

**ITEM 1. COVER PAGE FOR  
PART 2A OF FORM ADV:  
FIRM BROCHURE  
DATED 12/31/2010**

**GREEN STREET INVESTORS, LLC  
660 NEWPORT CENTER DRIVE, SUITE 800  
NEWPORT BEACH, CA 92660**

**FIRM CONTACT: SCOTT WARNER GRISWOLD, CHIEF COMPLIANCE OFFICER**

**This brochure provides information about the qualifications and business practices of Green Street Investors, LLC. If you have any questions about the contents of this brochure, please contact by telephone at (949) 640-8780 or email at ([wgriswold@greenst.com](mailto:wgriswold@greenst.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.**

**Additional information about Green Street Investors, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) .**

**Please note that the use of the term “registered investment adviser” and description of Green Street Investors, LLC and/or our associates as “registered” does not imply a certain level of skill or training. You are encouraged to review this brochure and brochure supplements for our firms’ associates who advise you for more information on the qualifications of our firm and its employees.**

**ITEM 2. MATERIAL CHANGES TO OUR PART 2A OF FORM ADV:**

**FIRM BROCHURE**

Green Street Investors, LLC is required to advise you of any material changes to our Firm Brochure (“Brochure”) from our last annual update, identify those changes on the cover page of our Brochure or on the page immediately following the cover page, or in a separate communication accompanying our Brochure. We must state clearly that we are discussing only material changes since the last annual update of our Brochure, and we must provide the date of the last annual update of our Brochure.

Please note that we do not have to provide this information to a client or prospective client who has not received a previous version of our brochure. At this time, there are no material changes to report about our Brochure.

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#### **Item 4. Advisory Business**

We specialize in the following types of service(s): investment advisory services for pension plans that manage equity securities particularly in publicly traded common equity securities in the real estate industry. Our assets under management are \$108,825,000 as of 12/31/2010.

A. Description of our advisory firm, including how long we have been in business and our principal owner(s)<sup>1</sup>.

Green Street Investors, LLC is a limited liability company formed under the laws of Delaware and is domiciled in California. Our firm was established in 2005, and we manage real estate equity portfolios for institutional clients on a discretionary basis.

Our firm is a wholly owned subsidiary of Green Street Holdings, Inc., which also owns Green Street Advisors, Inc. (GSA) in Newport Beach, CA and Green Street Europe in London, UK. GSA and GSE are equity research firms and have developed a real estate securities research franchise concentrating on publicly traded real estate securities. We will be a research customer of GSA and GSE and will therefore have access to the research and the analysis of GSA and GSE in the same capacity as other research customers. Accounts are traded solely on the recommendations of GSA and stocks that are within GSA's coverage universe. We will not have an advance notice of potential or actual changes in GSA's or GSE's published securities recommendations to avoid any conflict of interests.

Our firm is owned accordingly as follows:

Green Street Holdings, Inc. – 100%

B. Description of the types of services we offer.

(i) Investment Supervisory and Management Services:

The objective of our investment advisory services is to invest in publicly traded common equity securities in the real estate industry. We seek total returns through dividends and capital appreciation, where a fund would invest in approximately twenty to thirty (20-30) securities at any one time. Our investment universe (the type of securities that we invest in) follows GSA's coverage universe, as GSA's research follows publicly traded real estate companies.

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<sup>1</sup> Please note that: (1) For purposes of this item, our principal owners include the *persons* we list as owning 25% or more of our firm on Schedule A of Part 1A of Form ADV (Ownership Codes C, D or E). (2) If we are a publicly held company without a 25% shareholder, we simply need to disclose that we are publicly held. (3) If an individual or company owns 25% or more of our firm through subsidiaries, we must identify the individual or parent company and intermediate subsidiaries. If we are a state-registered adviser, on Form ADV Part 2A Page 2, we must identify all intermediate subsidiaries. If we are an SEC-registered adviser, we must identify intermediate subsidiaries that are publicly held, but not other intermediate subsidiaries.

Our investment process uses the MSCI US REIT (“RMS”) as a benchmark. When we create a portfolio for our clients, we create a portfolio that is sector neutral. For example, a portfolio is constructed so that the sector weightings in the portfolio match the weightings in the benchmark (If Office REITs are 23% of the RMS, then 23% of the portfolio will be invested in Office REITs).

The portfolio is invested in GSA’s published BUY and HOLD recommendations. Although we invest in all BUY recommendations, we will only invest in HOLD recommendations under certain circumstances. Trades in the portfolio will occur any time there is a change to GSA’s published recommendations, provided that a trade is needed, and the portfolio will be rebalanced accordingly on a monthly basis. At all times, though, the portfolio will have larger sums of money invested in larger, more liquid stocks.

(ii) New Issues:

Occasionally, we may purchase equity securities that are part of an initial public offering (“New Issues”) for client accounts, pursuant to FINRA rules. New issues will be allocated to client accounts on a prorated basis weighted by assets under management. Sensitive allocation issues arise when we are given the opportunity to participate in an offering that is expected to be over-subscribed, or to purchase a limited position in a security that might be appropriate for multiple advisory clients. Because hot issue premiums provide the potential of an immediate profit, and since we may typically receive only a small portion of the allotments sought, we will exercise particular care in the allocation of these securities. However, in the event that clients are not suitable for the IPO, those clients will be excluded from the allocation. In addition, if a client is suitable but was not allocated a particular IPO due to the number of shares that were made available to us, then those clients will receive priority on the next IPO that we receive if the IPO is deemed to be suitable.

(iii) Proxy Voting/Class Action:

Another service we provide is that we may vote proxies on your behalf. Our Proxy Administrator is charged with identifying the proxies that we will vote on, voting the proxies in the best interest of our clients, and submitting the proxies promptly and properly.

Our policy is to vote your proxies in the interest of maximizing shareholder value. To that end, we will vote in a way, consistent with our fiduciary duty, which will cause the issue to increase the most or decline the least in value. We will give consideration to both the short and long term implications of the proposal to obtain the most optimal vote.

We have currently identified no conflicts of interest between our client interests and our own interests within our proxy voting process. Nevertheless, if we determine that we are facing a material conflict of interest in voting your proxy, our procedures provide for a Proxy Voting Committee to convene and to determine the appropriate vote. Decisions of the Committee must be unanimous. If a unanimous decision cannot be reached by the Committee, a competent third party will be engaged, at our expense, who will determine the vote that will maximize shareholder value. As an added protection, the third party’s decision is binding.

Our complete proxy voting policy and procedures are memorialized in writing and are available for your review. In addition, our complete proxy voting record is available to our clients, and only to our clients. Please contact us if you have any questions or if you would like to review either of these documents.

In the event we do not exercise proxy-voting authority over client securities, then the obligation to vote client proxies shall rest with the client at all times. Clients shall in no way be precluded from contacting us for advice or information about a particular proxy vote. However, we shall not be deemed to have proxy-voting authority solely as a result of providing such advice to a client.

Should we inadvertently receive proxy information for a security held in a client's account, then we will immediately forward such information on to that client, but will not take any further action with respect to the voting of such proxy. Upon termination of our client agreement, we shall make a good faith and reasonable attempt to forward proxy information inadvertently received by us on behalf of the client to the forwarding address provided by the client to us.

C. Explanation of whether (and, if so, how) we tailor our advisory services to the individual needs of *clients*, whether *clients* may impose restrictions on investing in certain securities or types of securities.

(i) Individual Tailoring of Advice to Clients and Whether Clients Can Impose Restrictions on Investing in Certain Securities or Types of Securities:

We offer customized advisory services to the individual needs of our clients. Our clients may impose reasonable restrictions on the type of securities we invest in. However, we impose our own limitations when we construct a client's portfolio, so a client may not feel the need to impose any additional restrictions. Our limitations are as follows:

A fund may not:

- (a) Invest more than ten (10%) percent of an account's portfolio value in companies that are not Real Estate Investment Trusts or Real Estate Operating Companies
- (b) Invest more than ten (10%) percent of an account's portfolio value in securities that are not traded on a national securities exchange, traded over-the-counter, quoted on the NASDAQ National Market, or traded on foreign exchanges
- (c) Invest more than twenty-five (25%) percent of the account's portfolio value in a single issuer
- (d) Invest more than ninety (90%) percent of the account's portfolio value in the account's ten largest positions

D. Participation in *wrap fee programs*.

We do not offer wrap fee programs.

E. Disclosure of the amount of *client* assets we manage on a *discretionary basis* and the amount of *client* assets we manage on a *non-discretionary basis* as of 12/31/2010.

We manage<sup>2</sup> \$108,825,000 on a discretionary basis and \$0.00 on a non-discretionary basis as of 12/31/2010.

**Item 5. Fees and Compensation**

We are required to describe our brokerage, custody, fees and fund expenses so you will know how much you are charged and by whom for our advisory services provided to you. Our fees are generally negotiable.

A. Description of how we are compensated for our advisory services provided to you.

(i) Investment Supervisory and Management Services:

Compensation is derived as both fee income based upon the percentage of assets under management (“Management Fee”) and a Performance based fee.

The compensation method is explained and agreed to with the clients in advance before any services are rendered. We charge an annual Management Fee in an amount equal to 0.30% of the assets under management. Investment advisory services begin with the effective date of the client agreement, which is the date the client signs the Investment Advisory Agreement. For that calendar quarter, fees will be adjusted pro rata based upon the number of calendar days in the calendar quarter that the Agreement was effective. Additional contributions and withdrawals will cause an adjustment in the amount of Management Fee charged for the quarter.

We reserve the right to adjust the fee schedule for accounts depending on the size and type of account and the services required. In some cases, negotiation of fees may result in different fees being charged for similar services and may be less than the stated fee schedule.

Either we or the client may terminate the Agreement for any reason upon receipt of thirty (30) days written notice. The client is responsible to pay for services rendered until the termination of the Agreement. The client can cancel the Agreement without penalty within the first five (5) business days after the signing of the Agreement.

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<sup>2</sup> Please note that our method for computing the amount of “*client* assets we manage” can be different from the method for computing “assets under management” required for Item 5.F in Part 1A of Form ADV. However, we have chosen to follow the method outlined for Item 5.F in Part 1A of Form ADV. If we decide to use a different method at a later date to compute “*client* assets we manage,” we must keep documentation describing the method we use and inform you of the change. The amount of assets we manage may be disclosed by rounding to the nearest \$100,000. Our “as of” date must not be more than three months before the date we last updated our *Brochure* in response to Item 4.E of Form ADV Part 2A.

(ii) New Issues:

This is part of the advisory services we provide and the fees reflect this segment as well.

(iii) Proxy Voting/Class Action:

This is part of the advisory services we provide and the fees reflect this segment as well.

B. Description of whether we deduct fees from *clients*' assets or bill *clients* for fees incurred.

(i) Investment Supervisory and Management Services:

Fees will generally be automatically deducted from your managed account. As part of this process, you understand and acknowledge the following:

- a) Your independent custodian sends statements at least quarterly to you showing all disbursements for your account, including the amount of the advisory fees paid to us;
- b) You provide authorization permitting us to be directly paid by these terms;
- c) We send a copy of our invoice to you and a copy of our invoice to the independent custodian at the same time we send the invoice to you;
- d) We send a copy of our invoice to you, which includes a legend which urges the client to compare information provided in their statements with those from the qualified custodian in account opening notices and subsequent statements sent to the client for whom the adviser opens custodial accounts with the qualified custodian.

C. Description of any other types of fees or expenses *clients* may pay in connection with our advisory services, such as custodian fees or mutual fund expenses.

In addition to our fees, clients will bear the fees and expenses charged by third parties. Those fees will vary, but typically they include custodial and transaction costs paid to custodians, brokers or any other third parties. Clients should review all the fees that we charge, custodians and brokers, and others to fully understand the total amount of fees to be paid.

D. Client's advisory fees are due quarterly in arrears.

The Management Fee is payable quarterly in arrears as of the last day of the subsequent month or quarter.

E. Commissionable securities sales.

We do not sell securities for a commission. However, GSA, an affiliate of our firm and member FINRA/SIPC, does sell securities for a commission. The supervised persons of GSA are registered representatives and may accept compensation for the sale of securities or other investment products, including distribution or service ("trail") fees from the sale of mutual



funds. Our firm is prohibited to place securities transactions through GSA as a conflict of interest exists as GSA will earn commissions on any securities on any securities transactions it handles. We have established a Code of Ethics. Please see Item 11 of this Brochure for further detail.

### **Item 6. Performance-Based Fees and Side-By-Side Management**

Our firm may charge *qualified clients*<sup>3</sup> “performance fees” – that is, fees based on a share of capital gains on or capital appreciation of the managed assets of a *client*.

We may also be entitled to an annual Performance based fee in an amount equal to 10% of net realized and unrealized profits/losses in excess of a benchmark based on the MSCI US REIT Index. Performance based fees are calculated at the end of each fiscal year and together with the Management Fee shall never exceed 90 bps (basis points) of assets under management. Performance based fees may create an incentive for us to make investments that are riskier or more speculative than would be the case in the absence of a performance fee. With a performance based fee arrangement, we receive compensation based on a share of the capital gains upon or capital appreciation of the funds or any portion of the funds of the client.

We have taken several important steps to ensure that our performance based accounts are not favored over our client’s non-performance fee based accounts. These steps include:

- 1) A periodic comparison of our performance based and non-performance accounts. Our comparison will entail a review of our ten most profitable and ten least profitable (including unrealized gain or loss) investment decisions based on total return of positions opened and closed for each investment strategy or mandate offered to clients. We keep track of securities ticker symbol, purchase date, sale date, percentage of gain and/or loss, and dollar amount of the gain and/or loss. In the event that we find performance based accounts are being unduly (i.e., consistently) favored over non-performance based accounts, we would take action to address the situation. This could include allowing non-performance based accounts to trade before performance based accounts to the extent practicable, or if the problem persists, not allowing new performance based accounts, waiving our performance based fees or cancelling our performance based fee arrangements altogether and in some cases, termination of firm personnel.
- 2) The use of block trades and allocations are made based on the client’s risk tolerance, investment objectives and restrictions. A periodic review of the block trade allocations to detect whether profitable trades are being disproportionately allocated to performance based accounts, while unprofitable trades are being disproportionately allocated to pure-

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<sup>3</sup> We are currently permitted to charge performance based fees only to clients with at least \$750,000 under management with our firm or a net worth of at least \$1.5 million. It is expected that the SEC will revisit this standard in the near future and tie the definition of a qualified client to inflation. It is unclear at this time whether the SEC will grandfather or exempt existing qualified clients being charged performance based fees from a greater financial threshold for meeting the qualified client standard should the definition change.

fee based accounts with no performance fee. If our firm detects a problem in the allocation of block trades, our remedies are the same as those outlined above.

### **Item 7. Types of Clients and Account Requirements**

We have the following type(s) of clients:

- Pension and Profit Sharing Plans;

Our requirements for opening and maintaining accounts or otherwise engaging us:

- We do not require a minimum account balance nor do we require a minimum fee for the services we provide.

### **Item 8. Methods of Analysis, Investment Strategies and Risk of Loss**

- A. Description of the methods of analysis, investment strategies, and/or research methods we use in formulating investment advice or managing assets.

#### Methods of Analysis:

- Fundamental;
- Technical

#### Investment Strategies We Use:

- Long term purchases
- Short term purchases
- Trading (securities sold within 30 days)
- Margin Transactions

We also utilize research reports provided by GSA in determining our BUY and HOLD investment strategies.

#### **Please note:**

Investing in securities involves risk of loss that *clients* should be prepared to bear. While the stock market may increase and your account(s) could enjoy a gain, it is also possible that the stock market may decrease and your account(s) could suffer a loss. It is important that you understand the risks associated with investing in the stock market, are appropriately diversified in your investments, and ask us any questions you may have.

- B. Our practices regarding cash balances in *client* accounts, including whether we invest cash balances for temporary purposes and, if so, how.

This section does not apply to our practice.

### **Item 9. Disciplinary Information**

We are required to disclose whether there are legal or disciplinary events that are material to a *client's* or prospective *client's* evaluation of our advisory business or the integrity of our management. There are a number of specific legal and disciplinary events that we must presume are material for this Item. If our advisory firm or a *management person* has been *involved* in one of these events, we must disclose it under this Item for ten years following the date of the event, unless (1) the event was resolved in our or the *management person's* favor, or was reversed, suspended or vacated, or (2) the event is not material (see Note below). For purposes of calculating this ten-year period, the "date" of an event is the date that the final *order*, judgment, or decree was entered, or the date that any rights of appeal from preliminary *orders*, judgments or decrees lapsed.

The SEC and/or State Regulators have not provided us with an exclusive list of material disciplinary events, which need to be disclosed. If our advisory firm or a *management person* has been *involved* in a legal or disciplinary event that is not specifically required to be disclosed, but nonetheless is material to a *client's* or prospective *client's* evaluation of our advisory business or the integrity of our management, we must disclose the event. Similarly, even if more than ten years has passed since the date of the event, we must disclose the event if it is so serious that it remains currently material to a *client's* or prospective *client's* evaluation of our firm or management.

**We have determined we have nothing to disclose in this regard. While the SEC and/or State Regulators have not specifically required us to disclose the following matter, we feel you are entitled to know:**

Our affiliated firm, GSA, has been found to have been involved in a violation of the SRO's rules and was fined more than \$2,500. The event is already disclosed and settled under GSA's ADV Firm Brochure as well as GSA's ADV I.

### **Item 10. Other Financial Industry Activities and Affiliations**

- A. Our firm or our *management persons* are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer. The details are as follows:

Our affiliate, Green Street Advisors, Inc., is a registered broker-dealer with the Securities and Exchange Commission and FINRA, and is an investment advisor registered with the Securities Exchange Commission.

- B. Our firm or our *management persons* are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities. The details are as follows:

We have determined we have nothing to disclose in this regard.

- C. Description of any relationship or arrangement that is material to our advisory business or to our *clients*, that we or any of our *management persons* have with any *related person*<sup>4</sup> listed below. We are required to identify the *related person* and if the relationship or arrangement creates a material conflict of interest with *clients*, describe the nature of the conflict and how we address it.

Our firm or our management persons have a material relationship with the following *related person(s)* as follows:

1. broker-dealer, municipal securities dealer, or government securities dealer or broker

As stated above, we are also registered as a broker-dealer that executes customer transactions for commissions.

2. other investment adviser or financial planner

We have material arrangements with Green Street Advisors, Inc. and Green Street Europe (pending registration with Financial Services Authority), an international securities research firm based in London, through its parent company, Green Street Holdings, Inc. As part of our due diligence, we will utilize the research franchise and resources of Green Street Advisors, Inc. and Green Street Europe to determine suitable investments for our clients.

Our principal executive officer, Scott Warner Griswold, also serves in an executive position with our parent company, Green Street Holdings, Inc. It is anticipated that Mr. Griswold will devote approximately 75% of his time in this capacity.

John Lutzius, the former president of our firm, is Managing Director of the affiliated Green Street Europe. Mr. Lutzius has worked at our firm and GSA since 1992 as an analyst, in marketing roles and as Chief Executive Officer.

3. banking or thrift institution

See Item 10C(10) below.

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<sup>4</sup> Our **Related Persons** are any *advisory affiliates* and any *person* that is under common *control* with our firm. **Advisory Affiliate:** Our advisory affiliates are (1) all of our officers, partners, or directors (or any *person* performing similar functions); (2) all *persons* directly or indirectly *controlling* or *controlled* by us; and (3) all of our current *employees* (other than *employees* performing only clerical, administrative, support or similar functions). **Person:** A natural person (an individual) or a company. A company includes any partnership, corporation, trust, limited liability company ("LLC"), limited liability partnership ("LLP"), sole proprietorship, or other organization.

- D. If we recommend or select other investment advisers for our *clients* and we receive compensation directly or indirectly from those advisers, or we have other business relationships with those advisers, we are required to describe these practices and discuss the conflicts of interest these practices create and how we address them.

We have determined we have nothing to disclose in this regard.

## **Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

- A. Brief description of our Code of Ethics adopted pursuant to SEC rule 204A-1 and offer to provide a copy of our Code of Ethics to any *client* or prospective *client* upon request.

We recognize that the personal investment transactions of members and employees of our firm demand the application of a high Code of Ethics and require that all such transactions be carried out in a way that does not endanger the interest of any client.

Therefore, in order to prevent conflicts of interest, we have in place a set of procedures (including a pre-clearing procedure) with respect to transactions effected by our members, officers and employees for their personal accounts<sup>5</sup>. In order to monitor compliance with our personal trading policy, we have a quarterly securities transaction reporting system for all of our associates.

Furthermore, our firm has established a Code of Ethics which applies to all of our associated persons. An investment adviser is considered a fiduciary. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. We have a fiduciary duty to all clients. Our fiduciary duty is considered the core underlying principle for our Code of Ethics which also includes Insider Trading and Personal Securities Transactions Policies and Procedures. We require all of our supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and at least annually thereafter, all supervised persons will sign an acknowledgement that they have read, understand, and agree to comply with our Code of Ethics. Our firm and supervised persons must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. However, if a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided promptly upon request.

- B. If our firm or a *related person* invests in the same securities (or related securities, *e.g.*, warrants, options or futures) that our firm or a *related person* recommends to *clients*, we are

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<sup>5</sup> For purposes of the policy, our associate's personal account generally includes any account (a) in the name of our associate, his/her spouse, his/her minor children or other dependents residing in the same household, (b) for which our associate is a trustee or executor, or (c) which our associate controls, including our client accounts which our associate controls and/or a member of his/her household has a direct or indirect beneficial interest in.

required to describe our practice and discuss the conflicts of interest this presents and generally how we address the conflicts that arise in connection with personal trading.

See Item 11A of this Brochure.

- C. If our firm or a *related person* recommends securities to *clients*, or buys or sells securities for *client* accounts, at or about the same time that you or a *related person* buys or sells the same securities for our firm's (or the *related person's* own) account, we are required to describe our practice and discuss the conflicts of interest it presents. We are also required to describe generally how we address conflicts that arise.

See Item 11A of this Brochure.

## **Item 12. Brokerage Practices**

- A. Description of the factors that we consider in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (e.g., commissions).

1. Research and Other Soft Dollar Benefits. If we receive research or other products or services other than execution from a broker-dealer or a third party in connection with *client* securities transactions ("soft dollar benefits"), we are required to disclose our practices and discuss the conflicts of interest they create. Please note that we must disclose all soft dollar benefits we receive, including, in the case of research, both proprietary research (created or developed by the broker-dealer) and research created or developed by a third party.

Although no arrangement currently exists, we are authorized to use "soft dollars" to pay for brokerage and research services. Generally speaking, "soft dollar" arrangements are understood to be ones where products or services other than the execution of securities transactions are obtained by an investment adviser from a broker-dealer in exchange for the direction of client brokerage transactions to the broker-dealer. "Soft dollars" would be that portion of the brokerage commission that exceeds the lowest rate available from other broker-dealers for basic execution services. Payment of this excess amount is frequently referred to as "paying up." If we were to enter into such an arrangement, it will comply with the "safe harbor" provided by Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended, which permits the use of soft dollars from commissions (*i.e.*, "paying up") to obtain "brokerage and research" services that provide lawful and appropriate assistance to the investment adviser in the performance of its investment decision-making responsibilities. We will not accept soft dollar research in connection with agency transactions on behalf of any registered investment companies or ERISA accounts under management.

- a. Explanation of when we use *client* brokerage commissions (or markups or markdowns) to obtain research or other products or services, and how we receive a

benefit because our firm does not have to produce or pay for the research, products or services.

When a broker-dealer provides research or other products or services in expectation of brokerage business, it generally suggests the level of business it would like to receive as compensation. In making our brokerage selections, we consider those suggestions as part of our evaluation of the factors described above. Actual transactional business received by a particular broker or dealer during any period may be less than the suggested level, but could also exceed that level. This may be in part because the total brokerage business generated by clients exceeds the aggregate amounts requested by all brokers and dealers from which we receive services and products, and in part because the brokers and dealers that provide such services and products may also provide superior execution and may therefore be the most appropriate broker-dealers for particular transactions regardless of whether or not they provided such services and products. In other cases, a broker or dealer may establish credits based on brokerage commissions paid in the past, which may be used to pay, or reimburse our firm for specified expenses. Brokers and dealers will not be excluded from consideration of receiving brokerage business simply because they have not provided research or other services or products, although we may not have been willing to pay had the broker provided research products and services.

- b. Incentive to select or recommend a broker-dealer based on our interest in receiving the research or other products or services, rather than on our *clients'* interest in receiving best execution.

In the course of providing our services, we will execute trades for our clients through broker-dealers. When a client has given us broker discretion, there is no restriction on the brokers we may select to execute client transactions. Our general guiding principle is to trade through broker-dealers who offer the best overall execution under the particular circumstances. With respect to execution, we consider a number of factors, including if the broker has custody of client assets, the actual handling of the order, the ability of the broker-dealer to settle the trade promptly and accurately, the financial standing of the broker-dealer, the ability of the broker-dealer to position stock to facilitate execution, our past experience with similar trades, and other factors which may be unique to a particular order. Based on these judgmental factors, we may trade through broker-dealers that charge fees that are higher than the lowest available fees.

In addition, broker-dealer fees may vary and be greater than those typical for similar investments if we determine that the research, execution and other services rendered by a particular broker merit greater than typical fees. Also, in certain instances, we may execute over the counter securities transactions on an agency basis, which may result in advisory clients incurring two transaction costs for a single trade: a commission paid to the executing broker-dealer plus the market makers mark-up or mark-down.

- c. Causing *clients* to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up).

In certain cases, we may be authorized by you to select the brokers or dealers through whom all transactions are executed for your account(s). In doing so, you acknowledge and agree that:

- if you have signed an investment advisory agreement which directs us to execute transactions for your account through particular brokers and/or dealers, the prices and/or commissions are generally set by those separate firms and disclosed through their commission or pricing schedules.

On the other hand,

- if you have *not* signed an investment advisory agreement which directs us to execute transactions for your account through particular brokers and/or dealers, we allocate transactions in good faith to these brokers and/or dealers for execution through markets and at prices and/or commission rates we believe are appropriate;
- we may cause your account to pay a broker or dealer an amount of commission for effecting a transaction in excess of the amount of commission another broker or dealer would have charged for effecting that transaction;
- we would determine in good faith that such amount of commission is reasonable in relation to the value of the brokerage and research services provided by the broker or dealer, viewed in terms of either the particular transaction or our overall responsibilities with respect to the accounts as to which we exercises investment discretion;
- In choosing brokers and dealers, we are not required to consider any particular criteria;
- For the most part, we seek the best combination of brokerage expenses and execution quality but each client acknowledges and agrees that we are not required to select the broker or dealer that charges the lowest transaction cost, even if that broker or dealer provides execution quality comparable to other brokers or dealers;
- In evaluating “execution quality,” historical net prices (after markups, markdowns or other transaction-related compensation) on other transactions are a principal factor.
- Additional factors are also relevant, including, without limitation: the execution, clearance, and settlement and error correction capabilities of the broker or dealer generally and in connection with securities of the type and in the amounts to be bought or sold; the broker’s or dealer’s willingness to commit capital; reliability and financial stability; the size of the transaction; availability of securities to borrow for short sales; and the market for the security.



Under Section 28(e), we may make use of client commission dollars to acquire research and brokerage products and services is not a breach of an investment adviser's fiduciary duty to clients – even if the brokerage commissions are higher than the lowest available as long as the investment adviser determines, among other requirements, that the commissions are reasonable compensation for both the brokerage services and the research acquired.

In addition to execution quality, we consider the value of various services or products, beyond execution, that a broker-dealer provides to our firm. Selecting a broker-dealer in recognition of such other services and products is known as paying for those services or products with soft dollars. Because many of those services could benefit our firm, we may have a conflict in allocating client's brokerage business. Under Section 28(e), our use of client's commission dollars to acquire "research" products and services is not a breach of our fiduciary duty to clients – even if the brokerage commissions (as the term "commissions" may be interpreted from time to time by the Securities and Exchange Commission and its staff) paid are higher than the lowest available so long as (among certain other requirements) we determine that such commissions are reasonable compensation for both the brokerage services and the "research" acquired. For these purposes, "research" means services or products used to provide lawful or appropriate assistance to our firm in making investment decisions for our clients. The types of research, we may acquire include, without limitation: reports on or other information about particular companies or industries; economic surveys and analyses; recommendations as to specific securities; financial publications; portfolio evaluation services; financial database software and services; computerized news, pricing and order-entry services; quotation equipment and other computer hardware for use in running software used in investment decision making; and other products or services that may enhance our investment decision making. The Section 28(e) "safe harbor" applies to the use of a client's "soft dollars" even when the research acquired is used in making investment decisions for any of our clients, regardless of whether the "soft dollars" are a result of transactions for a particular client.

- d. Disclosure of whether we use soft dollar benefits to service all of our *clients'* accounts or only those that paid for the benefits, as well as whether we seek to allocate soft dollar benefits to *client* accounts proportionately to the soft dollar credits the accounts generate.

We use soft dollar benefits to service all of our client accounts, not just those which may have paid for the benefits. Due to the time and complexity involved, we have chosen not to allocate soft dollar benefits proportionately to client accounts generating soft dollar credits.

- e. Description of the types of products and services our firm or any of our *related persons* acquired with *client* brokerage commissions (or markups or markdowns) within our last fiscal year.

We are required to specifically describe to our clients the types of products or services that we are acquiring and to permit them to evaluate possible conflicts of interest. Our description must be more detailed for products or services that do not qualify for the safe harbor in Section 28(e) of the Securities Exchange Act of 1934, such as those services that do not aid in investment decision-making or trade execution. Merely disclosing that we obtain various research reports and products is not specific enough.

Because we do not recommend broker-dealers, this section does not apply, and thus, we have nothing to disclose in this regard.

f. Explanation of the procedures we used during our last fiscal year to direct *client* transactions to a particular broker-dealer in return for soft dollar benefits we received.

All soft dollars arrangements must be approved in writing by our Chief Compliance Officer. A brief description of the purpose of the soft dollar arrangement outlining the benefits received by our firm and clients along with any noted concerns about increased costs to our clients and how such concerns were alleviated will be maintained on file. Our Chief Compliance Officer undertakes a review of parties which propose to pay our firm in soft dollars and analyzes a number of criteria. When deciding whether to approve or disapprove of a soft dollar relationship, the following criteria is reviewed: the broker-dealer's business reputation and financial position and its ability to consistently execute orders professionally and on a cost effective basis, provide prompt and accurate execution reports, prepare timely and accurate confirms, deliver securities or cash proceeds promptly and provide meaningful research services that are useful to us in investment decision-making or other desired and appropriate services. Our Chief Compliance Officer also annually reviews all our soft dollar relationships for appropriateness, benefits to our clients, etc.

At times, a product or service we would like to purchase with soft dollars may have a "mixed use", meaning that a portion of the product is used to provide bona fide research as part of the investment decision-making process and part of it may be used for a non-research purpose. In these situations, our Chief Compliance Officer will make a pro-rata allocation of the cost of such service based on its evaluation of the research and non-research uses of the product. The cost of the product must be paid using both hard and soft dollars, the hard dollars being paid by our firm for the non-research portion and soft dollars for the research portion. For services that have a "mixed use", our Chief Compliance Officer will make a fair and reasonable determination as to how much of the cost may be paid with soft dollars. The basis for such determination shall be documented and will include an explanation as to how the computation of such percentage was reached. Our Chief Compliance Officer's computation shall be retained in our firms' files along with any records used to determine the "mixed use" percentages. Whenever there is a substantial change in the use of "mixed use" services, our Chief Compliance Officer will reevaluate such services. Providers of services that have a "mixed use" will be directed to either bill the paying broker for such service and the broker will be directed to bill us for the

non-research portion, or to send separate bills to us and the paying broker for the appropriate amounts.

As a fiduciary, we have an obligation to obtain "best execution" of clients' transactions under the circumstances of the particular transaction. Consequently, notwithstanding the safe harbor provided under Section 28(e), no allocation for soft dollar payments shall be made unless best execution of the transaction is reasonably expected to be obtained.

- 2) Brokerage for Client Referrals. If we consider, in selecting or recommending broker-dealers, whether our firm or a *related person* receives *client* referrals from a broker-dealer or third party, we are required to disclose this practice and discuss the conflicts of interest it create.

Our firm does not receive brokerage for client referrals.

- 3) Directed Brokerage.
  - a. If we routinely recommend, request or require that a *client* directs us to execute transactions through a specified broker-dealer, we are required to describe our practice or policy. Further, we must explain that not all advisers require their *clients* to direct brokerage. If our firm and the broker-dealer are affiliates or have another economic relationship that creates a material conflict of interest, we are further required to describe the relationship and discuss the conflicts of interest it presents by explaining that through the direction of brokerage we may be unable to achieve best execution of *client* transactions, and that this practice may cost our *clients* more money.

When a client agrees to discretionary management, we will be responsible for selecting the amount of securities to be bought and sold as well as the broker-dealer to be used. Thus, clients will generally not be able to direct us in using a particular broker-dealer. The only limitations on the investment authority will be those limitations imposed in writing by the client.

### **Special Considerations for ERISA Clients**

A retirement or ERISA plan client may direct all or part of portfolio transactions for its account through a specific broker or dealer in order to obtain goods or services on behalf of the plan. Such direction is permitted provided that the goods and services provided are reasonable expenses of the plan incurred in the ordinary course of its business for which it otherwise would be obligated and empowered to pay. ERISA prohibits directed brokerage arrangements when the goods or services purchased are not for the exclusive benefit of the plan. Consequently, we will request that plan sponsors who direct plan brokerage provide us with a letter documenting that this arrangement will be for the exclusive benefit of the plan.

- b. If we permit a *client* to direct brokerage, we are required to describe our practice. If applicable, we must also explain that we may be unable to achieve best execution of

your transactions. Directed brokerage may cost *clients* more money. For example, in a directed brokerage account, you may pay higher brokerage commissions because we may not be able to aggregate orders to reduce transaction costs, or you may receive less favorable prices on transactions.

See Item 12A(3) of this Brochure.

- B. Discussion of whether, and under what conditions, we aggregate the purchase or sale of securities for various *client* accounts in quantities sufficient to obtain reduced transaction costs (known as bunching). If we do not bunch orders when we have the opportunity to do so, we are required to explain our practice and describe the costs to *clients* of not bunching.

We perform investment management services for various clients. There are occasions on which portfolio transactions may be executed as part of concurrent authorizations to purchase or sell the same security for numerous accounts served by our firm, which involve accounts with similar investment objectives. Although such concurrent authorizations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they are effected only when we believe that to do so will be in the best interest of the affected accounts. When such concurrent authorizations occur, the objective is to allocate the executions in a manner which is deemed equitable to the accounts involved. In any given situation, we attempt to allocate trade executions in the most equitable manner possible, taking into consideration client objectives, current asset allocation and availability of funds using price averaging, proration and consistently non-arbitrary methods of allocation.

### **Item 13. Review of Accounts or Financial Plans**

- A. Review of *client* accounts or financial plans, along with a description of the frequency and nature of our review, and the titles of our *employees* who conduct the review.

Generally, client accounts are reviewed no less frequently than quarterly to ensure that the client is achieving and meeting its financial objectives. Scott Warner Griswold, Chief Compliance Officer, Nicole Joseph, Portfolio Manager, and other professional staff are responsible for overseeing the day-to-day management of client accounts, including creating and generating investment opportunities, performing preliminary due diligence, managing investments and various administrative duties.

- B. Review of *client* accounts on other than a periodic basis, along with a description of the factors that trigger a review.

Factors which could trigger a review include, but are not limited to, major news releases regarding any of the investments held by a client, and valuable economic data.

- C. Description of the content and indication of the frequency of written or verbal regular reports we provide to *clients* regarding their accounts.

On a quarterly basis, we will furnish each client with a report providing current value, performance, holdings and balances in their accounts. Clients will also receive monthly statements from their custodian.

#### **Item 14. Client Referrals and Other Compensation**

- A. If someone who is not a *client* provides an economic benefit to our firm for providing investment advice or other advisory services to our *clients*, we must generally describe the arrangement. For purposes of this Item, economic benefits include any sales awards or other prizes.

Please see Item 10 and Item 12 of this Brochure.

- B. If our firm or a *related person* directly or indirectly compensates any *person* who is not our *employee* for *client* referrals, we are required to describe the arrangement and the compensation.

We do not compensate any person, either directly or indirectly, for client referrals.

#### **Item 15. Custody**

- A. If we have *custody* of *client* funds or securities and a qualified custodian as defined in SEC rule 206(4)-2 or similar state rules (for example, a broker-dealer or bank) does not send account statements with respect to those funds or securities directly to our *clients*, we must disclose that we have *custody* and explain the risks that you will face because of this.

All of our clients receive at least quarterly account statements directly from their custodians. Upon opening an account with a qualified custodian on a client's behalf, we promptly notify the client in writing of the qualified custodian's contact information. If we decide to also send account statements to clients, such notice and account statements include a legend that recommends that the client compare account statements received from the qualified custodian with those received from our firm.

#### **Item 16. Investment Discretion**

If we accept *discretionary authority* to manage securities accounts on behalf of *clients*, we are required to disclose this fact and describe any limitations our *clients* may place on our authority. The following procedures are followed before we assume this authority:

Our clients need to sign a discretionary investment advisory agreement with our firm for the management of their account.

### **Item 17. Voting Client Securities**

- A. If we have, or will accept, proxy authority to vote *client* securities, we must briefly describe our voting policies and procedures, including those adopted pursuant to SEC Rule 206(4)-6.

Please see Item 4 above of this Brochure for details.

### **Item 18. Financial Information**

- A. If we require or solicit prepayment of more than \$1,200 in fees per *client*, six months or more in advance, we must include a balance sheet for our most recent fiscal year.

We do not require nor do we solicit prepayment of more than \$1,200 in fees per *client*, six months or more in advance, therefore we have not included a balance sheet for our most recent fiscal year.

- B. If we are an SEC-registered adviser and have *discretionary authority* or *custody* of *client* funds or securities, or we require or solicit prepayment of more than \$1,200 in fees per *client*, six months or more in advance, we must disclose any financial condition that is reasonably likely to impair our ability to meet contractual commitments to *clients*.

We have nothing to disclose in this regard.

- C. If we have been the subject of a bankruptcy petition at any time during the past ten years, we must disclose this fact, the date the petition was first brought, and the current status.

We have nothing to disclose in this regard.