

**Schedule F of  
Form ADV**  
Continuation Sheet for Form ADV Part II

Applicant:  
**Arcus Capital Partners LLC**

SEC File Number:  
801-

Date:  
09/12/2007

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Arcus Capital Partners LLC</b>		IRS Empl. Ident. No.: <b>20-4545493</b>
Item of Form (identify)	Answer	

Item 1D	<p><b><u>ADVISORY SERVICES AND FEES</u></b></p> <p>Arcus Capital Partners, LLC ("ACP") is a Registered Investment Adviser with the Securities &amp; Exchange Commission offering investment management services primarily to individuals, but also in some cases to pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.</p> <p><b><u>DESCRIPTION OF SERVICES PROVIDED</u></b></p> <p><b><u>Arcus Premium Income Overlay Program</u></b></p> <p>Arcus Premium Income Overlay Program ("APIOP")'s investment strategy is to sell index options and futures options on broad based market indices (i.e., S&amp;P 500, Dow Jones Industrials, NASDAQ, etc.) to generate option premium gains for clients. ACP may also buy options, futures options, futures or other securities from time to time to provide hedging or stabilization of the positioning. This program is a single strategy and does not seek to manage a client's entire account or provide asset allocation or diversification strategies. For ACP to sell naked options in pursuing their strategy, the client must provide marketable securities as collateral in the account. Clients will authorize ACP as to the amount of collateral ACP is authorized to encumber. However it is unlikely, but possible that in fast moving markets with the nature of naked option positions the amount authorized could be surpassed. ACP will always use their best efforts to avoid these rare but potential situations. The program's ultimate objective is to provide investors a consistent, absolute and tax-advantaged return regardless of stock market or interest rate direction.</p> <p><b><u>FEE SCHEDULE:</u></b></p> <p>APIOP's fees are based on the "authorized usage" amount listed in the advisory contract. It's important to understand the Arcus Premium Income Overlay Program uses a pre-determined amount of an accounts collateral value, which will be referenced in the advisory agreement as "authorized usage". For instance, if a client has an account value of \$2,000,000 with securities that have a collateral value of \$1,000,000 but authorizes ACP to transact their strategy on only \$600,000 of the collateral of their account, the client's fee would only be charged against the \$600,000 portion of their account.</p> <p>ACP</p> <p>ACP charges a monthly management fee of 0.125% in arrears based on the amount of collateral authorized by the client in their investment management agreement with ACP. Fees are charged against the balance in the Client's account on the last day of the previous calendar month. ACP reserves the</p>
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Item 1D	<p>right to waive or reduce the advisory fee in whole or in part.</p> <p>ACP primarily manages accounts for high-net worth clients. Such clients are qualified investors since they have a minimum net worth of \$1.5 million dollars or have placed at least \$750,000 under management with ACP. In addition to the aforementioned monthly management fee, high-net worth clients are charged a performance fee as follows:</p> <p>Incentive fee of 20%, charged quarterly in arrears, of realized profits (less ACP's monthly management fees) from ACP's transactions in the client account.. In the event that ACP fails to achieve an investment return, no performance fee would be due to ACP for the prior quarter's management of client's account. In the event that the client terminates the managed account before the end of the quarter, the client shall be billed a 20% performance fee on assets under management for all profits accrued quarter to date. All performance based fees will comply with Section 205 of the Investment Advisers Act of 1940 and Rule 205-3 there under as applicable.</p> <p><b><i>Arcus Asset Management</i></b></p> <p>ACP also offers general portfolio management services to select clients. Services are broad and include asset allocation and investment management.</p> <p><b><u>FEE SCHEDULE:</u></b></p> <p>For this service ACP charges a monthly management fee of 0.125% in arrears based on the value of client assets described in the investment management agreement with ACP. Fees are charged against the balance in the Client's account on the last day of the previous calendar month. ACP reserves the right to waive or reduce the advisory fee in whole or in part.</p> <p><b><u>ADDITIONAL INFORMATION CONCERNING FEES</u></b></p> <p>In certain circumstances, advisory fees and account minimums may be negotiable based upon prior relationships as well as related account holdings. The fees charged are calculated as described above and are not charged on the basis of a share of capital gains or capital appreciation of the funds or any portion of the funds of an advisory client.</p> <p>Upon client's written authorization, fees will be automatically deducted from the account. Clients will be provided with a quarterly statement reflecting deduction of the advisory fee.</p> <p>Clients can terminate, without penalty, ACP's Agreement within five business days.</p>
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Item 3K(3)	<p><b><u>OTHER TYPES OF INVESTMENTS</u></b></p> <p>ACP will advise that certain clients invest in partnerships investing in Private Offerings offered through ACP Premium Income Fund, LLC a limited liability company whose managing member is Arcus Capital Partners, LLC.</p>
Item 5	<p><b><u>EDUCATION AND BUSINESS STANDARDS</u></b></p> <p>All individuals that render investment advisory services on behalf of the Registrant must have earned a college degree and/or have substantive investment-related experience. In addition, all such individuals shall have attained all required investment-related licenses and/or designations.</p>
Item 6	<p><b><u>EDUCATIONAL AND BUSINESS BACKGROUND</u></b></p> <p><b>Darren R. Youngman;</b> <b>Year of Birth: 1973</b></p> <p>Mr. Youngman has been assisting investors with their trading and investment management needs for over 10 years. Before forming Arcus Capital Partners with Dr. Jalali, Darren spent 4 years at Oppenheimer &amp; Co. as an Executive Director of Investments. Prior to Oppenheimer he was a Vice President with the JP Morgan Private Bank; working on the sales trading desk specializing in option, fixed income and cash management strategies. In 1997, Darren was one of the founders of Hambrecht &amp; Quist's Newport Beach office and for the following 2 years handled strategy and trading for both private and institutional clients, focusing on both the liquidation of concentrated equity positions and the reinvestment of the proceeds. In 2000, Chase Manhattan bought Hambrecht &amp; Quist then in 2001 merged with JP Morgan. Darren began his career with Kidder, Peabody &amp; Co. in 1993. Darren received a BA in Speech Communication from California State University Fullerton. Darren has previously held the following securities licenses: Series 3 Futures &amp; Commodities, Series 7 General Securities and Series 63 State Securities. He currently holds the Series 65 Investment Adviser</p>
Item 6	<p><b>Bahram Jalali, Ph.D., Principal:</b> <b>Year of Birth: 1963</b></p> <p>Dr. Jalali is a noted physicist and entrepreneur. He was the founder, President and CEO of Cognet Microsystems, a manufacturer of fiber optic components for the internet. He sold the company to Intel Corporation in 2001 in a deal that was the largest tech sector transaction of the year in Southern California. He is currently a Professor in the Henry Samueli School of Engineering at UCLA where he leads a group of 15 research scientist. He was recently named by the Scientific American Magazine as one of Top 50 most</p>

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Items 7A,B & 8C(12)  
& 8D

influential scientist (published in the December 2005 issue). Others on the list included Sergey Brin and Larry Page, founders of Google Inc. He has been investing in equity options for the past 5 years, drawn to it by the financial rewards as well as the intellectual challenges related to the mathematical foundations of options pricing. Bahram received a Ph.D. in Applied Physics from Columbia University in 1989, following which he spent 4 years with the Physics Research Division of AT&T Bell Laboratories in Murray Hill, N.J. He has received several scientific awards as well as the BridgeGate 20 Award for his contribution to the Southern California economy. He serves on the Board of Trustees of the California Science Center.

**OTHER FINANCIAL ACTIVITIES OR AFFILIATIONS**

Mr. Youngman is a licensed insurance agent/broker with various companies. In his role as an insurance agent/broker, he may offer commissionable (non-variable) insurance products to ACP's clients for which he may receive compensation. Insurance sales constitute the minority of Mr. Youngman's time.

ACP is the general partner of ACP Premium Income Fund, LLC a limited liability company in which clients are solicited to invest in. The minimum amount required to invest in ACP Premium Income Fund, LLC is \$100,000 and is only available to accredited investors.

Item 9E

**PARTICIPATION OR INTEREST IN CLIENTS  
TRANSACTIONS/CODE OF ETHICS**

ACP and/or its representatives may buy or sell for their personal account(s) investment products identical to those recommended to clients. It is the expressed policy of ACP that neither ACP, nor its representatives may purchase or sell any individual stock or bond prior to a transaction(s) being implemented for an advisory account. This policy is meant to prevent ACP and/or its representatives from benefiting as a result of transactions placed on behalf of advisory accounts.

ACP has established the following restrictions in order to ensure its fiduciary responsibilities to clients are met:

- 1) Advisors' representatives shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by their role as an Investment Advisory Representative of ACP, unless the information is also available to the investing public on reasonable inquiry. In no case, shall ACP's representatives prefer their own interest to that of their advisory clients. (1) (2)
- 2) ACP emphasizes the unrestricted right of its clients to decline to implement any advice rendered.
- 3) ACP recognizes it must act in accordance with all applicable Federal

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	<p>and State regulations governing registered investment advisory practices.</p> <p>Footnotes</p> <p>(1) This investment policy has been established recognizing that some securities being considered for purchase and sale on behalf of ACP's clients trade in sufficiently broad markets to permit transactions by clients to be completed without an appreciable impact on the markets of the securities. Under certain circumstances, exceptions may be made to the policies stated above. Records of these trades, including the reasons for the exceptions, will be maintained with ACP's records in the manner set forth above.</p> <p>(2) Open-end mutual funds and/or the investment sub-accounts which may comprise a variable insurance product are purchased or redeemed at a fixed net asset value price per share specific to the date of purchase of redemption. As such, transactions in mutual funds and/or variable insurance products by ACP are not likely to have an impact on the prices of the fund shares in which clients invest, and are therefore not prohibited by ACP's investment policies and procedures.</p>
Item 10	<p><b><u>CONDITIONS FOR MANAGING CLIENT ACCOUNTS</u></b></p> <p>ACP will require a \$100,000 minimum account size for any client desiring to invest with ACP. This minimum account size may be negotiable in certain circumstances.</p>
Miscellaneous	<p><b><u>INSIDER TRADING</u></b></p> <p>In accordance with Section 204A of the Investment Advisors Act of 1940, ACP also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by ACP.</p>
Items 12A1,2	<p><b><u>INVESTMENT OR BROKERAGE DISCRETION</u></b></p> <p>ACP generally has discretion on client accounts to determine the specific securities to be purchased or sold as well the amount of securities to be purchased or sold.</p> <p>In directing the use of a particular broker or dealer, it should be understood that ACP will not have authority to negotiate commissions or obtain volume discounts, and best execution may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to other clients. ACP participates in the Schwab Institutional (SI) services program offered to independent investment advisers by Charles Schwab &amp; Company, Inc., a NASD registered broker-dealer.</p>

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Item 12B	<p>Clients in need of brokerage and custodial services may have Interactive Brokers, LLC and/or Charles Schwab &amp; Company recommended to them. As part of the SI program, ACP receives benefits that it would not receive if it did not offer investment advice (see the disclosure under Item 13.A of this Schedule F narrative). The client is under no obligation to follow ACP's recommendation with respect to the use of particular firms and is free to implement Advisers recommendations on their own through another firm or through ACP.</p>
Item 13A	<p><b><u>ADDITIONAL COMPENSATION</u></b></p> <p>ACP participates in Charles Schwab &amp; Co.'s, Schwab Institutional (SI) service program. While there is no direct linkage between the investment advice given and participation in the SI program, economic benefits are received which would not be received if ACP did not give bundled duplicate statement, access to a trading desk service SI participants exclusively; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; ability to have investment advisory fees deducted directly from client accounts; access, for a fee, to an electronic communication network for client order entry and account information; receipt of compliance publications; and access to mutual funds which generally require significantly high minimum initial investments or are generally available only to institutional investors. The benefits received through participation in the SI program do not depend upon the amount of transactions directed to, or amount of assets custodied by, Charles Schwab &amp; Co., Inc.</p>
Item 13A	<p>Arcus Capital Partners, LLC may recommend that clients establish accounts with Charles Schwab &amp; Co., Inc. ("Schwab") or other firms (including, but not limited to Interactive Brokers, LLC) to maintain custody of clients' assets to effect trades for their accounts. Schwab and other firms may provide Arcus Capital Partners, LLC with access to their institutional trading and custody services, which are typically not available to retail investors. In the case of Schwab, these services are generally available to independent investment advisors on an unsolicited basis, at no charge to them so long as the total of at least \$5 to \$10 million of Arcus Capital Partners, LLC's clients' assets is maintained in accounts at Schwab. Schwab's services include brokerage 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.</p> <p>For Arcus Capital Partners, LLC's Clients' accounts maintained in their custody, Schwab and Interactive Brokers, LLC do not charge separately for custody but are compensated by account holders through commissions or other transaction-related fees or securities trades that are executed through</p>

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Item 13A	<p>other transaction-related fees or securities trades that are executed through their firms or that settle into clients' accounts. In certain circumstances, ACP may advise clients to use Schwab's Asset Based Pricing in lieu of the above state method.</p> <p>Schwab and Interactive Brokers, LLC may also make available to Arcus Capital Partners, LLC other products and services that may benefit Arcus Capital Partners, LLC but which may not benefit its clients. These types of services will help Arcus Capital Partners, LLC in managing and administering client accounts. These include software and other technology that provide access to client account data (i.e. trade confirmations and account statements); facilitate trade executions; provide research, pricing information, and other market data; facilitate in the payment of Arcus Capital Partners, LLC's fees from its clients' accounts; and assist with back-office functions, record-keeping, and client reporting. Many of these services may be used to service all or a substantial number of Arcus Capital Partners, LLC's accounts. Arcus Capital Partners, LLC does not maintain custody of client assets.</p> <p><b><u>REFERRALS TO THIRD PARTY MONEY MANAGERS</u></b></p> <p>ACP may select, with clients' consent, other properly SEC Registered money managers that ACP will monitor on the clients' behalf. When ACP does so, the selected money managers will pay ACP a portion of the fees generated by the referred client. Clients do not directly pay ACP for this type of service.</p>
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