

March 30, 2011

Somerset Advisers LLC
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This Brochure provides information about the qualifications and business practices of Somerset Advisers LLC. If you have any questions about the contents of this Brochure, please contact us at 612-317-2099. 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.

Somerset Advisers LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Somerset Asset Management LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

MATERIAL CHANGES

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated March 30, 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will seek to further provide you with a new Brochure as necessary based on material changes or material new information, from time to time, without charge.

Currently, our Brochure may be requested by contacting Jennifer Arps, Senior Vice President, at 612-317-2099 or jarps@somersetadvisers.com.

Additional information about Somerset Advisers LLC is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Somerset Advisers LLC who are registered, or are required to be registered, as investment adviser representatives of Somerset Advisers LLC.

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ADVISORY BUSINESS

Somerset Advisers LLC (“Somerset Advisers”) services different client types with financial planning and tax advisory services. Somerset Advisers uses various software programs to assist in quantitative analysis and research.

Somerset Advisers’ core business is the preparation of tax returns. Through that process, they may provide financial advice to clients.

FEES AND COMPENSATION

The schedules of fees offered are differentiated according to the types of services rendered. Somerset Advisers’ schedule of fees applicable to new accounts is an hourly rate of \$150-\$300. Clients may choose to pay a negotiated retainer.

Under the terms of Somerset Advisers’ standard engagement letter, the compensation of Somerset Advisers is payable within 30 days of invoice date. The standard form agreements do not have fixed termination or renewal dates, but provide for the termination of Somerset Advisers’ services to the client upon prior written notice by either the client or Somerset Advisers to the other.

In addition to the schedules of fees set forth above that apply to new clients, there are in effect fee schedules with some clients that differ from those above. From time to time, special requirements of clients may result in engagement letters with terms or fee arrangements differing from those set forth in Somerset Advisers’ standard forms. There are circumstances under which fees may be negotiated.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Somerset Advisers does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

TYPES OF CLIENTS

Somerset Advisers provides portfolio financial planning and tax preparation services to:

- Individuals
- Trusts and Estates
- Charitable Organizations
- Small Businesses

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Somerset Advisers does not place trades in client accounts, but, rather, may offer suggestions or recommendations through financial planning. This is done by reviewing a client's goals and objectives, financial statements and existing investments.

DISCIPLINARY INFORMATION

None.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Dougherty Financial Group LLC ("DFG") owns 90% of Somerset Asset Management LLC, who in turn owns 100% of Somerset Advisers LLC.

DFG owns approximately 91% of Dougherty & Company LLC ("D&Co"), an SEC registered broker-dealer.

DFG also wholly owns Dougherty Advisory Services LLC which owns approximately 36% of Segall Bryant & Hamill ("SBH"), an SEC registered investment adviser.

The owners of DFG and family member own approximately 80% of The Clifton Group Investment Management Company, an SEC-registered investment adviser.

DFG provides certain administrative services to Somerset Advisers for a fee, such as legal, compliance, information technology, financial accounting and human resources.

CODE OF ETHICS

Somerset Advisers has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, guidance on certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Somerset Advisers must acknowledge the terms of the Code of Ethics.

Somerset Advisers' clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Jennifer Arps, Senior Vice President, at 612-317-2099.

Somerset Advisers requires prompt reports on all transactions covered by the Code. Somerset Advisers further requires that all brokerage account relationships be disclosed, that Somerset Advisers receive duplicate confirmations of transactions and custodial

account statements, and certifications of compliance with the Code of Ethics from all covered persons.

In addition to reporting and record keeping requirements, the Code of Ethics imposes various substantive and procedural restrictions on covered transactions, including the following:

1. All transactions by access persons in securities covered by the Code should be pre-approved, unless an exemption or exception applies. Transactions will be approved and executed only if there are no conflicting orders pending for the accounts of clients.
2. Purchase of new equity issues on the initial underwriting by employees is prohibited. A further restriction placed on portfolio managers is that they, or any member of their immediate family, shall not purchase/sell securities of an issuer for their personal account(s) within seven (7) calendar days prior to or after a managed account they manage purchases/sells that issuer's same security. There is a de minimis exemption for transactions involving a small number of shares of companies with very large market capitalization and high average daily trading volume.

Officers and/or employees may personally own securities of an affiliated broker-dealer and/or custodians that are used by clients.

Clients may also be clients of other investment advisers that trade through the firm's affiliate broker-dealer.

BROKERAGE PRACTICES

Somerset Advisers does not place any client trades and therefore does not engage in brokerage transactions such as soft dollars.

REVIEW OF ACCOUNTS

Somerset Advisers generally does not impose specific conditions on the establishment or maintenance of client accounts. Somerset Advisers does require that each client enter into a written and signed engagement letter with Somerset Advisers. Somerset Advisers reserves the right to decline any new engagement, or to resign as adviser to any account after initiation of the advisory relationship.

The client's financial needs are reviewed at least annually with the client.

CLIENT REFERRALS AND OTHER COMPENSATION

Somerset Advisers may receive insurance commissions from the sale of various types of insurance policies.

CUSTODY

Somerset Advisers does not trade client accounts nor does it have custody of any client accounts.

INVESTMENT DISCRETION

Somerset Advisers does not trade client accounts nor does it have any discretion over any client accounts.

VOTING CLIENT SECURITIES

As a matter of firm policy and practice, Somerset Advisers does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Somerset Advisers may provide advice to clients regarding the clients' voting of proxies.

FINANCIAL INFORMATION

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Somerset Advisers' financial condition. Somerset Advisers has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

REQUIREMENTS FOR STATE REGISTERED ADVISERS

Not Applicable.

OUR CLIENT PRIVACY PLEDGE

At Somerset Advisers LLC our clients' trust is important to us. Because you trust us with your financial and other personal information, we take the safeguarding and respect of this information very seriously. In order to maintain that trust we pledge to protect your privacy by striving to adhere to the policy outlined below.

Personal information we obtain is limited but may come to us through interviews with you, tax return organizers, financial planning organizers, financial history questionnaires, financial statements, correspondence between you and us, our affiliates, and others, account opening documents and custodial statements. The type of information collected is personal financial information, transaction and various other similar items of personal information. This information is important to our providing the best services to you.

There may be times when such information is provided to our affiliates and/or parent company, Somerset Asset Management, to enable us to receive services such as accounting, legal and compliance matters.

It is our policy that we do not provide current and former customer names and information to any outside firms, persons or organizations (such as catalogue or direct mail companies) unless there is a pre-existing relationship you have established such as a custodian or professional service provider and you have provided authority for us to do so or in situations where we have a legal or regulatory obligation to provide such information.

It is our policy to not provide any other businesses with any information specific to clients of Somerset Advisers LLC for the purpose of marketing or business leads, except as indicated above.

Your information is protected in various manners. All employees are subject to a policy regarding confidentiality. Employees who violate our privacy policy are subject to disciplinary process. In addition our internal systems are secured through encryption technology, passwords and physical safeguards. We strive to maintain the confidentiality of your personal information.