis other than *pro rata*, if, under the circumstances, Rockledge believes that such other method of allocation is reasonable, does not result in improper or undisclosed advantage or disadvantage to participating accounts, and results in fair access, over time, to investment and trading opportunities for all eligible managed accounts. For example, Rockledge may identify investment opportunities that are appropriate for certain accounts but not others (or with respect to which relatively increased exposure is appropriate for one account or group of accounts over others) based on such factors as: investment objectives and style; risk/return parameters; legal, regulatory and client requirements or restrictions; tax considerations; account size; sensitivity to turnover; available cash and cash flows.

Consequently, Rockledge may determine it is appropriate to place a given security in one account over another, or to allocate a security more heavily to particular accounts over others. Rockledge may also invest in limited availability or thinly traded securities in which it may be unable to acquire substantial positions. Because block orders for such securities are rarely completed in a single trade, and because allocating tiny blocks of such securities may increase settlement and transaction costs, Rockledge may use random allocation to fill the total amount for one client before randomly selecting the next client. On its own, the random allocation method would usually result in a partial fill for the last account selected. To avoid a partial fill, Rockledge would manually seek to identify an account with a pre-allocation request that matches the remaining shares. If such an account is identified, Rockledge would fill that account and place the account which would have received only a partial fill back in the group of accounts eligible for a fill on the next trading day. Random allocation should ensure that all eligible accounts have an opportunity to participate in such transactions over time. Random allocation is especially appropriate when the transaction size is too limited to be effectively allocated *pro rata* among all eligible managed accounts.

Rockledge may also consider the following when allocating trades: (1) cash flow changes (including available cash, redemptions, exchanges, capital additions and capital withdrawals) may provide a basis to deviate from a pre-established allocation as long as it does not result in an unfair advantage to specific accounts or types of accounts over time; (2) accounts with specialized investment objectives or restrictions emphasizing investment in a specific category of securities may be given priority over other accounts in allocating such securities; (3) the proportion that the size of the client's order bears to the total amount desired by all clients; (4) the size of each account's original order; (5) the desire to achieve "round lots"; (6) the size of the account; (7) current holdings of the security; and (8) for bond trades, street convention and good delivery may dictate the minimum size and par amounts.

As discussed below, a client may limit Rockledge's discretion to freely select broker-dealers to effectuate orders for the client's account. In such circumstances, Rockledge may be unable to aggregate the client's orders with those of other clients who have not limited Rockledge's brokerage discretion. Orders for such clients would generally be aggregated only with those clients who have designated the same broker-dealer or where Rockledge has determined to use the client's designated broker-dealer for the entire batched order. Directed orders will generally be placed at the end of discretionary trading activity and the same process described above would be implemented for these accounts if the chosen means of allocation would result in a partial fill for the last account selected.

Notwithstanding the foregoing, Rockledge will attempt, when circumstances permit, to include transactions for directed brokerage clients in a bunched order. In such transactions, the executing broker-dealer must agree to transfer that portion of a bunched order relating to clients that have directed the use of a particular broker-dealer to that broker-dealer. If the executing broker-dealer does not agree to make the transfer, the

order for the same security will be placed through the client's chosen broker-dealer and the cost of the transaction may be greater.

Client-Directed Brokerage Transactions

While Rockledge generally selects broker-dealers for discretionary client accounts, Rockledge will accept, in limited instances, direction from a client as to which broker-dealer(s) should or must be used to execute transactions for that client's account. If a client wishes to direct the use of a particular broker-dealer, Rockledge asks that the client also specify, in writing (1) general types of securities for which the designated firm should be used and (2) whether the designated firm should be used for all transactions. Clients that, in whole or in part, direct Rockledge to use a particular broker-dealer to execute their account's transactions should be aware that, in doing so, they may adversely affect Rockledge's ability to, among other things, negotiate commission rates or spreads, obtain volume discounts on bunched orders or to obtain best price and execution by, for example, executing over-the-counter stock transactions with the market makers for such securities.

In addition, as noted above, transactions for a client that directs brokerage may not be combined or "batched" for execution purposes with orders for the same securities for other accounts managed by Rockledge. In these instances, a client that has directed Rockledge to use a particular broker or dealer to execute its trades will generally have its trades placed at the end of batched trading activity for a particular security. Accordingly, directed transactions may be subject to price movements, particularly in volatile markets, that may result in the client receiving a price that is less favorable than the price obtained for the batched order. Under these circumstances, the direction by a client of a particular broker or dealer to execute transactions may result in higher commissions, greater spreads, or less favorable net prices than might be the case if Rockledge could negotiate commission rates or spreads freely, or select brokers or dealers based on best execution.

In all cases, clients who direct brokerage should understand that, by so doing, they are limiting Rockledge's discretion to select broker-dealers to execute their account transactions; consequently, best price and execution may not be achieved.

ITEM 13: REVIEW OF ACCOUNTS

Mr. Shaner generally reviews all accounts on a weekly basis, or more frequently if circumstances warrant.

Rockledge supplies written reports containing valuations of assets to clients on a quarterly basis, or monthly, as clients may request. Transaction summaries are supplied upon request. Such account statements are in addition to the quarterly account statements sent by the client's custodian. Client meetings are held either in a client's offices or Rockledge's office as may be requested by clients. Generally, meetings will be held once per quarter.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

From time to time, Rockledge may enter into arrangements whereby Rockledge will engage a solicitor to refer clients to Rockledge. To the extent that Rockledge pays cash referral fees to such solicitors, the referral agreement and related activities will be in compliance with the terms and conditions of Advisers Act Rule 206(4)-3, to the extent applicable. Rule 206(4)-3 specifies certain standards that must be met by an investment adviser prior to the payment of a cash fee, directly or indirectly, for a solicitation or referral. Solicitors will generally be independent third parties and are not authorized to provide investment advice to any client or prospect on Rockledge's behalf.

Prospective clients introduced to Rockledge by a solicitor are provided with this Brochure and the solicitor's disclosure statement at the time of solicitation. Clients who are introduced to Rockledge by a solicitor are required to provide Rockledge, either directly or through the solicitor, a signed and dated acknowledgement of their receipt of this Brochure and the solicitor's relevant disclosure document prior to, or at the time of, entering into an advisory relationship with Rockledge. The solicitor's disclosure statement contains important information with respect to, among other things, the material terms of the solicitor's compensation from Rockledge, the nature of any relationship or affiliation between Rockledge and the solicitor and whether the client bears any costs with respect to the solicitation or whether the fees paid by such a client would differ from fees paid by other similarly situated clients who are not so introduced as a result of a solicitation. These solicitor's disclosure statements should be reviewed carefully by clients and prospective clients.

In the event that Rockledge were to utilize the services of a third-party, unaffiliated solicitor, the fees charged by Rockledge to clients would not, as a result of the solicitation, be any higher than those charged to similar clients who were not introduced by a solicitor.

ITEM 15: CUSTODY

Due to certain arrangements, Rockledge may be deemed to have “custody” of client accounts within the meaning of Rule 206(4)-2 under the Advisers Act because Rockledge may have access to or authority over client funds and securities for purposes other than issuing trading instructions. If Rockledge is deemed to have custody over your account, your custodian will send you periodic account statements (generally on a quarterly basis) indicating the amounts of any funds or securities in your account as of the end of the statement period and any transactions in the account during the statement period. You should review these statements carefully. Additionally, you should contact us immediately if you do not receive account statements from your custodian on at least a quarterly basis.

ITEM 16: INVESTMENT DISCRETION

Rockledge only accepts discretionary account relationships pursuant to which Rockledge exercises sole discretion over investments for the account. Rockledge enters into written investment management agreements with clients that describe the nature of the relationship and the nature of the discretionary management exercised by Rockledge.

ITEM 17: VOTING CLIENT SECURITIES

Rockledge has written proxy voting policies and procedures as required by Rule 206(4)-6. Under these policies and procedures, Rockledge votes proxies relating to portfolio securities in the best interests of clients, unless the client contract specifies that Rockledge will not vote. While Rockledge has written guidelines for certain issues on which votes may be cast, each proxy vote may ultimately be cast on a case-by-case basis, taking into consideration any contractual obligations under the advisory agreement or comparable document and all relevant facts and circumstances at the time of the vote. Rockledge considers the quality of management and good corporate governance to be important factors in the security selection process, and strives to invest in companies with management teams that exhibit honesty, integrity and a shareholder orientation. Such managements are generally believed to be in the best position to make decisions that serve the interests of shareholders. Accordingly, a high degree of emphasis is placed on managements' opinions and proxies are often voted in accordance with managements' recommendations. However, Rockledge votes against management on proposals where it perceives a conflict exists between management and clients' interests, such as those which may insulate management or diminish shareholder rights. Rockledge may seek to change the views of management, may join with other investment managers in seeking to submit a shareholder proposal to a company or may oppose a proposal submitted by the company. Any such actions are primarily based on the expected impact of such actions on fundamental share value.

Rockledge is responsible for ensuring that votes are cast and records are maintained. In determining how to vote a given proxy, Rockledge relies on its policies and procedures except to the extent superseded by a client's own proxy voting policies or to the extent that a material conflict of interest is identified. If there is no material conflict of interest, Rockledge will cast the vote in accordance with the recommendation of portfolio management. In the event of an organizational conflict, Rockledge will follow its procedures for resolving material conflicts as identified below.

Rockledge acknowledges its responsibility for identifying material conflicts of interest relating to voting proxies. Relevant Rockledge employees must disclose any personal conflicts such as officer or director positions held by them, their spouses or close relatives in the portfolio company. When a material conflict of interest between Rockledge's interests and its clients' interests appears to exist, Rockledge may eliminate the conflict by choosing one of several options which include: (1) vote in accordance with Rockledge's policies and procedures if it involves little or no discretion; (2) vote as recommended by a third party service if Rockledge uses such a service; (3) if practical, notify affected clients of the conflict of interest and seek a waiver of the conflict; (4) if agreed upon in writing with the client, forward the proxies to affected clients allowing them to vote their own proxies; (5) if possible, erect information barriers around the person or persons making voting decisions sufficient to insulate the decision from the conflict; or (6) "echo" or "mirror vote" the proxies in the same proportion as the votes of other proxy holders that are not Rockledge clients. To the extent that a portfolio manager

serves as a director, trustee or officer of a portfolio company, Rockledge has adopted Chinese Wall policies to ensure that such persons are not involved with any aspect of the proxy voting process with respect to that company.

Clients may obtain copies of Rockledge's written proxy voting policies and procedures as well as information on how proxies were voted for their own account by requesting such information from Rockledge at the address and phone listed on the Cover Page of this Brochure. Rockledge will not disclose proxy votes for a client to other clients or third parties unless specifically requested, in writing, by the client. However, to the extent that Rockledge may serve as a sub-adviser to another adviser to a client, Rockledge will be deemed to be authorized to provide proxy voting records on such client accounts to such other adviser.

ITEM 18: FINANCIAL INFORMATION

Not Applicable.

17113821.2