

Firm Brochure

(Part 2A of Form ADV)

FRAZIER CAPITAL MANAGEMENT, LLC

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This brochure provides information about the qualifications and business practices of FRAZIER CAPITAL MANAGEMENT, LLC. If you have any questions about the contents of this brochure, please contact us at: 336-760-9344, or by email at: mfrazier@fraziercapitalmgt.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.

(Frazier Capital Management, LLC is a registered Investment Advisor and this registration does not imply a certain level of skill or training)

Additional information about FRAZIER CAPITAL MANAGEMENT, LLC is available on the SEC's website at www.adviserinfo.sec.gov

03/31/2011

Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure. There have been no Material Changes since the previous release of the Firm Brochure.

Material Changes since the Last Update

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisers to provide a Firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by tele 336-760-9344, fax 336-760-9346 or by email at: mfrazier@fraziercapitalmgt.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.

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Advisory Business

Firm Description

FRAZIER CAPITAL MANAGEMENT, LLC, was founded in 2005.

FRAZIER CAPITAL MANAGEMENT, LLC provides investment supervisory services, defined as giving continuous advice to a client or making investments for a client based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, Frazier Capital Management, LLC develops a client's personal investment strategy and creates and manages a portfolio based on that strategy. Frazier Capital Management, LLC provides this service to individuals, pension and profit sharing plans, trusts, estates, and small businesses. Frazier Capital Management, LLC will manage advisory accounts on a discretionary basis. Account supervision is guided by the stated objectives of the client (i.e., growth, growth and income, and income). These accounts will be invested predominately in individual equity securities, closed end funds, exchange traded funds and/or taxable or tax-free bonds and money markets funds or a combination thereof in the case of balanced objectives.

FRAZIER CAPITAL MANAGEMENT, LLC is strictly a fee-only investment management firm. The firm does not receive commissions for purchasing or selling annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products. The firm is not affiliated with entities that sell financial products or securities. No commissions in any form are accepted. No finder's fees are accepted.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by the client on an as-needed basis. Conflicts of interest will be disclosed to the client in the unlikely event they should occur.

Principal Owners

Mark L Frazier, President, CIO and CCO is a 100% owner.

Types of Advisory Services

FRAZIER CAPITAL MANAGEMENT, LLC provides investment supervisory services, defined as giving continuous advice to a client or making investments for a client based on the needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established. Frazier Capital Management, LLC develops a client's personal investment strategy and creates and manages a portfolio based on that strategy. Frazier Capital Management, LLC provides this service to individuals, pension and profit sharing plans, trusts, estates, charitable organizations and small businesses. Frazier Capital Management, LLC will manage advisory accounts on a

discretionary basis. Account supervision is guided by the stated objectives of the client (i.e., growth, growth and income, and income).

As of 12/31/2010, FRAZIER CAPITAL MANAGEMENT, LLC manages approximately \$ 20 million in assets for approximately 20 clients. \$ 20 million is managed on a discretionary basis, and \$ 0.00 is managed on a non-discretionary basis.

Tailored Relationships

Client investment objectives are identified by assessing the Client's risk tolerance based upon their age, income, education, need for cash flows, investment goals, and emotional tolerance for volatility. The information provided by the Client will be collected during Client meetings, interviews, and/or questionnaires. After analyzing a Client's financial situation and formulating an investment strategy, we implement the investment strategy through an optimal combination of investments. Capital market conditions and Client circumstances are monitored and portfolio adjustments are made as appropriate to reflect significant changes in any or all of the above variables.

Types of Agreements

The following agreements define the typical client relationships. Frazier Capital Management, LLC has Investment Management Agreement for Discretionary Accounts. Notwithstanding this discretionary authority, the adviser will manage the account in accordance with the investment mandates of the client and subject to the guidelines and/or restrictions (if any) that have been provided by the client. Please see Advisory Service Agreement for more detail.

Financial Planning Agreement

Frazier Capital Management, LLC is not a Financial Planning Firm but rather an Asset Management Firm. However we take into account detailed information (see Tailored Relationships and Types of Advisory Services) when developing, implementing and managing client portfolios. Therefore no financial planning agreement exists.

Advisory Service Agreement

Most clients choose to have FRAZIER CAPITAL MANAGEMENT, LLC manage their assets in order to obtain ongoing in-depth advice. All aspects of the client's financial affairs are reviewed. Realistic and measurable goals are set and objectives to reach those goals are defined. As goals and objectives change over time, suggestions are made and implemented on an ongoing basis.

For all accounts Frazier Capital Management, LLC will ensure that the following conditions are met and maintained:

- 1) Frazier Capital Management, LLC will manage each client's account on the basis of the client's financial situation and investment objective and any reasonable investment restrictions the client may impose;
- 2) Frazier Capital Management, LLC will obtain sufficient client information to be able to provide individualized investment advice to the client. Periodically (at least two times per year), we will contact the client to determine whether there have been any changes in the client's financial situation or investment objectives and whether the client wishes to impose investment restrictions or modify existing restrictions;
- 3) Frazier Capital Management, LLC will be reasonably available to consult with the client;
- 4) Each client will receive a quarterly statement with a description of all account activity
- 5) Each client will retain certain indicia of ownership of the securities and funds in the account, e.g. the ability to withdraw securities, vote securities, among others.

Advisory clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors, and any such restrictions or changes are to be in writing.

Once the client's portfolio has been established, we review the portfolio on an on going basis, and if necessary, rebalance the portfolio, based on the client's individual needs.

The annual Advisory Service Agreement fee is based on a percentage of the investable assets according to the following schedule:

Asset based management fees will be charged quarterly in arrears based on a percentage of the Client's assets under management at the end of the calendar quarter. The compensation for our services, which include developing and implementing an investment policy and objectives, monitoring a Client's investment results, and reporting to the Client on a quarterly basis, is as follows:

Equities and Balanced Accounts	
Assets Under Management	Fee
First \$500,000	1.25%
Next \$1,500,000	1.00%
Next \$3,000,000	.80%
Above \$5,000,000	.70%
Fixed Income Accounts	

Assets Under Management	Fee
First \$2,000,000	.50%
\$3,000,000 and above	.40%

High Yield, Convertible and Non-Rated Securities
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Assets Under Management	Fee
First \$2,000,000	.75%
Next \$3,000,000	.65%
Above \$5,000,000	.60%

Advisory fees charged by the Adviser are separate and distinct from fees and expenses charged by mutual funds, which may be recommended to clients. A description of these fees and expenses are available in each fund's prospectus. Additionally, the fees charged by the Adviser are exclusive of all custodial and transaction costs paid to custodians, brokers or any other third parties. Clients should review all fees charged by the Adviser, custodians and brokers and others (including but not limited to third-party sub advisers) to fully understand the total amount of fees incurred.

Limited Negotiability of Advisory Fees: Although Frazier Capital Management, LLC has established this fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by client basis. Client financial circumstances, needs and the nature of Frazier Capital Management, LLC's services will be considered in determining the fee schedule. These include the complexity of the client circumstances, assets to be placed under management, anticipated future additional assets; related accounts; portfolio style, account composition, reports, among other factors. Accordingly, advisory fees will vary among clients for these reasons. The specific annual fee schedule will be identified in the contract between the adviser and each client.

Minimum account size is \$250,000 and may be negotiable for many of the reasons listed above in negotiability of Advisory Fees.

Although the Advisory Service Agreement is an ongoing agreement and constant adjustments are required, the length of service to the client is at the client's discretion. The client or the investment manager may terminate an Agreement by receipt of 30 days written notice to the other party. At termination, fees will be billed on a pro rata basis for the portion of the quarter completed. The portfolio value at the completion of the prior full billing quarter is used as the basis for the fee computation, adjusted for the number of days during the billing quarter prior to termination.

Retainer Agreement

Frazier Capital Management, LLC does not at this time engage in Retainer Agreements.

Investment Management Agreement

See Advisory Service Agreement

Tax Preparation Agreement

Frazier Capital Management, LLC has no Tax Preparation Agreement. We do assist in gathering the necessary information for the clients tax consultants.

Hourly Planning Engagements

FRAZIER CAPITAL MANAGEMENT, LLC does not provide hourly planning services for clients who need advice on a limited scope of work.

Asset Management

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following securities:

Exchange-listed securities

Securities traded over-the-counter

Foreign issuers

Warrants

Corporate debt securities (other than commercial paper)

Preferred Stocks

Certificates of Deposit

Municipal Securities

Mutual Fund shares open end/closed end funds

United States government securities

Because some types of investments involve certain additional degrees of risk, they will only be implemented when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

Discount brokerages may charge a transaction fee for the purchase of some funds.

Stocks and bonds may be purchased or sold through a brokerage account when appropriate. The brokerage firm charges a fee for stock and bond trades. FRAZIER CAPITAL MANAGEMENT, LLC does not receive any compensation, in any form, from fund companies.

Termination of Agreement

Termination of the Advisory Relationship with Frazier Capital Management, LLC may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. Advisory Fees earned up to that date will be due and any advanced payments made by the client that have not been earned will be refunded.

Fees and Compensation

Description

FRAZIER CAPITAL MANAGEMENT, LLC bases its fees on a percentage of assets under management. This is the only source of compensation to Frazier Capital Management, LLC.

Frazier Capital Management, LLC does not receive any portion of the custodians transaction fees (commission).

Limited Negotiability of Advisory Fees: Although Frazier Capital Management, LLC has established this fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by-client basis. Client financial circumstances, needs and the nature of Frazier Capital Management, LLC's services will be considered in determining the fee schedule. These include the complexity of the client circumstances, assets to be placed under management, anticipated future additional assets; related accounts; portfolio style, account composition, reports, among other factors. Accordingly, advisory fees will vary among clients for these reasons. The specific annual fee schedule will be identified in the contract between the adviser and each client

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Fee Billing

Investment management fees are billed quarterly, in arrears meaning that we invoice you after the three-month billing period has ended.

Contributions and/or withdrawals made on a day other than the last business day of the calendar quarter may cause an adjustment in the advisory fee for that quarter. Fees will generally be deducted directly from the client's brokerage account pursuant to a written agreement.

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Other Fees

Custodians may charge transaction fees on purchases or sales of certain mutual funds and exchange-traded funds as well as all exchange listed securities. These transaction charges are usually small and incidental to the purchase or sale of a security. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security.

FRAZIER CAPITAL MANAGEMENT, LLC, in its sole discretion, may charge a lesser investment advisory fee based upon certain criteria (e.g.,

historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

Expense Ratios

Mutual funds generally charge a management fee for their services as investment managers. The management fee is called an expense ratio. For example, an expense ratio of 0.50 means that the mutual fund company charges 0.5% for their services. These fees are in addition to the fees paid by you to FRAZIER CAPITAL MANAGEMENT, LLC.

Performance figures quoted by mutual fund companies in various publications are after their fees have been deducted.

Past Due Accounts and Termination of Agreement

FRAZIER CAPITAL MANAGEMENT, LLC reserves the right to stop work on any account that is more than 60 days overdue.

Performance-Based Fees

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

FRAZIER CAPITAL MANAGEMENT, LLC does not use a performance-based fee structure because of the potential conflict of interest.

Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

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Types of Clients

Description

FRAZIER CAPITAL MANAGEMENT, LLC generally provides investment advice to individuals, pension and profit sharing plans, trusts, estates, or charitable organizations, corporations or business entities. We attempt to customize each portfolio to each respective Client's specific risk tolerance, time horizon and specific goals.

Client relationships vary in scope and length of service.

Account Minimums

The minimum account size is \$250,000 of assets under management, which equates to an annual fee of \$3,125.00.

FRAZIER CAPITAL MANAGEMENT, LLC has the discretion to waive the account minimum. Accounts of less than \$ 250,000 may be set up when the client and the advisor anticipate the client will add additional funds to the accounts bringing the total to \$250,000 within a reasonable time. Other exceptions will apply to employees of FRAZIER CAPITAL MANAGEMENT, LLC and their relatives, or relatives of existing clients.

Clients with assets below the minimum account size may pay a higher percentage rate on their annual fees than the fees paid by clients with greater assets under management.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Security analysis methods may include charting, fundamental analysis, technical analysis, and cyclical analysis.

In making portfolio decisions we mostly utilize fundamental analysis, which involves analyzing the company balance sheet, income statement, management and the company's competitive advantages in the market place. We also consider the overall state of the economy, interest rates and attempt to determine whether the company's underlying prospects will be impacted positively or negatively by those economic trends.

The main sources of information include financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Other sources of information that FRAZIER CAPITAL MANAGEMENT, LLC may use include Morningstar Principia mutual fund information, Morningstar Principia stock information, Charles Schwab & Company's "SchwabLink" service, Advisor Intelligence, and the World Wide Web.

Investment Strategies

Equity Investments

In managing portfolios, we utilize a "value" approach where we attempt to find companies that we believe trade at a significant discount to their estimated intrinsic value, with the expectation that over a reasonable time period, the discount will narrow or disappear. We also utilize growth at reasonable price where we attempt to find companies that are growing faster than their peers but are trading at a lower valuation relative to that growth. This is an equity investment strategy that seeks to combine tenets of both growth investing and value investing to find individual stocks. We look for companies that are showing consistent growth while excluding very high valuations. The overarching goal is to avoid the extremes of either growth or value investing.

Investments are made with the concept of a “margin of safety”, which we believe lessens the chance of a permanent loss of capital. Balance sheet strength is considered to be equally important to income statement trends when analyzing companies. When looking at companies we also consider its current valuation versus its historical valuation levels and other companies in the same or similar industries. Additional focus or attention is paid to the cash flow generation of the company and the company's dividend history. Risks to any equity holding (and/or portfolio) may arise due to deteriorating fundamentals related to the economy, poor capital asset allocation decisions by management and or a weakening competitive position. Technological obsolescence can also happen in today's rapidly changing environment. While we monitor portfolio holdings on an ongoing basis, there can be no assurance that our analysis will always be correct in our decision to buy, sell or hold a particular security.

Our fundamental analysis typically does not attempt to anticipate market movements. We are not market timers. This represents a potential risk as an equity holding or portfolio decline could be attributed to market forces rather than due to specific company risk factors. Diversification by company, sector and industry can help reduce specific company risk but not eliminate market volatility.

Fixed Income Investments

Taxable bond portfolios are diversified by company, industry and sector to prevent the portfolio from being susceptible to downturns in certain sectors of the economy. We also focus on the various rating agencies to help determine the quality of the bond portfolio and whether trends are improving or deteriorating. A credit quality decline may result in elimination of a bond from our portfolios if we believe the risk has become unsuitable for the client. The major rating agencies are also used when selecting bonds for client portfolios. Once again if the credit quality of a particular issue is declining, we may consider eliminating the holding from client portfolios. Our analysis, as well as that by the rating agencies, may misjudge a company or municipality which could result in a declining bond price or potential default by the issuer. In all bond portfolios (taxable and non-taxable) particular attention is paid to the duration and average maturity of the portfolio as longer dated issues will be subject to price declines in the event of a rising interest rate environment.

Asset Allocation

We believe asset allocation is an important factor in managing risk in client portfolios. We meet with clients in an attempt to determine their long term goals, risk tolerance, time horizon, tax constraints, income needs and other factors to arrive at a particular asset allocation mix. Then we attempt to identify an appropriate ratio of equities, fixed income (bonds) and cash to help the client meet his/her long term objectives with an appropriate level of risk.

Balanced portfolios with exposure to stocks, bonds and cash are utilized for many clients who desire to take less risk than would be the case with

an all equity portfolio. Risks of asset allocation could result from the client or the manager not properly identifying the true risk profile of the client. Furthermore, a client's risk profile must be continuously monitored as their financial situation and objectives can change, which could possibly result in a need to change the asset mix of the portfolio.

Holding Periods

We typically purchase securities with the idea of holding them in client portfolios for a year two or longer. Taxation on long term gains (in taxable accounts) is lower than that on short term gains and we clearly attempt to take advantage of that for our clients. While our goal is to invest for periods longer than one year, there are times when we will sell securities from the client portfolio before the security gain or loss has become a long term gain (loss). This could be the result of the company's stock becoming what we deem to be over-valued or it could be the result of what we believe to be a deteriorating fundamental issue that could result in a decline (or further decline) in the share price. In cases such as these we will likely sell the security with little regard as to the holding period. While this may be less advantageous from a tax standpoint we would be viewing the move as one to protect portfolio capital. More frequent trading will likely result in higher trading costs as well, which could be detrimental to long term returns.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Disciplinary Information

Legal and Disciplinary

The firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

Other Financial Industry Activities and Affiliations

Financial Industry Activities

FRAZIER CAPITAL MANAGEMENT, LLC is registered as a Registered Investment Advisory Firm.

Affiliations

FRAZIER CAPITAL MANAGEMENT, LLC has no arrangements that are material to its advisory business or its clients with a related person who is a broker-dealer, investment company, other investment advisor, financial planning firm, commodity pool operator, commodity trading adviser or futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships.

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

Code of Ethics

The employees of FRAZIER CAPITAL MANAGEMENT, LLC have committed to a Code of Ethics that is available for review by clients and prospective clients upon request. The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions

FRAZIER CAPITAL MANAGEMENT, LLC and its employees may buy or sell securities that are also held by clients. Employees may not trade their own securities ahead of client trades. Employees comply with the provisions of the FRAZIER CAPITAL MANAGEMENT, LLC Policy and Procedures Compliance Manual.

Personal Trading

The Chief Compliance Officer of FRAZIER CAPITAL MANAGEMENT, LLC is Mark L Frazier. He reviews all employee trades each quarter. His trades are reviewed by Mark L Frazier. The personal trading reviews ensure that the personal trading of employees does not affect the markets, and that clients of the firm receive preferential treatment.

Brokerage Practices

Selecting Brokerage Firms

Frazier Capital Management, LLC may recommend that clients establish brokerage accounts with the Schwab Institutional Division of Charles Schwab & Co., Inc. ("Schwab"), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Although we recommend that clients establish accounts at Schwab, it is the client's decision to custody assets with and use the brokerage services of Schwab. Frazier Capital Management, LLC is independently owned and operated and not affiliated with Schwab. Schwab provides Frazier Capital Management, LLC with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab Institutional. These services are not contingent upon our firm committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For our client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab Institutional also makes available to our firm other products and services that benefit Frazier Capital Management, LLC but may not directly benefit our clients' accounts. Many of these products and services may be used to service all or some substantial number of our client accounts.

Schwab's products and services that assist us in managing and administering our clients' accounts include software and other technology that:

- i. provide access to client account data (such as trade confirmations and account statements);
- ii. facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- iii. provide research, pricing and other market data;
- iv. facilitate payment of our fees from clients' accounts; and
- v. assist with back-office functions, recordkeeping and client reporting.

Schwab Institutional also offers other services intended to help us manage and further develop our business enterprise. These services may include:

- i. compliance, legal and business consulting;
- ii. publications and conferences on practice management and business succession; and
- iii. access to employee benefits providers, human capital consultants and insurance providers.

Schwab Institutional may make available, arrange and/or pay third-party vendors for the types of services rendered to JAM. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to our firm. Schwab Institutional may also provide other benefits such as educational events or occasional business entertainment of our personnel. In evaluating whether to recommend or require that clients custody their assets at and use the brokerage services of Schwab, we may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab and Schwab Institutional, which may create a potential conflict of interest.

FRAZIER CAPITAL MANAGEMENT, LLC does not receive fees or commissions from any of these arrangements.

Best Execution

FRAZIER CAPITAL MANAGEMENT, LLC reviews the execution of trades at each custodian each quarter. The review is documented according to the Policy and Procedures Manual of FRAZIER CAPITAL MANAGEMENT, LLC. Trading fees charged by the custodians is also reviewed on a quarterly basis. FRAZIER CAPITAL MANAGEMENT, LLC does not receive any portion of the trading fees.

Soft Dollars

FRAZIER CAPITAL MANAGEMENT, LLC receives no soft dollars from Charles Schwab & Company because some client assets are custodied at Schwab. Frazier Capital Management, LLC has no soft dollar arrangements with any custodian or vendor.

Order Aggregation

Frazier Capital Management, LLC will aggregate trades where possible and when advantageous to clients. This aggregation of trades permits the trading of blocks of securities composed of assets from multiple client accounts, so long as transaction costs are pro-rated between all accounts included in any such block.

Block trading may allow us to execute equity trades in a timelier, more equitable and efficient manner, at an average share price. JAM will typically aggregate trades among clients whose accounts can be traded at a given broker. Frazier Capital Management, LLC block trading policy and procedures are as follows:

- 1) Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with Frazier Capital Management, LLC, or our firm's order allocation policy.
- 2) The portfolio manager must reasonably believe that the order aggregation will benefit and enable Frazier Capital Management, LLC to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution, as well as the best net price.
- 3) Prior to entry of an aggregated order, a written statement must be completed which identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.

- 4) If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this pro rata allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation. Furthermore, adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts.
- 5) Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order, and must share in the commissions on a pro rata basis in proportion to the client's participation. Under the client's agreement with the custodian/broker, transaction costs may be based on the number of shares traded for each client.
- 6) Frazier Capital Management, LLC client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account.
- 7) Funds and securities for aggregated orders are clearly identified on Frazier Capital Management, LLC records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.
- 8) No client or account will be favored over another

Review of Accounts

Periodic Reviews

Account reviews are performed quarterly by advisor Mark L Frazier, President & Chief Investment Officer. Account reviews are performed more frequently when market conditions dictate.

Review Triggers

Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in a client's own situation.

Regular Reports

Account reviewers are members of the firm's Investment Committee. They are instructed to consider the client's current security positions and the likelihood that the performance of each security will contribute to the investment objectives of the client.

Clients receive periodic communications on at least quarterly basis. Frazier Capital Management, LLC clients receive written quarterly updates. The written updates may include a portfolio statement, portfolio performance, projected income analysis and capital gains / (losses).

Client Referrals and Other Compensation

Incoming Referrals

FRAZIER CAPITAL MANAGEMENT, LLC has been fortunate to receive many client referrals over the years. The referrals came from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. The firm does not compensate referring parties for these referrals.

Referrals Out

FRAZIER CAPITAL MANAGEMENT, LLC does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Other Compensation

None

Custody

SEC "Custody"

From time to time, FRAZIER CAPITAL MANAGEMENT, LLC may be considered to have custody of certain types of accounts, such as when an employee acts as a trustee of an unrelated trust and the firm acts as the investment adviser to that trust. When the firm has such custody, an annual surprise audit of those custodied accounts is performed by an independent CPA firm in compliance with SEC requirements.

Frazier Capital Management, LLC may also be deemed to have custody 1) to the extent advisory clients authorize Frazier Capital Management, LLC to directly debit advisory fees from client custodian accounts.

Consistent with appropriate guidelines, as part of this advisory client billing process, the client's custodian is advised of the amount and calculation of the fee to be deducted from the client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions including deduction of advisory fees within the account during the reporting period.

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly.

Performance Reports

Clients are urged to compare the account statements received directly from their custodians to the portfolio and performance report statements provided by FRAZIER CAPITAL MANAGEMENT, LLC.

Net Worth Statements

Clients are not provided net worth statements. Net worth statements contain approximations of bank account balances, securities that may be managed by other firms, as well as the value of land and hard-to-price real estate.

Investment Discretion

Discretionary Authority for Trading

FRAZIER CAPITAL MANAGEMENT, LLC only accepts discretionary authority to manage securities accounts on behalf of clients. FRAZIER CAPITAL MANAGEMENT, LLC has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. .

The client approves the custodian to be used and the commission rates paid to the custodian. FRAZIER CAPITAL MANAGEMENT, LLC does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Discretionary trading authority facilitates placing trades in your accounts on your behalf so that we may promptly implement the investment policy that you have approved in writing.

Limited Power of Attorney

A limited power of attorney is a trading authorization for this purpose. You sign a limited power of attorney so that we may execute the trades that you have approved.

Voting Client Securities

Proxy Votes

Unless the client designates otherwise, FRAZIER CAPITAL MANAGEMENT, LLC votes proxies for securities over which it maintains discretionary authority consistent with its proxy voting policy. A copy of FRAZIER CAPITAL MANAGEMENT, LLC's proxy voting policy is available upon request.

Financial Information

Financial Condition

FRAZIER CAPITAL MANAGEMENT, LLC does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

A balance sheet is not required to be provided because FRAZIER CAPITAL MANAGEMENT, LLC does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$600 per client, and six months or more in advance.

Business Continuity Plan

General

FRAZIER CAPITAL MANAGEMENT, LLC has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

Disasters

The Business Continuity Plan covers natural disasters such as snow storms, hurricanes, tornados, and flooding. The Plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, T-1 communications line outage, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite.

Alternate Offices

Alternate offices are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients within five days of a disaster that dictates moving our office to an alternate location.

Loss of Key Personnel

FRAZIER CAPITAL MANAGEMENT, LLC has begun a search with other financial advisory firms in an effort to signed a Business Continuation Agreement to support FRAZIER CAPITAL MANAGEMENT, LLC in the event of Mark L Frazier's serious disability or death. No assurances can be made that a search will be successful.

Information Security Program

Information Security

FRAZIER CAPITAL MANAGEMENT, LLC maintains an information security program to reduce the risk that your personal and confidential information may be breached.

Privacy Notice

FRAZIER CAPITAL MANAGEMENT, LLC is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us.

The categories of nonpublic information that we collect from you may include information about your personal finances, information about your health to the extent that it is needed for the financial planning process, information about transactions between you and third parties, and information from consumer reporting agencies, e.g., credit reports. We use this information to help you meet your personal financial goals.

With your permission, we disclose limited information to attorneys, accountants, and mortgage lenders with whom you have established a relationship. You may opt out from our sharing information with these nonaffiliated third parties by notifying us at any time by tele 336-760-9344, fax 336-760-9346, email mfrazier@fraziercapitalmgt.com, or in person. With your permission, we share a limited amount of information about you with your brokerage firm in order to execute securities transactions on your behalf.

We maintain a secure office to ensure that your information is not placed at unreasonable risk. We employ a firewall barrier, secure data encryption techniques and authentication procedures in our computer environment.

We do not provide your personal information to mailing list vendors or solicitors. We require strict confidentiality in our agreements with unaffiliated third parties that require access to your personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our Company records and your personal records as permitted by law.

Personally identifiable information about you will be maintained while you are a client, and for the required period thereafter that records are required to be maintained by federal and state securities laws. After that time, information may be destroyed.

We will notify you in advance if our privacy policy is expected to change. We are required by law to deliver this *Privacy Notice* to you annually, in writing.

Brochure Supplement (Part 2B of Form ADV)

Education and Business Standards

FRAZIER CAPITAL MANAGEMENT, LLC requires that advisors in its employ have a college degree and/or equivalent (relevant) business experience. Appropriate professional designations and certifications are encouraged.

Professional Certifications

None

Mark L Frazier,

Educational Background:

- Date of birth: 1953
- Institutions University of North Carolina at Greensboro – Economics/History (1976).

Business Experience:

- Frazier Capital Management, LLC – Managing Member/Chief Compliance Officer (December 2005 to Present)
- UBS Financial Services – Vice President, Investments (October 2000 – November 2005)
- Paine Webber – Vice President, Investments (June 2000 – October 2000)
- JC Bradford & Co. – Vice President, Investments (January 1993 to June 2000)
- Began my career in October 1979 with Dean Witter Reynolds and within a few years was promoted to Vice president, Investments.

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision:

Mark L Frazier is supervised by Mark L Frazier, Chief Investment Officer and Chief Compliance Officer. He reviews Mark L Frazier's work through frequent office interactions.

SUPERVISOR'S contact information:

336-760-9344 MFRAZIER@FRAZIERCAPITALMGT.COM

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None

EMPLOYEE NAME 2, CERTIFICATIONS

There is only one employee at this time.