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This brochure provides information about the qualifications and business practices of Lakeshore Capital, LLC. If you have any questions about the contents of this brochure, please contact us at (205) 313-9000, or by email at info@lakeshorecapitalllc.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority. Registration with the SEC does not imply a certain level of skill or training.

Additional information about Lakeshore Capital, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

March 4, 2013

Material Changes

Annual Update

Lakeshore Capital, LLC is providing this information as part of our annual updating amendment which contains no material changes from our last annual update. This section discusses only material changes since the last annual update which most recently occurred in February 2012.

Material Changes since the Last Update

The Securities and Exchange Commission adopted amendments to Part II of Form ADV effective October 2010. The newly revised Part 2 consists of Part 2A (the “Brochure”) and Part 2B (the “Brochure Supplement”). Each update of the Brochure must now include a summary of all material changes since the last annual update.

There have been no material changes to Lakeshore Capital, LLC since the last annual update in February 2012.

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Advisory Business

Firm Description

Founded in 2004, Lakeshore Capital, LLC (“Lakeshore”) is an independently owned investment adviser registered with the U.S. Securities and Exchange Commission managing personal, family, retirement, trust, foundation/endowment and corporate accounts.

Principal Owners

Mr. Joel F. Conn is the principal owner of Lakeshore.

Types of Advisory Services

Lakeshore provides equity portfolio management services to both institutional and individual clients.

Lakeshore may also establish arrangements where it provides model portfolio recommendations to other investment advisers. Services and fees for these arrangements will be negotiated.

Tailored Relationships

Lakeshore accepts any reasonable limitation or restriction to such authority on the account placed by the client. All limitations and restrictions placed on an account must be presented to Lakeshore in writing.

Wrap Fee Programs

We participate in “wrap fee” advisory programs. Wrap fee accounts are treated similarly to all non-wrap fee accounts. In return for our services, the wrap fee program sponsor pays us a portion of the wrap fee that clients pay to the wrap fee program sponsor.

Asset Management

As of December 31, 2012, Lakeshore manages \$105,678,717 of client assets on a discretionary basis and \$3,975,039 of client assets on a non-discretionary basis.

Fees and Compensation

Description

Clients will be charged an annual fee for Lakeshore’s services in accordance with the fee schedule described below. The annual fee shall be paid in quarterly installments in advance based on the market value of the assets in the client’s investment account (the “Investment Account Assets”) as of the close of business on the last business day of

the preceding quarter. Fees for the initial partial quarter shall be prorated from the date of the advisory agreement. Payments shall be due within fifteen (15) days after the end of each quarter during the term of the advisory agreement. For purposes of the fee calculation, the market value of the Investment Account Assets shall be determined based upon a report of the custodian selected by the client (the “Custodian”) as of the relevant date. Additional assets contributed by the client to the Investment Account Assets during a quarter will be charged a pro rata fee based upon the number of days remaining in the quarter. Clients may withdraw Investment Account Assets upon notice to Lakeshore, subject to the usual and customary securities settlement procedures. No fee adjustments will be made for partial withdrawals or for appreciation or depreciation of Investment Account Assets within a billing period. Under special circumstances, fees may be negotiable at Lakeshore’s sole discretion.

Annual Fee for Individual U.S. Clients

<u>Portfolio Value</u>	<u>Annual Percentage</u>
First \$5 million	1.00%
Thereafter	0.75%

The minimum annual fee for U.S. clients is \$1,500.

Annual Fee for Individual Non-U.S. Clients

<u>Portfolio Value</u>	<u>Annual Percentage</u>
First \$1 million	1.50%
Next \$4 million	1.00%
Thereafter	0.75%

The minimum annual fee for non-U.S. clients is \$2,500.

Termination of Advisory Agreement

Services may be terminated by either Lakeshore or the client at any time without penalty upon written notice to the other party. Upon termination, it is the client’s responsibility to monitor the Investment Account Assets, and Lakeshore will have no further obligation to act or advise with respect to those assets. Notice of termination shall be made by the terminating party in writing. Any prepaid fees will be prorated and the unused portion will be returned to the client within fourteen (14) days following the date on which the advisory agreement is terminated.

Direct Debit of Fees

Lakeshore is authorized to invoice the Custodian directly for Lakeshore’s fees. Clients will be responsible for verifying the accuracy of Lakeshore’s fee calculation; the Custodian will not determine whether the fee is calculated properly. Clients must agree within the advisory agreement that the Custodian shall be permitted to remit payment

of fees to Lakeshore from the Investment Account Assets by electronic transfer or other payment method selected by Lakeshore.

Other Fees

At all times, all clients shall bear the economic liability associated with employing the services of custodians and shall pay custodian fees, as well as brokerage and other transaction costs associated with investing in securities. For more information regarding brokerage fees, please refer to the section of this Brochure entitled “Brokerage Practices.”

Performance-Based Fees

Receipt of Performance-Based Fees

Lakeshore does not receive performance-based fees from its clients.

Types of Clients

Description

Lakeshore provides investment supervisory services to individuals, banks, trusts, estates, charitable organizations, pension and profit-sharing plans, and other corporations and business entities.

Account Minimums

Generally, the minimum amount of assets that a client must place under management to open an account is \$100,000. Additionally, account relationships may be grouped in order to meet the required minimum.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Lakeshore’s methods of analysis include fundamental and cyclical approaches. The sources of information used can include, among other things, financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the SEC and company press releases.

Investment Strategies

Lakeshore looks for emerging, overlooked investment themes and employs proprietary fundamental analysis to identify related companies that have the potential to provide superior long-term performance.

Security Selection:

We actively follow approximately 100 U.S. companies with market caps of at least \$500 million searching for companies that are judged to combine attractive long-term capital appreciation potential with a high degree of safety.

Relevant factors considered include: high return on equity, accelerating earnings, low P/E, low price to book value, strong balance sheet, increasing dividends, management tenure, strong competitive position, and high barriers to entry.

Portfolio companies are generally “under followed” and “under valued” by Wall Street and/or are turnaround situations.

Companies are typically researched for an extended period before being added to the portfolio.

Portfolio Construction:

Our portfolio generally consists of 20-25 securities. Companies are generally equally weighted and no position is usually greater than 10%. No arbitrary sector or industry limitations are imposed.

Exit Strategy:

Securities will be sold if the original investment thesis is fundamentally impaired or if the performance outstrips the fundamentals. If a company continues to perform as expected, the security may be held indefinitely.

Portfolio Positioning:

Our portfolio is designed as a conservative core investment where capital preservation is of prime importance.

Risks

Risk of loss. Although Lakeshore makes every effort to preserve each client’s capital and achieve real growth of wealth, investing in securities involves a risk of loss that each client should be prepared to bear.

Risks of stock investing. Stocks generally fluctuate in value and may decline significantly over short time periods. The value of a stock in which a client invests may decline due to general weakness in the stock market or because of factors that affect a company or a particular industry.

No Assurance of investment appreciation. In addition to short-term market fluctuations, there is no assurance that any particular investment will appreciate in value over the long term or that it can ever be sold at a profit. It is

possible that some or all of a client's investments may be sold at a net sales price which will be less than the acquisition costs paid for such investments.

Reliance on companies in which investments are made. Clients will be a partial owner of the companies in which its assets are invested and, therefore, will face risks inherent in owning a business. These risks include, but are not limited to, (1) a company's operations may not be successful or profitable, (2) a company may not have the financial resources to weather economic downturns, (3) a company may not be able to control and mitigate cost increases, (4) a company may not be able to effectively respond to regulatory actions affecting its operations or markets, and (5) the company's management may mismanage the company and/or engage in fraud. Each client must recognize that the success of such client's investment portfolio depends on the operating success and profitability of the companies in its investment portfolio. Lakeshore will not have control or discretion concerning any operational decisions of any of such companies.

Managed portfolio Risk. Our investment strategies or selection of specific securities may be unsuccessful and may cause clients to incur losses.

Foreign investing risk. A client's investments in foreign securities may be adversely affected by political and economic conditions overseas, reduced liquidity, or decreases in foreign currency values relative to the U.S. dollar.

Disciplinary Information

Legal and Disciplinary

Lakeshore has no applicable legal or disciplinary events.

Other Financial Industry Activities and Affiliations

Affiliations

Lakeshore is not involved in other financial industry activities or affiliated with any other industry related entity. However, certain members of Lakeshore are also members of BHK Securities, LLC, a registered broker-dealer. Please see the information under the heading "Client Referrals" in the section of this Brochure entitled "Brokerage Practices" for more information regarding this relationship.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Personal Trading

Lakeshore and its associated persons may buy or sell securities for their personal accounts identical to those recommended to clients. The procedures outlined in Lakeshore's Code of Ethics (as described immediately below) are used to prevent and monitor any potential conflicts that arise from this practice.

Code of Ethics

Lakeshore has adopted a code of ethics in compliance with Rule 204A-1 under the Investment Advisers Act of 1940, as amended (the "Code of Ethics"). The Code of Ethics contains provisions reasonably necessary to deter misconduct and conflicts of interest and to detect violations. The key provisions of the Code of Ethics include the following:

- Statement of General Principles;
- Policy on Personal Securities Transactions, including
 - Pre-clearance on IPOs and Private Placements; and
 - Procedures for Reporting Personal Securities Transactions and Holdings;
- Code of Conduct; and
- Annual Acknowledgements.

In addition, the Code of Ethics contains the following provisions:

- A director, officer, or employee of Lakeshore shall not buy or sell securities for such person's personal portfolio where such person's decision is substantially derived, in whole or in part, by reason of such person's employment, unless the information is also available to the investing public upon reasonable inquiry.
- No associated person of Lakeshore shall prefer his or her own interest to that of the advisory client.
- All individuals must act in accordance with all applicable federal and state regulations governing registered investment advisers.
- Any individual not in compliance with the Code of Ethics may be subject to termination.

A copy of the Code of Ethics will be provided to any client or prospective client upon request.

Brokerage Practices

Selecting Brokerage Firms

Lakeshore has full power and discretion to select the broker or dealer to execute transactions for the Investment Account Assets and to negotiate and determine any commission rates to be paid for such transactions. Lakeshore will use its best efforts to have transactions executed at prices that are advantageous to the client and at commission rates that are reasonable in relation to the benefits received. Lakeshore may consider a number of factors when selecting a broker or dealer to effect a transaction, including its financial strength and stability, the efficiency with which the transaction will be effected, and the value of research products and services that a broker lawfully may provide to assist Lakeshore in the exercise of its investment discretion. Lakeshore may pay a broker who provides research services commissions that are competitive but that are higher than the lowest available rate that another broker might have charged, if Lakeshore determines in good faith that the commissions are reasonable in relation to the value of the brokerage and research services provided.

Soft Dollars

Lakeshore does not have any formal soft dollar arrangements.

Client Referrals

BHK Securities, LLC (“BHK”) may recommend from time to time that one or more of its clients employ Lakeshore to manage some portion of the client’s assets, if both Lakeshore and BHK determine that such a recommendation is consistent with the client’s investment objectives. Neither BHK, Lakeshore nor its respective principals receives any additional compensation (including research) as a result of the referral of potential clients to Lakeshore. The fee schedule charged by Lakeshore for services provided to clients referred by BHK is the same as the fee schedule charged to Lakeshore’s other clients.

Nevertheless, because of the common ownership interests described above under the heading “Affiliations” in the section of the Brochure entitled “Other Financial Industry Activities and Affiliations”, BHK has an incentive to recommend clients to Lakeshore, and to maintain client assets with Lakeshore. Both BHK and Lakeshore are clearly motivated to maximize returns and minimize risk for their respective clients. However, the foregoing factors could have an impact on BHK’s objectivity as it relates to Lakeshore and could be a factor considered by BHK in recommending Lakeshore among the various investment alternatives otherwise available to its clients.

Broker-dealers (including BHK) that Lakeshore or a client selects to execute transactions may refer clients to Lakeshore. Lakeshore will not make commitments to any broker-dealer to compensate that broker-dealer through

brokerage or dealer transactions for client referrals. However, a potential conflict of interest may arise between the client's interest in obtaining best price and execution and Lakeshore's interest in receiving future referrals.

Directed Brokerage

Clients shall have the right to direct Lakeshore in writing to use a particular broker-dealer to execute some or all transactions for client's account. In that case, the client will negotiate terms and arrangements with that broker-dealer, and Lakeshore will not seek better execution services or prices from other broker-dealers or be able to aggregate client transactions for execution through other broker-dealers with orders for other accounts advised or managed by Lakeshore. As a result, a client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for such client's account than would otherwise be the case.

Order Aggregation

If Lakeshore believes that the purchase or sale of a security is in a client's best interests along with the best interests of its other clients, Lakeshore, may, but shall not be obligated to, aggregate the securities to be sold or purchased to obtain favorable execution or lower brokerage commissions, to the extent permitted by applicable laws and regulations. Lakeshore will allocate securities so purchased or sold, including partially executed orders and IPOs, as well as the expense incurred in the transaction, in the manner that it considers to be equitable and consistent with its fiduciary obligations to client and its other clients. Bunching trade orders in a block with other clients is permissible provided that no client is favored over any other client. Lakeshore will use the following allocation procedures for bunching advisory clients' trade orders:

- Lakeshore will not aggregate orders unless aggregation is consistent with best execution duty and the applicable advisory agreements;
- No advisory account will be favored over any other account;
- Before entering an aggregated order, a written summary of the allocation will be made in connection with that order;
- Orders will be allocated on a basis different from the allocation summary only if all clients receive fair treatment and the reason for the different allocation is approved by Mr. Conn;
- Books and records will reflect separately for each account the securities held, bought, and sold;
- No additional compensation or remuneration of any kind will be received by Lakeshore as a result of the proposed procedure; and
- Individual investment advice and treatment will be provided to each client's account.

Review of Accounts

Periodic Reviews

Lakeshore reviews the performance and allocation of each client account periodically, with such reviews occurring no less frequently than on a monthly basis. Factors that may trigger more frequent reviews include material market events or changes in a client's personal situation. Such reviews are conducted by Mr. Conn, Lakeshore's President, Chief Investment Officer and Chief Compliance Officer.

Nature and Frequency of Reports

Lakeshore provides a quarterly written report to each of its advisory clients which identifies the amount of funds and total value of each security in the client's account at the end of the reporting period. The account statement also sets forth all transactions in the client's account during the reporting period.

Client Referrals and Other Compensation

Incoming Referrals

Lakeshore may enter into written arrangements to pay cash referral fees to individuals or companies ("Solicitors") who recommend prospective clients to Lakeshore. In these cases, there will be a written agreement between Lakeshore and the Solicitor, which clearly defines the duties and responsibilities of the Solicitor under this arrangement. In addition, each Solicitor is required to provide a written disclosure document, which explains to the prospective client the terms under which the Solicitor is working with Lakeshore and the fact that the Solicitor is being compensated for the referral activities. The Solicitor is also required to furnish a copy of this Brochure to the prospective client and obtain a written acknowledgement from the client that both the Solicitor's and disclosure document and this Brochure have been received.

Custody

Account Statements

The Investment Account Assets shall be deposited by clients with a custodial agent (the "Custodian") selected by the client. Lakeshore shall not act as the Custodian. Lakeshore shall give notice and directions to the Custodian with respect to transactions regarding the Investment Account Assets, and such transactions will be consummated by payments to, or delivery by, the Custodian of all cash and/or securities due to or from the Investment Account Assets. All fees of the Custodian shall be paid by the client.

However, due to its ability to deduct fees directly from client accounts, Lakeshore is deemed to have custody of client funds and securities under Rule 206(4)-2 under the Investment Advisers Act of 1940, as amended. Lakeshore will follow the requirements of Rule 206(4)-2 for any client for which it is deemed to have custody. Each client will receive, at least quarterly, an account statement directly from the Custodian. Clients of Lakeshore are urged to compare the reports provided by Lakeshore to the reports provided by the Custodian.

Investment Discretion

Discretionary Authority for Trading

Lakeshore generally supervises and directs the investments of Investment Account Assets on a discretionary basis, without prior consultation with the client. This discretionary authority, which is granted by a client pursuant to the advisory agreement, makes Lakeshore the agent and attorney-in-fact with full power and authority in connection with the Investment Account Assets (a) to buy, sell, exchange, convert and otherwise trade in any and all stocks, bonds and other securities, both domestic and foreign, as Lakeshore may select; and (b) to establish and deal through accounts with one or more securities brokerage firms, dealers or banks as Lakeshore may select.

Voting Client Securities

Proxy Votes

Lakeshore acts as a discretionary investment adviser for various clients, including clients governed by the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). Upon execution of the investment advisory agreement, the client assigns to Lakeshore the responsibility for voting all proxies solicited by issuers of securities held in the account.

Unless a client (including a “named fiduciary” under ERISA) specifically reserves the right, in writing, to vote its own proxies or to take shareholder action with respect to other corporate actions requiring shareholder actions, Lakeshore will vote all proxies and act on all other actions in a timely manner as part of its full discretionary authority over client assets in accordance with Lakeshore’s Policies and Procedures. Corporate actions may include, for example and without limitation, tender offers or exchanges, bankruptcy proceedings, and class actions.

When the responsibility to vote proxies has been assigned to Lakeshore, Lakeshore’s utmost concern is that all decisions be made solely in the best interest of the client (and for ERISA accounts, plan beneficiaries and participants, in accordance with the letter and spirit of ERISA). Lakeshore will act in a prudent and diligent manner intended to enhance the economic value of the assets of the client’s account.

Mr. Conn, Lakeshore’s President and Chief Compliance Officer, is ultimately responsible for ensuring that all proxies received by Lakeshore are voted in a timely manner and in a manner consistent with Lakeshore’s

determination of the client's best interests. Although many proxy proposals can be voted in accordance with Lakeshore's established guidelines, Lakeshore recognizes that some proposals require special consideration, which may dictate that Lakeshore makes an exception to the guidelines. Such exceptions will be noted and kept on file in accordance with Rule 204-2 under the Investment Advisers Act of 1940, as amended. Mr. Conn is also responsible for ensuring that all corporate action notices or requests which require shareholder action received by Lakeshore are addressed in a timely manner and consistent action is taken across all similarly situated client accounts.

In certain circumstances Lakeshore may not vote proxies received. These circumstances include the following:

- Securities that are not included in Lakeshore's model portfolio;
- The client maintains proxy voting authority;
- Termination of the client account;
- Limited value of portfolio amount;
- Securities lending programs; and/or
- Unjustifiable costs.

Lakeshore utilizes a third party to assist in proxy voting recommendations. In the event of potential conflicts of interest Lakeshore will either vote in accordance with the third party's recommendations or revert the vote back to the client.

In the event Lakeshore does not have proxy voting authority, the Custodian will be responsible for providing clients their proxy statements. However, clients may contact Mr. Conn should they have any questions on how to direct a particular vote.

Clients may obtain a copy of Lakeshore's voting policies and procedures in addition to how their proxies were voted upon written request to Mr. Conn.

Financial Information

Financial Condition

Lakeshore is not aware of any financial condition that would impair our ability to meet contractual obligations to clients.

Additional Information

Privacy Policy

Lakeshore Capital, LLC has always been committed to maintaining the confidentiality, integrity and security of personal information about our current and prospective clients. We consider customer privacy to be fundamental to our relationship with clients. It is therefore our policy to respect the privacy of current and former clients and to protect personal information entrusted to us. This policy describes the steps we have taken to safeguard your information and what client information we may share with others. We are proud of our privacy practices and want you to know how we protect information used to provide you with service. You do not have to contact us to benefit from our privacy protections; they apply automatically to all of our clients.

Information We Collect and Maintain

We collect and share with others the following types of personal information about you:

- Information we receive from you to open an account or provide investment advice to you (such as your home address, telephone number, Social Security or taxpayer identification number, e-mail address, age, marital status, assets, and income and financial information);
- Information that we generate to service your account (such as trade tickets and account statements); and/or
- Information that we may receive from third parties with respect to your account (such as trade confirmations).

Information We Disclose

We will not disclose any non-public personal information about you or your account to anyone unless one of the following conditions is met:

- We receive your prior written consent;
- We believe the recipient is your authorized representative;
- We disclose your non-public personal information as necessary to effect or process a transaction in any account, or to maintain or service your account;
- We are required by law to disclose information to the recipient.

In all such situations, we stress the confidential nature of information being shared.

We may share your personal information with:

- Non-affiliated companies that provide processing, account maintenance and related services in connection with your investments and other transactions handled by us; and
- Non-affiliated companies and government agencies only to the extent permitted or required by law, for legal, regulatory or other purposes (for example, for tax purposes or for reporting suspicious transactions).

How We Protect Personal Information

We maintain the confidentiality, security and integrity of your non-public personal information by:

- Restricting access to your non-public personal information to those employees with a legitimate need for the information; and
- Maintaining physical electronic and procedural safeguards that meet or exceed federal and industry standards governing how Non-public Personal Information should be stored.

We have not and will not sell your personal information anyone, even if our formal client relationship ends.

Privacy Policy Update

From time to time, we may amend our privacy policy. You will receive appropriate notice when our privacy policy changes.

How to Contact us with Privacy Questions

Our relationship with you is one of our most vital assets. We recognize that you have entrusted us with your private financial information, and we will do our utmost to maintain this trust. For additional questions concerning our privacy policy, please contact us by phone at (205) 313-9000.

The policies and practices listed above apply to both current and former clients.

Business Continuity Plan

Lakeshore's Business Continuity Plan (the "Plan") provides for the continuation of business operations of Lakeshore in the event of a disaster, whether natural or manmade, including the loss of communications and the loss of key personnel.

The primary reasons for development of the Plan include, but are not limited to:

- To ensure the safety of our staff and their families;
- To identify and implement procedures that can prevent or reduce the effects of a disaster;
- To provide a decision making process for an event;

- To provide organizational stability;
- To provide a process for an orderly recovery;
- To create a communication plan so that our staff, clients, and vendors are kept informed of the situation and status of the business resumption plan;
- To eliminate or reduce the amount of time our resources are down in an effort to decrease the impact to our clients;
- To satisfy regulatory requirements for a plan;
- To continue to perform fiduciary duty to clients;
- To minimize loss of revenue and insurance premiums; and
- To protect company assets.

Lakeshore's fiduciary duty to its clients includes the obligation to take steps to protect its clients' interests from being placed at risk as a result of the Lakeshore's inability to provide advisory services because of a disaster, loss of key personnel or other major interruption of business. In addition, Rule 204-2 under the Investment Advisers Act of 1940, as amended, requires that a registered investment adviser maintain records in electronic format to establish and maintain procedures to safeguard such records from destruction or loss.

Lakeshore will provide clients with a copy of the Plan upon written request.