

# Wrap Fee Brochure

April 6, 2011

## **Kevin Bay Investments, LLC**

*a Registered Investment Adviser*

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This wrap fee brochure provides information about the qualifications and business practices of Kevin Bay Investments, LLC (hereinafter "KBI"). If you have any questions about the contents of this brochure, please contact Jan B. Cliff at (262) 691-2013. 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 Kevin Bay Investments, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Kevin Bay Investments, LLC is an SEC registered investment adviser. Registration does not imply any level of skill or training.

## **Item 2. Material Changes**

This section of the wrap fee brochure discusses only the material changes that have occurred since KBI's last annual update of the wrap fee brochure. KBI does not have any material changes to disclose in this Item.

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## Item 4. Services, Fees, and Compensation

The Kevin Bay Investments Wrap Fee Program (the “Program”) is an investment advisory program sponsored by KBI. The Program provides clients with the ability to trade in certain investment products without incurring separate brokerage commissions or transaction charges.

To join the Program, a client must:

- (1) Complete an investor profile that describes the client’s financial needs, investment objectives, time horizon, and risk tolerance, as well as any other factors relevant to the client’s specific financial situation and any other supporting documentation the Program requires;
- (2) Complete the investment advisory wrap fee agreement (the “*Agreement*”) with KBI;
- (3) Complete a new account agreement with Pershing, LLC through Pershing Investment Manager Services (“*Pershing*”) or another broker dealer KBI approves for participation in the Program (“*Financial Institution*”); and
- (4) Open a securities brokerage account with the *Financial Institution* and deposit those assets designated for participation in the Program into the account.

After an analysis of any information provided by the client to KBI, KBI assists the client in developing an appropriate investment strategy for the assets in their accounts. Thereafter, all clients are encouraged to discuss their needs, goals, and objectives with KBI and to keep KBI informed of any changes thereto. KBI contacts ongoing clients at least annually to review its previous services and/or recommendations and to determine whether changes should be made to their investment strategy.

### Management of Your Portfolio

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All clients in the Program grant KBI discretionary authority to buy, sell, and otherwise trade in the type of securities described in Item 6, below for their accounts and to liquidate previously-purchased securities that the client has transferred to their Accounts. Assets are managed by one of KBI’s Principals, Kevin J. Bay or Jan B. Cliff.

### Fees for the Program

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Clients in the Program pay a single annualized fee for participation in the Program (the “*Program Fee*”). The *Program Fee* is prorated and charged quarterly, in advance, based upon the market value of the assets being managed by KBI under the Program on the last day of the previous quarter. The *Program Fee* varies (between 0.78% and 1.88%) depending upon the market value of the assets under management as follows:

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### Equity Accounts

PORTFOLIO VALUE	BASE FEE
Up to \$600,000	1.88%
Next \$600,000	1.68%
Next \$2,800,000	1.48%
Over \$4,000,000	0.98%

### Balanced Accounts

PORTFOLIO VALUE	BASE FEE
Up to \$600,000	1.78%
Next \$600,000	1.58%
Next \$2,800,000	1.38%
Over \$4,000,000	0.88%

### Mature Balanced Accounts

PORTFOLIO VALUE	BASE FEE
Up to \$600,000	1.48%
Next \$600,000	1.38%
Next \$2,800,000	1.28%
Over \$4,000,000	0.78%

### Fee Comparison

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Under the Program, clients receive both investment advisory services and the execution of transactions for a single, combined annualized fee, the *Program Fee*. Participation in the Program may cost the client more or less than purchasing such services separately. The number of transactions made in the client's accounts, as well as the commissions charged for each transaction, determines the relative cost of the Program versus paying for execution on a per transaction basis and paying a separate fee for advisory services. The *Program Fee* may be higher or lower than fees charged by other sponsors of comparable investment advisory programs.

## Other Charges

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Clients may incur certain charges imposed by third parties in addition to the *Program Fee* charges imposed directly by a mutual fund or exchange-traded fund in the account, which is disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

## Fees for Management During Partial Quarters of Service

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For the initial period of investment management services, the *Program Fees* are calculated on a *pro rata* basis.

The *Agreement* between KBI and the client will continue in effect until terminated by either party pursuant to the terms of the *Agreement*. The *Program Fees* are prorated through the date of termination and any remaining balance is charged or refunded to the client, as appropriate.

Clients may make additions to and withdrawals from their account at any time, subject to KBI's right to terminate an account. Additions may be in cash or cash equivalents, or securities provided that KBI reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets on notice to KBI, subject to the usual and customary securities settlement procedures. However, KBI designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. KBI may consult with its clients about the options and ramifications of transferring securities. Clients are advised that when transferred securities are liquidated, they are subject to fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

If assets are deposited into or withdrawn from an account after the inception of a quarter, the *Program Fee* payable with respect to such assets will not be adjusted or prorated based on the number of days remaining in the quarter. KBI may make an exception to this policy when assets are transferred from an existing account and deposited into a newly-created account or if there is a change in the investment strategy which results in a different fee schedule. In those circumstances, KBI, in its sole discretion, may refund the *Program Fee* paid by the existing account on a pro-rata basis and charge the refunded portion of the *Program Fee* to the new account.

## Item 5. Account Requirements and Types of Clients

The Program participants include individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

## Minimum Fee

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As a condition for participating in the Program, KBI generally imposes a minimum annual *Program Fee*. This amount depends on the type of account and corresponding investment strategy. KBI imposes a minimum annual fee per account of \$400 for Focused accounts, \$700 for Deep Value accounts, and \$4,000 for Active accounts. This minimum fee may have the effect of making KBI's fees higher than the stated fee range discussed above. KBI, in its sole discretion, may waive its minimum annual *Program Fee* based upon certain criteria including anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, and *pro bono* activities.

## Item 6. Portfolio Manager Selection and Evaluation

KBI acts as the sponsor and portfolio manager to the Program. Certain wrap programs involve the services of multiple parties in these capacities, which may involve additional conflicts of interest that the sponsor would be required to disclose in this section. KBI has no disclosures to make under this section.

The information provided in response to Item 6 below explains other advisory business of KBI.

## Investment Management Services

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Clients may, in some cases, engage KBI to manage all or a portion of their assets on a non-discretionary basis outside of the Program.

KBI primarily allocates clients' investment management assets among individual debt and equity securities, closed-end mutual funds, exchange trade mutual funds (ETFs), and/or options on a domestic and international basis in accordance with the investment objectives of the client. KBI also provides advice about investments held in clients' portfolios.

KBI also may render non-discretionary investment management services to clients relative to their individual employer-sponsored retirement plans, or other products that may not be held by the client's primary custodian. In so doing, KBI either directs or recommends the allocation of client assets among the various investment options that are available with the product. Client assets are maintained at the specific insurance company or custodian designated by the product.

Due to the Christian beliefs of KBI's principals, KBI may choose not to invest in certain securities, including any company that directly or indirectly supports activities that are gravely inconsistent with Christian teachings as determined by KBI. As a result, performance of accounts may be affected by not investing in these securities.

KBI tailors its advisory services to the individual needs of clients. KBI consults with clients initially and on an ongoing basis to determine risk tolerance, time horizon and other factors that may impact the clients'

investment needs. KBI ensures that clients' investments are suitable for their investment needs, goals, objectives and risk tolerance.

### Methods of Analysis, Investment Strategies and Risk of Loss

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#### ***Methods of Analysis***

KBI's primary methods of analysis are fundamental, technical and cyclical analysis.

*Fundamental analysis* involves the fundamental financial condition and competitive position of a company. KBI will analyze the financial condition, capabilities of management, earnings, new products and services, as well as the company's markets and position amongst its competitors in order to determine the recommendations made to clients. The primary risk in using fundamental analysis is that while the overall health and position of a company may be good, market conditions may negatively impact the security. Fundamental analysis is the primary consideration in the management of portfolios at KBI.

*Cyclical analysis* is similar to technical analysis in that it involves the analysis of market conditions at a macro (entire market/economy) or micro (company specific) level, rather than the overall fundamental analysis of the health of the particular company that KBI is recommending. The risks with cyclical analysis are similar to those of technical analysis.

*Technical analysis* involves the analysis of past market data rather than specific company data in determining the recommendations made to clients. Technical analysis may involve the use of charts to identify market patterns and trends which may be based on investor sentiment rather than the fundamentals of the company. The primary risk in using technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that KBI will be able to accurately predict such a reoccurrence. Technical analysis is a minor consideration in management of portfolios at KBI.

#### ***Investment Strategies***

KBI follows three disciplined investment principals: *Focused*, *Active*, and *Deep Value* (each further discussed below). Though some securities positions may overlap, these strategies differ in terms of investment philosophy, risks, account turnover, and characteristics of investments. All strategies incorporate an approach of purchasing securities without restriction as to the market capitalization of the company. As a result, portfolio holdings in all investment strategies may include any range of microcap and/or megacap stocks. Microcap and small cap equity issues may have more volatility than larger companies. Total return and preservation of capital are emphasized over tax considerations. Each strategy is further delineated into three groupings based on the asset allocation:

- Mature Balanced – These portfolios' principal objective is preservation of capital with a secondary emphasis on long-term capital appreciation;



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- **Balanced** – These portfolios have shared objectives of capital preservation and capital appreciation; and
- **Equity** – The principal objective is capital appreciation with capital preservation as a secondary consideration.

It is important to note that due to market risks discussed later, there can be no assurance that the objectives identified above can be met.

### *Focused Strategy*

Focused portfolios are invested in multiple asset classes including foreign and domestic equity, fixed income, ETFs, and cash or cash equivalents. Investment in equity securities is based on fundamental analysis. Security selection focuses on securities that are selling at what is believed to be a meaningful discount to the securities intrinsic value. Significant consideration is also given to a security's qualitative aspects as positions are intended to be held for a longer timeframe in order for appreciation to occur. Portfolios following a Focused strategy may include investments in securities that are also selected in accordance with both the Active and Deep Value strategies. Turnover of investment positions will tend to be less frequent than for portfolios following an Active or Deep Value strategy. When the firm deems market conditions warrant, portfolios may hold significant positions in cash or cash equivalents, or fixed income securities as a tactical movement intended to preserve portfolio assets.

### *Active Strategy*

Active portfolios are invested in multiple asset classes including foreign and domestic equity, fixed income, ETFs, and cash or cash equivalents. Investment in equity securities is based on fundamental analysis. KBI focuses on selecting securities that are selling at what KBI believes to be a meaningful discount to the securities intrinsic value. Portfolios following an Active strategy may include investments in securities that are also selected in accordance with both the Focused and Deep Value strategies. The Active strategy also focuses on opportunities that are presented by special situation circumstances (spin-offs, mergers, bankruptcies, restructurings, tender offers and similar occurrences). Turnover of investment positions may be significant for portfolios following an Active strategy. Turnover will tend to occur more frequently than for portfolios following a Focused or Deep Value strategy. When the firm deems market conditions warrant, portfolios may hold significant positions in cash or cash equivalents, or fixed income securities as a tactical movement intended to preserve portfolio assets.

### *Deep Value Strategy*

Deep Value portfolios are invested in multiple asset classes including foreign and domestic equity, fixed income, ETFs, and cash or cash equivalents. Investment in equity securities is based on fundamental analysis. The main criterion for security selection for portfolios following a Deep Value strategy is valuation. KBI selects securities that are selling at what is believed to be a meaningful discount to the securities intrinsic value. This will include securities for which a fundamental analysis indicates the

security is selling at a distressed price level. Portfolios following a Deep Value strategy may include investments in securities that are also selected in accordance with both the Focused and Active strategies. Turnover of investment positions may occur on a frequent basis. When the firm deems market conditions warrant, portfolios may hold significant positions in cash or cash equivalents, or fixed income securities as a tactical movement intended to preserve portfolio assets.

### ***Risks of Loss***

#### *Mutual Funds and Exchange Traded Funds (ETFs)*

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

#### *Options*

Options allow investors to buy or sell a security at a contracted "strike" price (not necessarily the current market price) at or within a specific period of time. Clients may pay or collect a premium for buying or selling an option. Investors transact in options to either hedge (limit) losses in an attempt to reduce risk or to speculate on the performance of the underlying securities. Options transactions contain a number of inherent risks, including the partial or total loss of principal in the event that the value of the underlying security or index does not increase/decrease to the level of the respective strike price. Holders of options

contracts are also subject to default by the option writer which may be unwilling or unable to perform its contractual obligations.

### *Market Risks*

The profitability of a significant portion of KBI's recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. Stock and bond markets fluctuate widely and may continue to do so. There can be no assurance that KBI will be able to predict those price movements accurately.

### *Management Through Similarly Managed Accounts*

KBI manages portfolios by allocating portfolio assets among various securities and individual bonds on a discretionary basis using one or more of its proprietary investment strategies (collectively referred to as "*investment strategy*"). In so doing, KBI buys, sells, exchanges and/or transfers individual securities and bonds based upon the *investment strategy*.

KBI's management using the *investment strategy* complies with the requirements of Rule 3a-4 of the Investment Company Act of 1940, as amended. Rule 3a-4 provides similarly managed accounts, such as the *investment strategy*, with a safe harbor from the definition of an investment company.

The *investment strategy* may involve an above-average portfolio turnover that could negatively impact upon the net after-tax gain experienced by an individual client. Securities in the *investment strategy* are usually exchanged and/or transferred without regard to a client's individual tax ramifications. Certain investment opportunities that become available to KBI's clients may be limited. As further discussed in response to Item 12B (below), KBI allocates investment opportunities among its clients on a fair and equitable basis.

### *Foreign Investment Risk*

KBI may trade foreign securities. Investments in securities of non-U.S. issuers, including foreign governments and securities whose prices are quoted in non-U.S. currencies pose currency exchange risks. These risks include blockage, devaluation and non-exchangeability, as well as a range of other potential risks which, depending on the country involved, could include: expropriation, confiscatory taxation, political or social instability, illiquidity, price volatility, and market manipulation.

In addition, less information may be available regarding securities of non-U.S. issuers, and non-U.S. companies may not be subject to accounting, auditing and financial reporting standards and requirements comparable to or as uniform as those of U.S. companies. Transaction costs of investing in non-U.S. securities markets are generally higher than in the U.S. There is generally less government supervision and regulation of non-U.S. exchanges, brokers and issuers than there is in the United States. Clients might have greater difficulty taking appropriate legal action in non-U.S. courts. Non-U.S. markets also have different clearance and settlement procedures which, in some markets, have at times failed to keep

pace with the volume of transactions, thereby creating substantial delays and settlement failures that could adversely affect performance.

### *General Risk of Loss*

Investing in securities involves the risk of loss. Clients should be prepared to bear such loss.

### **Voting of Client Securities**

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KBI may vote client securities (proxies) on behalf of its clients. When KBI accepts such responsibility, it will only cast proxy votes in a manner consistent with the best interest of its clients. Absent special circumstances, which are fully- described in KBI's Proxy Voting Policies and Procedures, all proxies will be voted consistent with guidelines established and described in KBI's Proxy Voting Policies and Procedures, as they may be amended from time-to-time. Clients may contact KBI to request information about how KBI voted proxies for that client's securities or to get a copy of KBI's Proxy Voting Policies and Procedures. A brief summary of KBI's Proxy Voting Policies and Procedures is as follows:

- KBI has formed a Proxy Voting Committee that will be responsible for monitoring corporate actions, making voting decisions in the best interest of clients, and ensuring that proxies are submitted in a timely manner.
- The Proxy Voting Committee will generally vote proxies according to KBI's then current Proxy Voting Guidelines. The Proxy Voting Guidelines include many specific examples of voting decisions for the types of proposals that are most frequently presented, including: composition of the board of directors; approval of independent auditors; management and director compensation; anti-takeover mechanisms and related issues; changes to capital structure; corporate and social policy issues; and issues involving mutual funds.
- Although the Proxy Voting Guidelines are followed as a general policy, certain issues are considered on a case-by-case basis based on the relevant facts and circumstances. Since corporate governance issues are diverse and continually evolving, KBI devotes an appropriate amount of time and resources to monitor these changes.

In situations where there may be a conflict of interest in the voting of proxies due to business or personal relationships that KBI maintains with persons having an interest in the outcome of certain votes, KBI takes appropriate steps to ensure that its proxy voting decisions are made in the best interest of its clients and are not the product of such conflict.

## **Item 7. Client Information Provided to Portfolio Managers**

KBI acts as the sponsor and portfolio manager to the Program. Certain wrap programs involve the services of multiple parties in these capacities. In those circumstances, the sponsor is required to

disclose how and what type of information about client that it provides to portfolio managers. KBI has no disclosures to make under this section.

### Item 8. Client Contact with Portfolio Managers

There are no restrictions on a clients' ability to contact and consult with KBI.

### Item 9. Additional Information

#### Disciplinary Information

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KBI is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. KBI does not have any required disclosures to this Item.

#### Other Financial Industry Activities and Affiliations

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KBI is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons. KBI does not have any required disclosures to this Item.

#### Code of Ethics

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KBI and persons associated with KBI ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with KBI's policies and procedures.

KBI has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("*Code of Ethics*"). In accordance with Section 204A of the Investment Advisers Act of 1940 (the "Advisers Act"), its *Code of Ethics* contains written policies reasonably designed to prevent the unlawful use of material non-public information by KBI or any of its associated persons. The *Code of Ethics* also requires that certain of KBI's personnel (called "*Access Persons*") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

Unless specifically permitted in KBI's *Code of Ethics*, none of KBI's *Access Persons* may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the *Access Person*) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of KBI's clients.

When KBI is purchasing or considering for purchase any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when KBI is selling or considering the sale of any

security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact KBI to request a copy of its *Code of Ethics*.

### **Review of Accounts and General Reports**

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KBI monitors assets as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis.

Clients are provided with transaction confirmation notices and regular summary account statements directly from the *Financial Institutions* for assets. Participants also receive a report from KBI that may include such relevant account and/or market-related information such as an inventory of account holdings and account performance not less than annually. Clients should compare the account statements they receive from the *Financial Institutions* with those they receive from KBI.

### **Client Referrals and Other Compensation**

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A component of three *Supervised Persons'* compensation is related to new assets brought into KBI. There is no compensation paid to *non-Supervised Persons* for client referrals. This compensation is paid in accordance with the requirements of Rule 206(4)-3 of the Advisers Act. Any such referral fee is paid solely from KBI's investment management fee, and does not result in any additional charge to the client.

### **Financial Information**

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KBI does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance. In addition, KBI is required to disclose any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. KBI has no disclosures pursuant to this Item.

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