

Form ADV Part 2A Brochure

Palm Advisors, LLC

5941 South Middlefield

Littleton, CO 80123

303-962-3500

March 30, 2011

This Brochure provides information about the qualifications and business practices of Palm Advisors (Palm). If you have any questions about the contents of this Brochure, please contact us at 303-962-3500. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or any state securities authority.

Palm is a registered investment adviser. Registration as an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information from which you can determine whether to hire or retain an Adviser.

Additional information about Palm is also available via the SEC's web site www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated March 30, 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this document is materially different in structure and requires certain new information that our previous Brochure did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and will provide clients with a summary of such changes. We will also reference the date of our last annual update of our Brochure.

In the past we have been required to offer or deliver information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will deliver to you a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our fiscal year. We may further provide other ongoing disclosure information about material changes as necessary. All such information will be provided to you free of charge.

Currently, our Brochure may be requested by contacting us at (303) 962-3500.

Additional information about Palm is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Palm who are registered as investment adviser representatives of the firm.

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Item 4 – Advisory Business

Palm Advisors (CRD # 128442) (Palm) is registered as an investment adviser with the United States Securities and Exchange Commission. Palm is based in and organized as a limited liability company under the laws of the State of Colorado and the United States of America. The firm has been in business since 2003 and currently has 5 employees.

Palm's principal office and place of business is located at 5941 South Middlefield, Littleton, Colorado 80123. Regular business hours are from 8:00am to 5:00pm Monday through Friday. The firm can be contacted by phone at (303) 962-3500 and by fax at (303) 962-0307.

The firm also maintains an office at 400 Galleria Parkway, Suite 1500, Atlanta, Georgia 30339. The phone number at that location is (678) 385-6508.

Carl G. de Rozario is a co-founder, part owner, and Managing Partner of Palm Advisors, LLC.

Lawrence A. Aubrecht is a co-founder, part owner, and Managing Director of the firm.

Charles C. Hibben is the Chief Compliance Officer and a part owner of the firm.

Palm manages private investment partnerships and other pooled investment funds on a discretionary basis. The firm's primary investment focus is designing strategies using fixed income investments collateralized by various government agencies.

As of February 28, 2011 Palm managed approximately \$104,400,000, all of which was on a discretionary basis.

Item 5 – Fees and Compensation

Palm charges an asset based management fees with a separate performance incentive.

Palm's asset based fees are generally 2% per year, but may be negotiable in certain instances. The fee is generally deducted from the fund on a monthly basis in arrears. Partial periods are prorated.

Regarding the performance incentive fee, Palm generally receives a percentage of profits only after investors have received all equity investments plus a preferred return, usually

10%. After achieving this floor, asset based fees cease and Palm receives incentive fee in lieu of asset based fee.

Item 6 – Performance-Based Fees and Side-By-Side Management

Palm may in limited instances charge performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client), as described in Item 5 above. Such arrangements are only made with qualified clients, and the terms of which are negotiable and may vary. All such arrangements are documented in writing in the client agreement and are made consistent with securities laws.

The nature of performance fees creates a potential conflict of interest between Palm, its associated persons, and clients. For example, such fees may cause Palm and its associated persons to engage in transactions or strategies which will increase the amount of the performance fees, but which may not increase the overall performance of the client's account. To minimize this conflict of interest, Palm's performance fee is usually earned only when the account performance is positive and account performance exceeds an agreed-upon hurdle rate.

A performance fee may also encourage Palm to make riskier and more speculative investments. To minimize this conflict of interest, Palm's performance-based fee schedule will usually include a base fee calculated on assets under management so that Palm's incentive to grow capital is appropriately balanced with an incentive to preserve capital.

Palm does not represent that the amount of the performance fees or the manner of calculating the performance fees is consistent with other performance-related fees charged by other investment advisers under the same or similar circumstances. The performance fees charged by Palm may be higher than the performance fees charged by other investment advisers for the same or similar services.

Item 7 – Types of Clients

Palm provides investment management services to various limited partnership pooled investment funds for which Palm may or may not serve as general partner.

Palm may, at its discretion, provide services directly to investors.

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

Palm's investment strategy is to make investments in undervalued cash flows found in a variety of asset classes including, but not limited to fixed income securities and real estate. To implement our strategy, we analyze, value, and manage fixed income instruments collateralized by various government agencies such as Sallie Mae, the Small Business Administration ("SBA"), and other asset backed receivables. Palm uses a proprietary model for the evaluation of various fixed income assets.

Investing in securities involves risk of loss that clients should be prepared to bear.

For example, investing in this manner exposes investors to risks such as illiquidity, refinancing, and default.

In addition, investing in general exposes investors to various other risks including market risk, interest rate risk, currency risk, and political risk, among others.

No investment or investment strategy can assure a profit or avoid a loss.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to the evaluation of the firm or the integrity of its management. Palm is currently not subject to, nor has ever been subject to, any legal or disciplinary events of a material nature.

Item 10 – Other Financial Industry Activities and Affiliations

In addition to Palm's management of various pooled investment funds, the three owners of Palm are also owners of a financial services company, Verdeam Financial Services, which provides portfolio accounting and valuation services. The company designed and developed a proprietary portfolio tracking system designed to track a wide range of loan characteristics, to provide real time portfolio pricing and analytics, and other specialized portfolio accounting services.

Also, the three owners of Palm are also members of other investment partnerships not managed by Palm, through an entity known as Verdeam Investment Management. Verdeam is the general partner for our in-house investment partnerships.

Item 11 – Code of Ethics

Code of Ethics

Palm has adopted a Code of Ethics expressing the firm's commitment to ethical conduct. Palm's Code of Ethics describes the firm's fiduciary duties and responsibilities to clients, and details practices for reviewing the personal securities transactions of supervised persons with access to client information. The Code also requires compliance with applicable securities laws, addresses insider trading, and details possible disciplinary measures for violations. Palm will provide a complete copy of its Code of Ethics to any client upon request to the Chief Compliance Officer.

Trading Conflicts of Interest

Individuals associated with Palm may make recommendations to clients related to pooled investment funds with which they are associated. In addition, associated individuals are permitted to buy or sell securities for their personal accounts identical to or different than those recommended to clients. Recommendations and transactions such as these may create an incentive for the individual to act in his own best interest rather than that of the client.

Palm prohibits associated persons to favor his or her own interest over that of a client, or to make personal investment decisions based on the investment decisions of clients.

In order to address these and other potential conflicts of interest, Palm requires that associated persons with access to advisory recommendations provide annual securities holdings reports and quarterly transaction reports to the firm's Chief Compliance Officer. Palm also requires prior approval from the Chief Compliance Officer for investing in any IPOs or private placements (limited offerings).

Item 12 – Brokerage Practices

The Custodian and Brokers We Use

Palm does not maintain custody of client assets. Instead, we require all client assets be maintained in an account at a non affiliated “qualified custodian,” generally a broker-dealer or bank. The custodian will hold the assets in an account and will buy and/or sell securities either themselves or through outside brokers upon our instructions.

How We Select Custodians and Brokers

When selecting a custodian or broker for our clients, we consider many different factors including quality of service, types of services offered, overall capability, execution quality, competitiveness of transaction costs, availability of investment research, reputation and stability of the firm, their financial resources, and stability, among other things. In determining the reasonableness of a broker’s compensation, we consider the overall cost relative to the benefits received, both directly and indirectly, from the broker.

Palm does not engage in or participate in soft dollar arrangements, i.e. direct client brokerage trades to broker/dealers in exchange for soft dollar research credits.

Item 13 – Review of Accounts

Reviews of Accounts

Client pooled funds are supervised continuously by the principals of Palm. In addition to ongoing supervision, pooled funds are generally reviewed more formally on a monthly basis. The monthly review generally includes assessing fund goals and objectives, evaluating the employed strategy, monitoring the portfolio, and addressing the need to rebalance.

Additional reviews may be triggered by a change in the fund’s goals or objectives, by an imbalance in a portfolio asset allocation, or by market or economic conditions.

Regular Reports Provided to Clients

Pooled fund members are provided with account statements from the fund's general partner on a monthly basis which includes an NAV summary, an earnings summary for the entire portfolio, individual statements, and cumulative balances. Palm may also provide periodic performance analysis.

Members will also receive an annual report prepared by an independent auditor.

Item 14 – Client Referrals and Other Compensation

Palm may however pay individuals or other professional entities to refer clients to one or more of the pooled investment funds via a Solicitor's Agreement. Such agreements are structured to be in compliance with applicable securities laws. Each client is provided a disclosure statement prior to or at the time of investing into one of the funds which describe the specific compensation arrangement. The advisory fee charged to the pooled investment fund will not increase as a result of the referral arrangement.

Palm does not receive outside economic benefits (sales awards, prizes, etc.) in connection with providing services to clients.

Item 15 – Custody

As noted in Item 12, Palm does not directly hold client funds or securities. All assets are held by outside custodians. Although Palm does not directly hold client funds or securities, some individuals associated with Palm function as general partners of client limited partnerships (or should this be limited liability companies), which gives these individuals some access to client funds and securities.

Partnership assets are typically held by Bank of New York or UMB. Partnership bank accounts are managed by an independent administrator who provides partnership financial statements and investor account statements at least quarterly. At year end, monthly financial statements are reviewed by an independent auditor and K-1 tax statements are issued by the Partnership's tax accountants.

Item 16 – Investment Discretion

Palm accepts full discretionary authority to manage securities accounts on behalf of various pooled investment funds.

When granted authority to manage a fund, Palm customarily has the authority to determine which securities and the amounts that are bought or sold. Any discretionary authority accepted by Palm however is subject to the fund's written investment objectives.

Palm will not exercise any discretionary authority until it has been given authority to do so in writing. Such authority is granted in the written agreement between Palm and the fund.

Item 17 – Voting Client Securities

Palm does not vote proxies on behalf of clients.

Item 18 – Financial Information

Registered investment advisers are required in some cases to provide certain financial information and or disclosures about their financial condition. For example, if the firm requires prepayment of fees for six months in advance or has custody of client funds, it is required to disclose any condition that is reasonably likely to impair its ability to meet its contractual commitments to its clients.

Palm has no financial or operating conditions which trigger such additional reporting requirements.

Item 19 – Requirements for State-Registered Advisers

As an SEC registered firm, this Item is not applicable.