

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

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Name of Investment Adviser:
Milne LLC

Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code:	Telephone number:
100 W. Station Square Drive	Pittsburgh	PA	15219	(412)	560-0240

**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:
Milne LLC

SEC File Number:
801-63470

Date:
02/04/2008

- 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. (See instruction below.)

Applicant:

- | | | | |
|--------------------------|---|-----|---|
| <input type="checkbox"/> | (1) Provides investment supervisory services | 100 | % |
| <input type="checkbox"/> | (2) Manages investment advisory accounts not involving investment supervisory services | 0 | % |
| <input type="checkbox"/> | (3) Furnishes investment advice through consultations not included in either service described above | 0 | % |
| <input type="checkbox"/> | (4) Issues periodicals about securities by subscription | 0 | % |
| <input type="checkbox"/> | (5) Issues special reports about securities not included in any service described above | 0 | % |
| <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 | 0 | % |
| <input type="checkbox"/> | (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities | 0 | % |
| <input type="checkbox"/> | (8) Provides a timing service | 0 | % |
| <input type="checkbox"/> | (9) Furnishes advice about securities in any manner not described above | 0 | % |

(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 No
☐ ☒

- 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 type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input checked="" 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 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).

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Applicant:
Milne LLC

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801- 63470

Date:
02/04/2008

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 type="checkbox"/> I. Options contracts on: |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input checked="" type="checkbox"/> (1) securities |
| <input checked="" type="checkbox"/> (3) foreign issuers | <input type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> B. Warrants | <input type="checkbox"/> J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | <input checked="" type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (1) real estate |
| <input type="checkbox"/> G. Investment company securities: | <input type="checkbox"/> (2) oil and gas interests |
| <input type="checkbox"/> (1) variable life insurance | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input type="checkbox"/> (2) variable annuities | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <input 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 checked="" 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 checked="" type="checkbox"/> Company press releases |
| (4) <input checked="" 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 type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input checked="" type="checkbox"/> Option writing, including covered options,
uncovered options or spreading strategies |
| (3) <input checked="" 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).

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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
- year of birth
- formal education after high school
- 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 checked="" 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.)

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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

☒ ☐

(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.

Portfolios are reviewed by a portfolio manager and the CIO in a frequency no less than 12 months. Review is of security position, prices, and adherence to guidelines. Exceptions are noted and resolved by communication with the client.

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

Clients receive quarterly reports that include performance sectors and strategy. Risk measures and statistics are provided as well.

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Applicant:

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Date:
02/04/2008

12. Investment or Brokerage Discretion.

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

- | | Yes | No |
|--|-------------------------------------|--------------------------|
| (1) securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (4) commission rates paid? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

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 product 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 <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |

(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 <input type="checkbox"/>	No <input checked="" type="checkbox"/>
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Answer all items. 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**

Applicant:
Milne LLC

SEC Number
801-63470

Date:
02/04/2008

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Milne LLC		IRS Empl. Ident. No.: 83-0397301
Item of Form (identify)	Answer	
Item I.D.	<p>Milne LLC ("the Applicant"), doing business as JKMilne Asset Management, provides portfolio management services to foundations, endowments, trusts, corporations, and pension and profit sharing plans. The Applicant manages advisory accounts and monitors clients' accounts on a daily basis. Account supervision is guided by the state objective of that client (i.e. total return, safety income, etc.). Thus, every account is governed by the individual objectives of each client. These objectives may not always take into consideration all of the related factors applicable to the rendering of "investment supervisory services"; rather, individual clients will decide on the specific direction of their account and the Applicant will manage the account under that premise</p> <p>For portfolio management services, the client will be invoiced on a quarterly basis. Fees are calculated as a percentage of assets under management.</p> <p>The maximum annual fee is based on the following schedule:</p> <p>Fixed Income Accounts:</p> <p>First \$5,000,000 of Market Value 0.50% per annum Next \$5,000,000 of Market Value 0.40% per annum Over \$10,000,000 of Market Value 0.25% per annum Negotiable over \$100,000,000 of Market Value Account start-up fee \$3,000/portfolio</p> <p>Global Fixed Income Accounts</p> <p>First \$5,000,000 of Market Value 0.50% per annum Next \$5,000,000 of Market Value 0.40% per annum Over \$10,000,000 of Market Value 0.30% per annum Negotiable over \$100,000,000 of Market Value Account start-up fee \$3,000/portfolio</p> <p>Indexed Fixed Income Accounts</p> <p>First \$25,000,000 of Market Value 0.12% per annum Next \$75,000,000 of Market Value 0.10% per annum Negotiable thereafter Account start-up fee \$3,000/portfolio</p> <p>The Applicant may also provide specialized investment advisory or monitoring services to clients for a negotiated fee. These services are typically tailored to fit the individual clients' needs. The Applicant does not maintain a standard fee schedule for this service and terms of each arrangement are negotiated with the client.</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**

Applicant: Milne LLC	SEC Number 801-63470	Date: 02/04/2008
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Milne LLC		IRS Empl. Ident. No.: 83-0397301
Item of Form (identify)	Answer	
Item I.D. (continued)	<p>The principal executive officer will quote an exact percentage to each client based on both the nature and dollar value of the account. Fees may be negotiable based upon factors including, but not limited to, the size of the account and other relationships that the client may have with the Applicant. Clients will be invoiced at the end of each calendar quarter for services provided during that quarter.</p> <p>A client agreement may be canceled at any time by either party, for any reason, upon receipt of written notice. Generally, all client agreement are entered into for a 12-month period and automatically renew annually, unless termination action has take place.</p>	
Item 5	<p>The Applicant requires of those individuals directing or determining investment advice, that they demonstrate their successful completion of a college or university degree and/or have prior equivalent experience. In addition, all members and employees of the Applicant annually become signatory to the Applicant's Code of Conduct Policy and Securities Trading Policy restricting personal security transactions.</p> <p>All applicable individuals must exhibit a keen understanding of the economic, financial and market factors necessary to make wise and informed decisions regarding portfolio management practices.</p> <p>CIO John Milne- (1954) John has 29 years of investment management experience, having served most recently as President and Chief Investment Officer of Mellon Bond Associates LLP, a \$91 billion diversified investment management company. Prior to Mellon Bond, John was a senior Portfolio Manager with the Grumman Corporation Pension Fund and an Officer with Marine Midland/HSBC Personal Trust Operation. John serves as an Investment Board Trustee for Misericordia College as a Trustee for Hartwick College, Trustee to the Lutheran Senior Life Foundation, and is on the advisory board of NuVentive Corporation. He holds a BA in Economics and Chemistry from Hartwick College and an MA in Economics from the University of Georgia Terry School of Business.</p> <p>Senior Portfolio Manager Carolyn Geisler- (1961) Carolyn has 20 years of investment management experience. She worked with John Milne for 18 years at Mellon Bond Associates LLP and most recently held the position of Vice President and Senior Portfolio Manager. She has managed index, active, and asset backed portfolios as well as customized liability matched and short duration mandates. Carolyn is also experienced in credit research and asset backed securities. She has been involved with Big Brothers/Big Sisters and NAMI. Carolyn holds a BA from Robert Morris University and an MBA from Duquesne University.</p> <p>Strategist Dr. Stephen Doyle- (1943) Steve is the founder of SxD in 1976. SxD is a research, consulting and strategic development firm. He has consulted for the Harvard Medical School, General Electric and Goldman Sachs among others. He began his career with Emery Air Freight and is widely published. Steve holds a BA from Manhattan College and a Doctor of Business Administration from the Harvard University School of Business.</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**

Applicant: Milne LLC	SEC Number 801-63470	Date: 02/04/2008
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Milne LLC		IRS Empl. Ident. No.: 83-0397301
Item of Form (identify)	Answer	
Item 9	<p>General Policy Milne LLC has adopted the following principles governing personal investment activities by Milne LLC's supervised persons and family members (any relative by blood or marriage living in the member's/employee's household).</p> <ul style="list-style-type: none"> - The interests of client accounts will at all times be placed first; - All personal securities transactions will be conducted in such manner as to avoid any actual or potential conflict of interest or any abuse of an individual's position of trust and responsibility; and - Supervised persons must not take inappropriate advantage of their positions <p>Participation in IPOs No supervised person and family members residing in the same household shall acquire any beneficial ownership in an Initial Public Offering for his or her account and family members residing in the same household.</p> <p>Pre-Clearance Required for Private or Limited Offering All supervised acquiring securities in a private placement must receive express prior approval from a senior officer of the Applicant. The basis of approval or not will take into account whether the investment opportunity should be reserved for the Applicants' clients, and whether the opportunity is being offered to the member or employee by virtue of his or her position with the Applicant. Members and employees who have been authorized to acquire securities in a private placement are required to disclose that investment when they play a part in any subsequent consideration by the Applicant to invest on behalf of clients in the issue.</p> <p>Pre-Clearance for Personal Transactions All transactions by all members and employees and family members residing in the same household, shall require prior approval prior to the purchase or sale except trades with respect to U.S. government securities or open-ended mutual funds that JKMilne Asset Management does not manage or sub-advise. All members and employees and family members residing in the same household are required to disclose all personal securities holdings upon commencement of employment or membership and there after on a quarterly basis.</p> <p>Blackout Periods No supervised person shall purchase or sell, directly or indirectly, any security in which he or she has, or by reason of such transaction acquires, any direct or indirect beneficial interest within seven (7) calendar days after any client trades in that security unless all of the transactions contemplated by the client in that security have been completed prior to such transaction. If a securities transaction is executed by a client within seven (7) calendar days after an access person executed a transaction in the same security, the CCO will review the supervised person's and the client's transactions to determine whether the supervised person did not meet his or her fiduciary duties to the client in violation of this Code.</p> <p>Interested Transactions No supervised person shall recommend any securities transactions for a client without having disclosed his or her interest and family members residing in the same household, if any, in such securities or the issuer thereof, including without limitation:</p> <ul style="list-style-type: none"> - any direct or indirect beneficial ownership of any securities of such issuer; - any contemplated transactions by such person in such securities; - any position with such issuer or its affiliates; and - any present or proposed business relationship between such issuer or its affiliates and such person or any party in which such person has a significant interest. 	

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**

Applicant: Milne LLC	SEC Number 801-63470	Date: 02/04/2008
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Milne LLC		IRS Empl. Ident. No.: 83-0397301
Item of Form (identify)	Answer	
Item 9 (continued)	<p>Short-Term Trading Profits No supervised person and family members residing in the same household shall profit from the purchase and sale, or sale and purchase, of the same securities of which such person(s) has beneficial ownership within 60 calendar days [and which are held in client accounts]. Any prohibited short-term profits are subject to cancellation with the supervised person(s) being responsible for any short-term profit.</p> <p>Monitoring Members and employees shall, at any time during their association and/or employment, and following their separation from Milne LLC for any reason, grant access to Milne LLC's designated information technology personnel to any personal computers within the member's/employee's ownership or control, including, but not limited to any computers issued to the member or employee by Milne LLC, and any computers in the member's/employee's household, for the purposes of monitoring compliance with Milne LLC's business and trading policies and/or protection of its confidential information and the removal of any confidential information following his/her separation from employment or disassociation as a member for any reason.</p>	
Item 10	<p>In general, the Applicant will establish a minimum value for client accounts. The standard minimum is \$10,000,000. However, this figure may be negotiable, depending upon the client's objectives and the nature of the account.</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**

Applicant:
Milne LLC

SEC Number
801-63470

Date:
02/04/2008

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Milne LLC		IRS Empl. Ident. No.: 83-0397301
Item of Form (identify)	Answer	
Item 11	<p>In response to Item I 1A, due to the nature of our services, most accounts will be reviewed by the investment manager for the account on a daily to measure the impact of factors including, but not limited to, daily market activity, general economic or political trends, interest rate movements, and/or changes in the regulatory environment. However, depending upon the current market conditions and the particular position of the account, not all accounts need daily review. Client accounts will be monitored by the investment manager to ensure that the client's primary objectives are maintained (e.g. total return, safety, income, etc.). The number of accounts assigned to an investment manager will never exceed that number which would compromise the high standards established by the Applicant.</p> <p>In addition to regular review by the investment manager of each account, all accounts will be reviewed for accuracy on a monthly basis. The Applicant's investment policy committee meets periodically to review all portfolios to ensure each account is structured in compliance with client investment policy guidelines.</p> <p>In response to Item I 113, all clients will receive , no less than quarterly, reports containing the following information: (1) Market value; (2) Performance.</p>	
Item 12	<p>For discretionary accounts, the Applicant receives from such clients' written authority empowering the Applicant to determine which securities and amounts thereof to be bought or sold and the broker-dealer to be used to execute transactions. For the selection of broker-dealers and in determining commission rates paid, the Applicant chooses firms it believes provides quality execution, competitive commission rates and other research related services deemed important to the Applicant's ability to successfully and competitively discharge its fiduciary responsibility to its clients.</p> <p>The Applicant may engage in soft dollar arrangements with certain brokers when and only if the service is believed to provide lawful and appropriate assistance in the Applicant's investment decision making process in accordance with Section 28(e)(3) of the Securities Exchange Act of 1934. Commission rates for soft dollar arrangements are generally the same as those for execution only brokers utilized by the Applicant. Research and other lawful services paid for under soft dollar arrangements may be used in servicing some or all of the client accounts and not necessarily just those accounts whose brokerage commissions paid for the research or service. Clients may pay brokerage commissions that are not used to benefit that specific client.</p> <p>With respect to fixed income securities (municipal bonds, corporate bonds and government securities) being purchased or sold, the Applicant solicits competitive bids and offers from a number of dealers and affects each transaction at the highest net bid or lowest net offer price.</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**

Applicant:
Milne LLC

SEC Number
801-63470

Date:
02/04/2008

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

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

IRS Empl. Ident. No.:
83-0397301

Item of Form
(identify)

Answer

Item 12 (continued)

The products, research and other services the Applicant receives from soft dollar brokers in exchange for commissionable order flow may include: written reports or analysis on companies, sectors or the economy; subscriptions to online databases that provide real time and historical pricing information and fixed income analysis; software for securities portfolio analysis; connections used to retrieve research; and training seminars.

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

**Schedule G of
Form ADV
Balance Sheet**

Applicant:
Milne LLC

SEC File Number:
801- 63470

Date:
02/04/2008

(Answers in Response to Form ADV Part II Item 14.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Milne LLC	IRS Empl. Ident. No.: 83-0397301
<p style="text-align: center;">Instructions</p> <p>1. The balance sheet must be:</p> <ul style="list-style-type: none">A. Prepared in accordance with generally accepted accounting principlesB. Audited by an independent public accountantC. Accompanied by a note stating the principles used to prepare it, the basis of included securities, and any other explanations required for clarity. <p>2. Securities included at cost should show their market or fair value parenthetically.</p> <p>3. Qualifications and any accompanying independent accountant's report must conform to Article 2 of Regulation S-X (17 CFR 210.2-01 et. seq.).</p> <p>4. Sole proprietor investment advisers:</p> <ul style="list-style-type: none">A. Must show investment advisory business assets and liabilities separate from other business and personal assets and liabilitiesB. May aggregate other business and personal asset and liabilities unless there is an asset deficiency in the total financial position.	

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

**Schedule H of
Form ADV
Page 1**

Applicant:

Milne LLC

SEC File Number:

801-63470

Date:

02/04/2008

(for sponsors of wrap fee programs)

Name of wrap fee program or programs described in attached brochure:

- 1. *Applicability of Schedule.*** This Schedule must be completed by applicants that are compensated under a wrap fee program for sponsoring, organizing, or administering the program, or for selecting, or providing advice to clients regarding the selection of, other investment advisers in the program ("sponsors"). A wrap fee program is any program under which a specified fee or fees not based directly upon transactions in a client's account is charged for investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and execution of client transactions.
- 2. *Use of Schedule.*** This Schedule sets forth the information the sponsor must include in the wrap fee brochure it is required to deliver or offer to deliver to clients and prospective clients of its wrap fee programs under Rule 204-3 under the federal Advisers Act and similar rules of jurisdictions. The wrap fee brochure prepared in response to this Schedule must be filed with the Commission and the jurisdictions as part of Form ADV by completing the identifying information on this Schedule and attaching the brochure. Brochures should be prepared separately, not on copies of this Schedule. Any wrap fee brochure filed with the Commission as part of an amendment to Form ADV shall contain in the upper right corner of the cover page the sponsors' registration number (801-).
- 3. *General Contents of Brochure.*** Unlike Parts I and II of this form, this Schedule is not organized in "check-the-box" format. These instructions, including the requests for information in Item 7 below, should not be repeated in the brochure. Rather, this Schedule describes minimum disclosures that must be made in the brochure to satisfy the sponsor's duty to disclose all material facts about the sponsor and its wrap fee programs. **Nothing in this Schedule relieves the sponsor from any obligation under any provision of the federal Advisers Act or rules thereunder, or other federal or state law to disclose information to its advisory clients or prospective advisory clients not specifically required by this Schedule.**
- 4. *Multiple Sponsors.*** If two or more persons fall within the definition of "sponsor" in Item 1 above for a single wrap fee program, only one such sponsor need complete the Schedule. The sponsors may choose among themselves the sponsor that will complete the Schedule.
- 5. *Omission of Inapplicable Information.*** Any information not specifically required by this Schedule that is included in the brochure should be applicable to clients and prospective clients of the sponsor's wrap fee programs. If the sponsor is required to complete this Schedule with respect to more than one wrap fee program, the sponsor may omit from the brochure furnished to clients and prospective clients of any wrap fee program or programs information required by this Schedule that is not applicable to clients or prospective clients of that wrap fee program or programs. If a sponsor of more than one wrap fee program prepares separate wrap fee brochures for clients of different programs, each brochure must be filed with the Commission and the jurisdictions attached to a separate copy of this Schedule. Each such brochure must state that the sponsor sponsors other wrap fee programs and state how brochures for those programs may be obtained.
- 6. *Updating.*** Sponsors are required to file an amendment to the brochure promptly after any information in the brochure becomes materially inaccurate. Amendments may be made by use of a "sticker", *i.e.*, a supplement affixed to the brochure that indicates what information is being added or updated and states the new or revised information, as long as the resulting brochure is readable. Stickers should be dated and should be incorporated into the text of the brochure when the brochure itself is revised.
- 7. *Contents of Brochure.*** Include in the brochure prepared in response to this Schedule:

 - (a) on the cover page, the sponsor's name, address, telephone number, and the following legend in bold type or some other prominent fashion:
This brochure provides clients with information about [name of sponsor] and the [name of program or programs] that should be considered before becoming a client of the [name of program or programs]. This information has not been approved or verified by any governmental authority.
 - (b) a table of contents reflecting the subject headings in the sponsor's brochure.
 - (c) the amount of the wrap fee charged for each program or, if fees vary according to a schedule established by the sponsor, a table setting forth the fee schedule, whether such fees are negotiable, the portion of the total fee (or the range of such amounts) paid to persons providing advice to clients regarding the purchase or sale of specific securities under the program ("portfolio managers"), and the services provided under each program (including the types of portfolio management services);

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Form ADV
Page 2**

Applicant:
Milne LLC

SEC File Number:
801- 63470

Date:
02/04/2008

- (d) a statement that the program may cost the client more or less than purchasing such services separately and a statement of the factors that bear upon the relative cost of the program (*e.g.*, the cost of the services if provided separately and the trading activity in the client's account);
- (e) if applicable, a statement that the person recommending the program to the client receives compensation as a result of the client's participation in the program, that the amount of this compensation may be more than what the person would receive if the client participated in other programs of the sponsor or paid separately for investment advice, brokerage, and other services, and that the person may therefore have a financial incentive to recommend the wrap fee program over other programs or services;
- (f) a description of the nature of any fees that the client may pay in addition to the wrap fee and the circumstances under which these fees may be paid (including, if applicable, mutual fund expenses and mark-ups, mark-downs, or spreads paid to market makers from whom securities were obtained by the wrap fee broker);
- (g) how the program's portfolio managers are selected and reviewed, the basis upon which portfolio managers are recommended or chosen for particular clients, and the circumstances under which the sponsor will replace or recommend the replacement of the portfolio manager;
- (h) (1) if applicable, a statement to the effect that portfolio manager performance information is not reviewed by the sponsor or a third party and/or that performance information is not calculated on a uniform and consistent basis,

(2) if performance information is reviewed to determine its accuracy, the name of the party who reviews the information and a brief description of the nature of the review,

(3) a reference to any standards (*i.e.*, industry standards or standards used solely by the sponsor) under which performance information may be calculated;
- (i) a description of the information about the client that is communicated by the sponsor to the client's portfolio manager, and how often or under what circumstances the sponsor provides updated information about the client to the portfolio manager;
- (j) any restrictions on the ability of clients to contact and consult with portfolio managers;
- (k) in narrative text, the information required by Items 7 and 8 of Part II of this form and, as applicable to clients of the wrap fee program, the information required by Items 2, 5, 6, 9A and C, 10, 11, 13 and 14 of Part II;
- (l) if any practice or relationship disclosed in response to Item 7, 8, 9A, 9C and 13 of Part II presents a conflict between the interests of the sponsor and those of its clients, explain the nature of any such conflict of interest; and
- (m) if the sponsor or its divisions or employees covered under the same investment adviser registration as the sponsor act as portfolio managers for a wrap fee program described in the brochure, a brief, general description of the investments and investment strategies utilized by those portfolio managers.

8. Organization and Cross References. Except for the cover page requirements in Item 7(a) above, information contained in the brochure need not follow the order of the items listed in Item 7. However, the brochure should not be organized in such a manner that important information called by the form is obscured.

Set forth below the page(s) of the brochure on which the various disclosures required by Item 7 are provided.

	Page(s)		Page(s)		Page(s)
Item 7(a)	cover	Item 7(f)		Item 7(j)	
#7(b)		#7(g)		#7(k)	
#7(c)		#7(h)		#7(l)	
#7(d)		#7(i)		#7(m)	
#7(e)					