

FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1****OMB APPROVAL**

OMB Number: 3235-0049
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Hours per response... .4.07

Name of Investment Adviser:

Anchor Capital Management LLC

Address: (Number and Street)

(City)

(State)

(Zip Code)

Area Code: Telephone Number:

1997 Annapolis Exchange Blvd., Suite 300**Annapolis****MD****21401****(410) 972-4646**

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

**Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.**

FORM ADV**Part II - Page 2**

Applicant:

Anchor Capital Management LLC

SEC File Number:

801-N/A

Date:

09/25/2009**1. A. Advisory Services and Fees.** (check the applicable boxes)For each type of service provided, state the approximate % of total advisory billings from that service. **Est**
(See instruction below.)**Applicant:**

- | | | | |
|-------------------------------------|-----|---|------------|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services | 20% |
| <input checked="" type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | 60% |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | 10% |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | % |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above | % |
| <input type="checkbox"/> | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | % |
| <input checked="" type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities | 10% |
| <input type="checkbox"/> | (8) | Provides a timing service | % |
| <input type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

- | | | | |
|-----------|---|---|-----------------------------|
| B. | Does applicant call any of the services it checked above financial planning or some similar term? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
|-----------|---|---|-----------------------------|

C. Applicant offers investment advisory services for: (check all that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of clients - Applicant generally provides investment advice to: (check those that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 3**

Applicant:

Anchor Capital Management LLC

SEC File Number:

801- **N/A**

Date:

09/25/2009**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | I. Options contracts on: |
| <input type="checkbox"/> (3) foreign issues | <input type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | J. Futures contracts on: |
| | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> C. Corporate debt securities
(other than commercial paper) | <input type="checkbox"/> (2) intangibles |
| <input type="checkbox"/> D. Commercial paper | K. Interests in partnerships investing in: |
| | <input type="checkbox"/> (1) real estate |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> (2) oil and gas interests |
| <input type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (3) other (explain on Schedule F) |
| G. Investment company securities: | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (1) variable life insurance | |
| <input checked="" type="checkbox"/> (2) variable annuities | |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|---|--|
| (1) <input type="checkbox"/> Charting | (4) <input type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the
Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input type="checkbox"/> Company press releases |
| (4) <input type="checkbox"/> Corporate rating services | (8) <input type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|--|
| (1) <input checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input type="checkbox"/> Option writing, including covered options, uncovered
options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 4**

Applicant:

Anchor Capital Management LLC

SEC File Number:

801-N/A

Date:

09/25/2009**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

Yes No
☒ ☐

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- formal education after high school
- year of birth
- business background for the preceding five years

7. Other Business Activities. (check those that apply)

- ☒ A. Applicant is actively engaged in a business other than giving investment advice.
- ☒ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.....

Yes No
☐ ☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV
Part II - Page 5

Applicant:

Anchor Capital Management LLC

SEC File Number:

801- **N/A**

Date:

09/25/2009
9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes	No
<input type="checkbox"/>	<input checked="" type="checkbox"/>

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Please refer to Schedule F, Item 11.A.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

Please refer to Schedule F, Item 11.B.
Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant:

Anchor Capital Management LLC

SEC File Number:

801-N/A

Date:

09/25/2009

12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

(1) securities to be bought or sold?

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ?

Yes No

☒ ☐

(3) broker or dealer to be used ?

Yes No

☐ ☒

(4) commission rates paid?

Yes No

☐ ☒

B. Does applicant or a related person suggest brokers to clients?

Yes No

☒ ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals?

Yes No

☐ ☒

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities unless applicant is registered or registering only with the Securities and Exchange Commission; or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?

Yes No

☐ ☒

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:
Anchor Capital Management LLC

SEC File Number:

801-N/A

Date:

09/25/2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

IRS Empl. Ident.No.:
Available upon request

Item of Form (identify)	Answer
Item 1.D.	<p>Anchor Capital Management LLC (hereinafter "ACM" or "the Firm") is a limited liability company formed under the laws of Maryland. This Schedule F narrative provides clients with information regarding ACM and the qualifications, business practices, and nature of advisory services that should be considered before becoming an advisory client of ACM.</p> <p>Please contact Peter Schanck, Managing Member/Chief Compliance Officer, if you have any questions about this Schedule F narrative. Additional information about ACM is available on the Internet at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as an IARD number. The Firm IARD number for ACM is 129070.</p> <p>Individuals associated with ACM will provide its investment advisory services. These individuals are appropriately licensed, qualified, and/or authorized to provide advisory services on behalf of ACM. Such individuals are known as Investment Adviser Representatives (IARs).</p> <p><u>ADVISORY SERVICES AND FEES</u></p> <p>ACM offers personalized investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities. We know that treating clients like friends is the heart of sincere relationships.</p> <p>ACM offers clients investment guidance through reliable, thoughtful relationships that will help them weather life's changes. ACM works with clients to help them anticipate the financial impact of key changes in their lives, and take action to navigate those transitions. The process begins by profiling clients' financial needs and goals. ACM may use a questionnaire or other information provided by the client to see if they may benefit from our services. A client's personal profile provides necessary information used by ACM to help clients develop an Investment Plan that encompasses a suitable asset allocation strategy and portfolio structure. Structuring a client's investment portfolio to reflect his/her risk tolerance, desired level of liquidity and rate of return is a crucial step in preparing clients to make successful financial decisions that will help them navigate a lifetime of transitions.</p> <p><u>SELECTION OF OTHER ADVISERS (UNAFFILIATED PORTFOLIO MANAGERS)</u></p> <p>As part of its advisory services, ACM may recommend that clients utilize the services of a third party investment adviser or manager ("TPA"). Currently, ACM recommends Matrix Asset Allocation ("Matrix"), a division of Abundance Technologies, Inc., ("Abundance"), and SEI programs managed by SEI Investments Management Corporation ("SIMC"), among others to manage a portion of, or a client's entire portfolio.</p> <p>All TPAs that the Firm recommends to its clients must be registered as investment advisers with either the Securities and Exchange Commission or with the appropriate state authority(ies).</p> <p>After gathering information about the client's financial situation and objectives, an IAR of ACM will make recommendations regarding the suitability of a TPA or investment style based on, but not limited to, the client's financial needs, investment goals, tolerance for risk, and investment objectives. Upon selection of a TPA(s), ACM will monitor the performance of the TPA(s) to ensure their performance and investment style remains aligned with the investment goals and objectives of the client.</p> <p><u>Matrix Programs</u></p> <p>ACM participates in the Abundance Mutual Fund Platform. Under this program, Matrix invests clients' assets primarily through the mutual fund series managed by Abundance.</p>

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant: Anchor Capital Management LLC	SEC File Number: 801-N/A	Date: 09/25/2009
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

IRS Empl. Ident.No.:
Available upon request

Item of Form (identify)	Answer										
Item 1.D. (continued)	<p><u>The Abundance Fund Platform</u></p> <p>Clients participating in the Abundance Fund Platform enter into a tri-party agreement with Matrix and ACM under which Matrix is granted discretionary authority to invest client assets in the Funds. Each client's portfolio is reviewed quarterly and rebalanced as appropriate. Each rebalancing or reallocation of client's assets may involve transaction charges imposed by the custodian.</p> <p>Clients participating in the Abundance Fund Platform ultimately bear all Fund-related fees and expenses, including brokerage fees and operating expenses. Assets invested in shares of the Funds are subject to embedded advisory and other fees and expenses, as set forth in the prospectus. No sales loads are paid to Abundance or any other parties with respect to Fund Investments.</p> <p>Clients are also responsible for paying ACM's advisory fee, outside the Funds. Such fees may range from .25% to 1.4% of clients assets as set forth in the fee schedule listed below:</p> <table> <tr> <th><u>ASSETS UNDER MANAGEMENT</u></th><th><u>ANNUALIZED FEE*</u></th></tr> <tr> <td>\$0 to \$150,000</td><td>1.40%</td></tr> <tr> <td>\$150,001 to \$1,000,000</td><td>1.00%</td></tr> <tr> <td>Next \$3,000,000</td><td>0.50%</td></tr> <tr> <td>Over \$4,000,000</td><td>0.25%</td></tr> </table> <p>*Note: Fee does not include transaction fees or other fees charged by brokers, mutual funds, or custodians.</p> <p>Matrix receives no part of the advisory fee. Clients who invest in the Abundance Funds through different advisory firms or co-advisers may pay lower advisory fees than other investors in the same funds.</p> <p>Abundance also offers an investment planning tool that allows ACM to provide a customized Investment Plan prior to implementation. This plan allows ACM to develop a suitable asset allocation based on a client's risk profile, investment horizon, financial circumstances, and investment objectives. The plan is presented and discussed prior to implementation. There may be one-time fee of \$500 for the investment plan. The fee will be due upon delivery of the plan.</p> <p><u>SEI Programs</u></p> <p>ACM offers various third-party management services provided through SEI Investments Management Corporation ("SIMC").</p> <p><u>SEI Asset Allocation Program</u></p> <p>ACM participates in The SEI Asset Allocation Program, which is offered to high net worth individuals, defined benefit plans, participant and non-participant directed defined contribution plans, institutions, endowments, and foundations.</p> <p>With the SEI Asset Allocation Program, ACM serves as the investment adviser to the investor, and is responsible for analyzing the investor's current financial situation, return expectations, risk tolerance, time horizon, and asset class preference, pursuant to the ACM's investment advisory agreement. Based upon the investor's information, ACM and the investor select an investment strategy and choose from one of many mutual fund asset allocation models, which may be provided by SEI Investments Management Corporation ("SIMC"), or purchase the individual mutual funds.</p> <p>ACM will allocate the assets placed in the investor's account among the SEI Funds (a family of mutual funds advised by SIMC) in accordance with the investment strategy, goal or model selected</p>	<u>ASSETS UNDER MANAGEMENT</u>	<u>ANNUALIZED FEE*</u>	\$0 to \$150,000	1.40%	\$150,001 to \$1,000,000	1.00%	Next \$3,000,000	0.50%	Over \$4,000,000	0.25%
<u>ASSETS UNDER MANAGEMENT</u>	<u>ANNUALIZED FEE*</u>										
\$0 to \$150,000	1.40%										
\$150,001 to \$1,000,000	1.00%										
Next \$3,000,000	0.50%										
Over \$4,000,000	0.25%										

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant: Anchor Capital Management LLC	SEC File Number: 801-N/A	Date: 09/25/2009
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

IRS Empl. Ident.No.:
Available upon request

Item of Form (identify)	Answer										
Item 1.D. (continued)	<p>by the investor. The investor, through ACM, may adjust their asset allocation to help ensure that the mix reflects the objectives of the chosen strategy. The investor may, at any time, impose reasonable restrictions on the management of his/her account or choose a new investment strategy. For participant-directed plans, assets will be invested in the SEI Asset Allocation mutual funds and other style-specific SEI Funds (if applicable).</p> <p>The SEI Funds are administered, distributed, and in some cases advised by SIMC or its affiliates for which it is paid fees as disclosed in the SEI Funds' prospectuses. The prospectus(es) should be read carefully by all investors before investing in the SEI Funds.</p> <p>The fees payable to the Adviser are as follows:</p> <table> <tr> <td><u>ASSETS UNDER MANAGEMENT</u></td><td><u>ANNUALIZED FEE*</u></td></tr> <tr> <td>\$0 to \$150,000</td><td>1.40%</td></tr> <tr> <td>\$150,001 to \$1,000,000</td><td>1.00%</td></tr> <tr> <td>Next \$3,000,000</td><td>0.50%</td></tr> <tr> <td>Over \$4,000,000</td><td>0.25%</td></tr> </table> <p>*Note: Fee does not include transaction fees or other fees charged by brokers, mutual funds, or custodians.</p> <p>Clients who are referred to Matrix, SEI, or another TPA will receive full disclosure, including services rendered and fee schedules, at the time of the referral by delivery of a copy of the relevant TPAs' Form ADV Part II or equivalent disclosure document. In addition, if the investment program recommended to a client is a wrap fee program, the client will also receive the Schedule H or equivalent wrap fee brochure provided by the sponsor of the program.</p> <p>Clients may be required to sign a tri-party agreement or an agreement directly with the TPA(s) selected. The client or the TPA, in accordance with the provisions of those agreements, may terminate the advisory relationship with at least 30 days prior written notice. If the TPA is compensated in advance, the client will typically receive a pro rata refund of any prepaid advisory fees upon termination of an advisory agreement.</p> <p>ASSET MANAGEMENT SERVICES (IN-HOUSE MANAGEMENT) ACM provides asset management services where the investment advice provided is custom tailored to meet the needs and investment objectives of the Client. Typically, the client grants ACM discretionary authority to manage the account. Accordingly, ACM is authorized to perform various functions, at the client's expense, without prior approval from the Client. Such functions include selection of the mutual funds and amount of mutual funds to be bought or sold, and the selection of third party advisers. Once the portfolio is constructed, ACM may provide rebalancing of the portfolio as changes in market conditions and/or client circumstances may require. Rebalancing may help to control risks and it provides a discipline to sell a portion of those asset classes that have appreciated or to buy asset classes that have declined in value.</p> <p><u>ACM Fees for Asset Management Services</u> ACM's annualized fee for asset management services is based on a percentage of assets under management by ACM. The annual fee for asset management services is billed quarterly, or in some cases annually, in arrears based on the market value of the assets on the last day of the calendar quarter. Securities bought or sold are reflected in the managed account's value as of the trade date. If cash and/or securities are added or withdrawn between billing periods, a proportionate fee may be charged or deducted on the amount added or withdrawn as of the</p>	<u>ASSETS UNDER MANAGEMENT</u>	<u>ANNUALIZED FEE*</u>	\$0 to \$150,000	1.40%	\$150,001 to \$1,000,000	1.00%	Next \$3,000,000	0.50%	Over \$4,000,000	0.25%
<u>ASSETS UNDER MANAGEMENT</u>	<u>ANNUALIZED FEE*</u>										
\$0 to \$150,000	1.40%										
\$150,001 to \$1,000,000	1.00%										
Next \$3,000,000	0.50%										
Over \$4,000,000	0.25%										

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant: Anchor Capital Management LLC	SEC File Number: 801-N/A	Date: 09/25/2009
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

IRS Empl. Ident.No.:
Available upon request

Item of Form (identify)	Answer										
Item 1.D. (continued)	<p>transaction date. Fees will be assessed pro rata in the event the asset management agreement is executed at any time other than the first day of calendar quarter. Annualized fees for portfolio management services are based on the following fee schedule, which may be subject to negotiation:</p> <table> <tr> <th><u>ASSETS UNDER MANAGEMENT</u></th><th><u>ANNUALIZED FEE*</u></th></tr> <tr> <td>\$0 to \$150,000</td><td>1.40%</td></tr> <tr> <td>\$150,001 to \$1,000,000</td><td>1.00%</td></tr> <tr> <td>Next \$3,000,000</td><td>0.50%</td></tr> <tr> <td>Over \$4,000,000</td><td>0.25%</td></tr> </table> <p>*Note: Fee does not include transaction fees or other fees charged by brokers, mutual funds, or custodians.</p> <p>ACM, in its sole discretion, may waive or lower the above fees for certain clients. Further, pre-existing clients may be subject to different fee schedule pursuant to such pre-existing client agreements.</p> <p>ACM, in its discretion may allow accounts of members of the same household to be aggregated for purposes of determining the advisory fee. The Firm may allow such aggregation, for example, where the Firm services accounts on behalf of minor children of current Clients, individual and joint accounts for a spouse, and other types of related accounts. This consolidation practice is designed to allow Clients the benefit of an increased asset total, which could potentially cause the accounts to be assessed a reduced advisory fee based on the breakpoints available in ACM's fee schedule as stated above.</p> <p>ACM or the client may terminate the management agreement within five days of the date of acceptance without penalty to the client. After the five-day period, either party may terminate the investment advisory agreement by providing written notice to the other party. The management fee will be pro-rated for the quarter in which the cancellation notice was given and any unearned prepaid fees will be refunded to the client.</p> <p>GENERAL INFORMATION ON ADVISORY SERVICES AND FEES</p> <p>ACM shall never have custody of any client funds or securities, as the services of a qualified and independent custodian will be used for these services.</p> <p>The fees charged are calculated as described above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds, or any portion of the funds of an advisory client (15 U.S.C. §80b-5(a)(1)). <u>In no circumstance will the Firm require prepayment of a fee more than six months in advance and in excess of \$500</u></p> <p>ACM does not represent, warrant, or imply that the services or methods of analysis employed by the Firm can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.</p> <p>Advice offered by ACM may involve investment in mutual funds. Clients are hereby advised that all fees paid to ACM for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds (as described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. Further, transaction charges may be incurred when purchasing or selling securities. ACM does not share in any portion of the brokerage fees/transaction charges imposed by the custodian holding the client funds or</p>	<u>ASSETS UNDER MANAGEMENT</u>	<u>ANNUALIZED FEE*</u>	\$0 to \$150,000	1.40%	\$150,001 to \$1,000,000	1.00%	Next \$3,000,000	0.50%	Over \$4,000,000	0.25%
<u>ASSETS UNDER MANAGEMENT</u>	<u>ANNUALIZED FEE*</u>										
\$0 to \$150,000	1.40%										
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Over \$4,000,000	0.25%										

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant: Anchor Capital Management LLC	SEC File Number: 801-N/A	Date: 09/25/2009
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident.No.: Available upon request
Item of Form (identify)	Answer	
Item 1.D. (continued)	<p>securities. The client should review all fees charged by mutual funds, brokers, custodians, ACM, and others to fully understand the total amount of fees to be paid by the client.</p> <p>Clients should understand that all investments involve risk (the amount of which may vary significantly), that investment performance can never be predicted or guaranteed and that the values of their portfolios will fluctuate due to market conditions and other factors. Clients should also understand that all or a portion of their securities may be sold either at the initiation of or during the course of the management of their portfolio(s). The client is responsible for the tax liabilities arising from such transactions and is encouraged to seek the advice of a qualified tax professional.</p>	
Item 3.L.	<p><u>TYPES OF INVESTMENTS</u></p> <p>ACM reserves the right to advise clients on any other type of investment that it deems appropriate based on the client's stated goals and objectives. ACM may also provide advice on other investments held in a client's portfolio at the inception of the advisory relationship or any investment for which the client requests advice.</p>	
Item 5.	<p><u>EDUCATION AND BUSINESS STANDARDS</u></p> <p>Associated persons of ACM, who are involved in determining or giving investment advice to clients must meet all examination, licensing or experience requirements of the states and/or jurisdictions in which the individual provides advisory services.</p>	
Item 6.	<p><u>EDUCATION AND BUSINESS BACKGROUND</u></p> <p>PETER SCHANCK YEAR OF BIRTH: 1938 FORMAL EDUCATION: ➤ John Hopkins University, Bachelor of Engineering BUSINESS BACKGROUND FOR PREVIOUS FIVE YEARS: ➤ Anchor Capital Management LLC, President/IA Representative, 10/2003 to Present.</p>	
Item 7.A. & B.	<p><u>OTHER BUSINESS ACTIVITIES</u></p> <p>Certain officers and IARs of ACM, may also be licensed as insurance agents of ACM, an insurance resident producer firm offering a variety of insurance services and products, such as fixed annuities, variable annuities, long-term care, and life insurance. IARs of the Firm who are registered as insurance agents of can offer various insurance products from a variety of product sponsors and earn commissions for these activities. Compensation may vary by product and there may be an incentive to recommend one financial product over another. ACM clients to whom it offers advisory services may also be insurance clients of ACM. Clients are instructed that the fees paid to ACM for advisory services are separate and distinct from the commissions earned for placing the client in insurance products. There is no advisory fee charged for advice, counsel, opinion, analysis or recommendations concerning insurance products. Insurance companies usually pay commissions to their agents immediately after a contract is written. These commissions vary and may be higher than fees that would be initially paid by a client for managed account services; but with time, that difference will ameliorate and reverse. Clients to whom ACM offers advisory services are informed that they are under no obligation to utilize the insurance services offered by ACM.</p>	
Item 9.E.	<p><u>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</u></p> <p>From time to time, ACM or persons associated with ACM may buy or sell securities that are recommended to its Clients, or securities in which its Clients are invested. It is ACM's policy that associated persons of ACM shall not have priority over any Client account in the purchase or sale</p>	

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**Schedule F of
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident.No.: Available upon request
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	<p>of securities.</p> <p><i>Code of Ethics</i></p> <p>ACM has adopted a Code of Ethics, the full text of which is available to Clients and potential Clients upon request. ACM strives to comply with all applicable laws and regulations governing its practices. Therefore, ACM has set forth guidelines for professional standards of conduct for its associated persons, the goal of which is to protect Client interests at all times and to demonstrate its commitment to its fiduciary duties of honesty, good faith, and fair dealing with Clients. All associated persons are expected to adhere strictly to these guidelines. Additionally, ACM maintains and enforces written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about Clients or their account holdings by ACM or any associated person.</p>	
Item 11.A.	<p><u>REVIEW AND MONITORING OF ACCOUNTS</u></p> <p>Monitoring each client's portfolio on an ongoing basis is a crucial part of ACM's process. ACM reviews portfolio asset allocation and structure quarterly or on an "as needed" basis, to determine if client assets are properly positioned to potentially meet stated financial goals and risk tolerance levels. As-needed reviews might be initiated due to changes in market conditions, changes that a client may have in their objectives, financial situation or employment, deaths or disability in the family, additions to the family, or at the client's request.</p> <p>Accounts may be reviewed by any ACM IAR. ACM will periodically monitor the performance of the mutual fund and/or third parry manager with respect to each of the client's accounts.</p>	
Item 11.B.	<p><u>REPORTS TO CLIENTS</u></p> <p>Clients will receive directly and/or will be provided electronic access to monthly and/or quarterly reports from the custodian holding their funds and securities or the TPA. ACM receives copies of client statements.</p> <p>The quarterly reports from the custodian or TPA show current holdings, current asset mix and performance.</p> <p>ACM sends quarterly statements to clients and, in some cases, annual or monthly reports. Client consultations may be conducted to review quarterly reports and answer client questions. Performance, for ACM clients who custody their assets at Schwab, is reported net of all fees. SEI reports performance net of SEI's fee, but before ACM's fees are deducted.</p>	
Item 12.A.	<p><u>INVESTMENT OR BROKERAGE DISCRETION</u></p> <p>Generally, clients grant ACM discretion over the selection of securities and/or mutual funds to be bought or sold, without obtaining their prior consent or approval. However, ACM's investment authority may be subject to specified investment objectives, guidelines, and/or conditions imposed by the Client. Clients may amend these limitations, as required. Such amendments must be submitted in writing. Where the Firm enters into non-discretionary arrangements with the Clients, the Firm will obtain Client approval prior to rebalancing and/or reallocating client assets.</p>	
Item 12.B.	<p><u>SUGGESTION OF BROKERS</u></p> <p>ACM typically recommends that clients use Charles Schwab & Co., Inc., member SIPC or SEI Private Trust Company, member FINRA/SIPC for brokerage and custodial services. Other custodians may be used for certain types of qualified accounts. It may be the case that the recommended broker charges a higher fee than another broker charges for a similar type of service.</p>	

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Applicant: Anchor Capital Management LLC	SEC File Number: 801-N/A	Date: 09/25/2009
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

IRS Empl. Ident.No.:
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Item of Form (identify)	Answer
Item 13.A.	<p>ACM may recommend that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab"), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. ACM is independently owned and operated and not affiliated with Schwab. Schwab provides ACM with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the firm's clients' assets is maintained in accounts at Schwab Institutional, and <i>is not otherwise contingent upon ACM committing to Schwab any specific amount of business (assets in custody or trading)</i>. Schwab's services include brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.</p> <p>In selecting a broker-dealer ACM will endeavor to select those brokers or dealers that will provide the best services at the lowest commission rates possible. The reasonableness of commissions is based on several factors, including the broker's ability to provide professional services, competitive commission rates, volume discounts, execution price negotiations, and other services.</p> <p><u>ADDITIONAL COMPENSATION</u></p> <p>IARs of ACM may sell insurance products, including, but not limited to, fixed annuities, life, health, and long-term care products, and will receive additional compensation, in the form of commissions, on the sale of such products.</p> <p>Schwab also makes available to ACM other products and services that benefit ACM but may not benefit its clients' accounts. Some of these other products and services assist ACM in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of ACM's fees from its clients' accounts; and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of ACM's accounts, including accounts not maintained at Schwab Institutional. Schwab Institutional also makes available to ACM other services intended to help ACM manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services rendered to ACM by independent third parties. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to ACM. While as a fiduciary, ACM endeavors to act in its clients' best interests, and ACM's recommendation that clients maintain their assets in accounts at Schwab may be based in part on the benefit to ACM of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.</p> <p><u>MISCELLANEOUS</u></p> <p><u>Proxy Voting</u></p> <p>ACM will not be required to take any action or render any advice with respect to voting of proxies solicited by, or with respect to, the issuers of securities in which client's assets may be invested. Although ACM may, on rare occasions and only at the client's request, offer clients advice regarding corporate actions and the exercise of proxy voting rights.</p>

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**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:
Anchor Capital Management LLC

SEC File Number:

801-N/A

Date:

09/25/2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

IRS Empl. Ident.No.:
Available upon request

Item of Form (identify)	Answer
	<p><i>Class Action Lawsuits</i></p> <p>From time to time, securities held in the accounts of clients will be the subject of class action lawsuits. The Firm has no obligation to determine if securities held by the client are subject to a pending or resolved class action lawsuit. It also has no duty to evaluate a client's eligibility or to submit a claim to participate in the proceeds of a securities class action settlement or verdict. Furthermore, the Firm has no obligation or responsibility to initiate litigation to recover damages on behalf of clients who may have been injured as a result of actions, misconduct, or negligence by corporate management of issuers whose securities are held by clients.</p> <p>However, in the unlikely event that ACM receives any proxy materials or information regarding class action legal matters involving securities held in client accounts, including written or electronic proxy materials or notices of class action lawsuits, settlements, or verdicts affecting securities owned by a client, ACM will forward all notices, proof of claim forms, and other materials, to the relevant client. Electronic mail is acceptable where appropriate, if the relevant client has authorized contact in this manner.</p> <p><i>Privacy</i></p> <p>Protecting its clients' private information is important to ACM. Therefore, ACM has instituted policies and procedures to ensure that customer information is kept private and secure. ACM does not disclose any non-public personal information about its customers or former customers to any non-affiliated third parties except as required by or permitted by law. In the course of servicing a client account, ACM may share some information with its service providers, such as transfer agents, custodians, broker/dealers, accountants, and attorneys. ACM restricts internal access to non-public personal information to those employees who need access to such information in order to provide products or services to a particular client. ACM also maintains physical, electronic, and procedural safeguards to protect client information.</p> <p>A copy of ACM' privacy policy notice will be provided to each client prior to, or contemporaneously with, the execution of the advisory agreement. Thereafter, ACM will deliver a copy of the current privacy policy notice to its clients annually. Questions regarding this policy should be directed to Peter Schanck, Managing Member/CCO at (410) 583-9595.</p> <p>ACM is not averse to using electronic means of communication; however, it must be recognized that such communication is not private. ACM will need specific written authority from clients in order to send information to the client or to his/her designated agents via electronic means.</p>

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