

**FORM ADV****Uniform Application for Investment Adviser Registration****Part II - Page 1**

Name of Investment Adviser: <b>Beverly Hills Capital Management, LLC</b>				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
<b>315 South Beverly Drive, Suite 501</b>	<b>Beverly Hills</b>	<b>CA</b>	<b>90212</b>	<b>( 310 ) 551-1925</b>

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.  
The information has not been approved or verified by any government authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

**FORM ADV****Part II - Page 2**

Applicant:

**Beverly Hills Capital Management, LLC**

SEC File Number:

801-

Date:

**November 6, 2008**

## Definitions for Part II

Related person - Any officer, director or partner of applicant or any person directly or indirectly controlling, controlled by, or under common control with the applicant, including any non-clerical, non-ministerial employee.

Investment Supervisory Services - Giving continuous investment advice to a client (or making investments for the client) based on the individual needs of the client. Individual needs include, for example, the nature of other client assets and the client's personal and family obligations.

1. **A. Advisory Services and Fees.** (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service. ESTIMATE  
(See instruction below.)

Applicant:

- |                                     |     |   |      |
|-------------------------------------|-----|---|------|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services .....  | 100% |
| <input type="checkbox"/>            | (2) | Manages investment advisory accounts not involving investment supervisory services .....  | %    |
| <input type="checkbox"/>            | (3) | Furnishes investment advice through consultations not included in either service described above .....  | %    |
| <input type="checkbox"/>            | (4) | Issues periodicals about securities by subscription .....   | %    |
| <input type="checkbox"/>            | (5) | Issues special reports about securities not included in any service described above .....   | %    |
| <input type="checkbox"/>            | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities ..... | %    |
| <input checked="" type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities .....   | 0%   |
| <input type="checkbox"/>            | (8) | Provides a timing service .....   | %    |
| <input type="checkbox"/>            | (9) | Furnishes advice about securities in any manner not described above .....   | %    |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

- |    |   |  |                                |
|----|---|--|--------------------------------|
| B. | Does the applicant call any of the services it checked above financial planning or some similar term? ..... | Yes<br><input checked="" type="checkbox"/> | No<br><input type="checkbox"/> |
|----|---|--|--------------------------------|

## C. Applicant offers investment advisory services for: (check all that apply):

- |                                     |     |  |                          |     |                   |
|-------------------------------------|-----|--|--------------------------|-----|-------------------|
| <input checked="" type="checkbox"/> | (1) | A percentage of assets under management      | <input type="checkbox"/> | (4) | Subscription fees |
| <input type="checkbox"/>            | (2) | Hourly charges                               | <input type="checkbox"/> | (5) | Commissions       |
| <input type="checkbox"/>            | (3) | Fixed fees (not including subscription fees) | <input type="checkbox"/> | (6) | Other             |

## D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. **Types of Clients** - Applicant generally provides investment advice to: (check those that apply)

- |                                     |    |                                  |                                     |    |   |
|-------------------------------------|----|----------------------------------|-------------------------------------|----|---|
| <input checked="" type="checkbox"/> | A. | Individuals                      | <input checked="" type="checkbox"/> | E. | Trusts, estates, or charitable organizations                    |
| <input type="checkbox"/>            | B. | Banks or thrift institutions     | <input checked="" type="checkbox"/> | F. | Corporations or business entities other than those listed above |
| <input type="checkbox"/>            | C. | Investment companies             | <input type="checkbox"/>            | G. | Other (describe on Schedule F)                                  |
| <input checked="" type="checkbox"/> | D. | Pension and profit sharing plans |                                     |    |   |

**FORM ADV****Part II - Page 3**

Applicant:

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Date:

**November 6, 2008****3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> A. Equity Securities                   | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities         |  |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> I. Options contracts on:                          |
| <input checked="" type="checkbox"/> (3) foreign issues                     | <input checked="" type="checkbox"/> (1) securities                         |
|  | <input checked="" type="checkbox"/> (2) commodities                        |
| <input checked="" type="checkbox"/> B. Warrants                            |  |
| <input checked="" type="checkbox"/> C. Corporate debt securities           | <input type="checkbox"/> J. Futures contracts on:                          |
| (other than commercial paper)  | <input type="checkbox"/> (1) tangibles                                     |
|  | <input type="checkbox"/> (2) intangibles                                   |
| <input checked="" type="checkbox"/> D. Commercial paper                    | <input type="checkbox"/> K. Interests in partnerships investing in:        |
| <input checked="" type="checkbox"/> E. Certificates of deposit             | <input checked="" type="checkbox"/> (1) real estate                        |
| <input checked="" type="checkbox"/> F. Municipal securities                | <input checked="" type="checkbox"/> (2) oil and gas interests              |
|  | <input checked="" type="checkbox"/> (3) other (explain on Schedule F)      |
| <input type="checkbox"/> G. Investment company securities                  | <input checked="" type="checkbox"/> L. Other (explain on Schedule F)       |
| <input checked="" type="checkbox"/> (1) variable life insurance            |  |
| <input checked="" type="checkbox"/> (2) variable annuities                 |  |
| <input checked="" type="checkbox"/> (3) mutual fund shares                 |  |

**4. Methods of Analysis, Sources of Information, and Investment Strategies.****A.** Applicant's security analysis methods include: (check those that apply)

- |   |  |
|---|--|
| (1) <input checked="" type="checkbox"/> Charting    | (4) <input checked="" type="checkbox"/> Cyclical           |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical   |  |

**B.** The main sources of information applicant uses include: (check those that apply)

- |   |   |
|---|---|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines    | (5) <input type="checkbox"/> Timing services  |
| (2) <input checked="" type="checkbox"/> Inspections of corporate activities   | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases  |
| (4) <input checked="" type="checkbox"/> Corporate rating services             | (8) <input type="checkbox"/> Other (explain on Schedule F)  |

**C.** The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- |  |   |
|--|---|
| (1) <input checked="" type="checkbox"/> Long term purchases<br>(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions  |
| (2) <input checked="" type="checkbox"/> Short term purchases<br>(securities sold within a year)  | (6) <input checked="" type="checkbox"/> Option writing, including covered options,<br>uncovered options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days)                 | (7) <input type="checkbox"/> Other (explain on Schedule F)  |
| (4) <input checked="" type="checkbox"/> Short sales  |   |

**FORM ADV****Part II - Page 4**

Applicant:

**Beverly Hills Capital Management, LLC**

SEC File Number:

801-

Date:

**November 6, 2008****5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? . . . . .

Yes No  
☒ ☐

(If yes, describe these standards on Schedule F.)

**6. Education and Business Background.**

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- |                 |  |
|-----------------|--|
| • name          | • formal education after high school               |
| • year of birth | • business background for the preceding five years |

**7. Other Business Activities.** (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☒ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

**8. Other Financial Industry Activities or Affiliations.** (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- |  |  |
|--|--|
| <input checked="" type="checkbox"/> (1) broker-dealer  | <input checked="" type="checkbox"/> (7) accounting firm                            |
| <input type="checkbox"/> (2) investment company  | <input type="checkbox"/> (8) law firm  |
| <input type="checkbox"/> (3) other investment adviser  | <input type="checkbox"/> (9) insurance company or agency                           |
| <input type="checkbox"/> (4) financial planning firm   | <input type="checkbox"/> (10) pension consultant                                   |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer                         |
| <input type="checkbox"/> (6) banking or thrift institution   | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest? . . . . .

Yes No  
☐ ☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

**FORM ADV****Part II - Page 5**

Applicant:

**Beverly Hills Capital Management, LLC**

SEC File Number:

801-

Date:

**November 6, 2008****9. Participation or Interest in Client Transactions.**

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☒ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account? .....

Yes    No  
☒    ☐

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

**See Schedule F.**

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

**See Schedule F.**

**FORM ADV****Part II - Page 6**

Applicant:

**Beverly Hills Capital Management, LLC**

SEC File Number:

801-

Date:

**November 6, 2008****12. Investment or Brokerage Discretion.**

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

(1) securities to be bought or sold? . . . . .

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ? . . . . .

Yes No

☒ ☐

(3) broker or dealer to be used ? . . . . .

Yes No

☒ ☐

(4) commission rates paid? . . . . .

Yes No

☒ ☐

B. Does applicant or a related person suggest brokers to clients? . . . . .

Yes No

☒ ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

**13. Additional Compensation.**

Does the applicant or a related person have any arrangements, oral or in writing, where it:

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? . . . . .

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals? . . . . .

Yes No

☒ ☐

(For each yes, describe the arrangements on Schedule F.)

**14. Balance Sheet.** Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet? . . . . .

Yes No

☐ ☒

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

Applicant: <b>Beverly Hills Capital Management, LLC</b>	SEC File Number: <b>801-69836</b>	Date: <b>October 27, 2009</b>
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(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>Beverly Hills Capital Management, LLC</b>		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
1.D.	<p>Beverly Hills Capital Management, LLC ("BHCM") provides investment advisory services on either a discretionary or a non-discretionary basis in addition to financial planning services.</p> <p>Advisory services are provided for an asset-based fee ranging from 0.6% to 2.5% <i>per annum</i>, as negotiated with each client based on the amount of assets to be managed, and the scope and complexity of the services to be offered. Fees are billed quarterly in advance, based on the value of the account as of the last day of the previous calendar quarter. The agreement to provide services may be terminated by providing 30 days written notice. Upon termination fees will be pro-rated through the date of termination and any prepaid, unearned fees will be returned to the client. .</p> <p>Advice offered by BHCM may involve investment in mutual funds. All fees paid to BHCM for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders (described in each fund's prospectus). Mutual fund fees will generally include a management fee and other fund expenses. Clients are advised to review all fees charged by mutual funds, BHCM and others to fully understand the total advisory fees to be paid by the client.</p> <p>Financial planning services are provided to asset management clients at no additional cost.</p> <p>Although BHCM believes its fees are competitive, lower fees for comparable services may be available from other sources.</p> <p>BHCM implements investment recommendations with mutual funds and other types of managed accounts. These mutual funds and managed accounts charge asset management fees that are charged indirectly to the client. These fees are in addition to advisory fees paid to BHCM.</p> <p>BHCM does not vote proxies on behalf of client accounts. The client retains this right and responsibility.</p>	
3.K.	BHCM may provide advice regarding private placements managed by third party investment advisors and/or venture capital funds.	
3.L.	BHCM also trades in foreign currencies.	
5.	As general standards, an undergraduate degree and some prior business experience are required. Graduate work and a specialized business or technical skill are preferred, but are not required. In addition, any associated persons will meet the examination or experience requirements of the states in which they provide investment advisory services.	
6.	<p>Robert M. Wilkin, born 1966.</p> <p><u>Educational Background</u> BA, Economics, UCLA, 1989 JD, Northwestern University, School of Law, 1993</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant: <b>Beverly Hills Capital Management, LLC</b>	SEC File Number: <b>801-69836</b>	Date: <b>October 27, 2009</b>
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(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>Beverly Hills Capital Management, LLC</b>		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
	<p><u>Business Background</u></p> <p>9/08 - Present Beverly Hills Capital Management, LLC, Beverly Hills, CA Investment Advisor, Managing Member</p> <p>2/99 - Present Blumberg Ribner, Inc., Beverly Hills, CA CPA Firm, Legal Consultant</p> <p>4/98 - Present WBS Management Group, Beverly Hills, CA Financial Consultant, Managing Member</p> <p>Ana Blumberg-Markus, born 1953.</p> <p><u>Business Background</u></p> <p>9/08 - Present Beverly Hills Capital Management, LLC, Beverly Hills, CA Investment Advisor, Managing Member</p> <p>5/07 - Present Delta Global Asset Management, Bolton, MA Investment Advisor, Registered Investment Advisor Agent</p> <p>4/05 - Present Delta Equity Services Corporation, Beverly Hills, CA Broker-Dealer, Financial Consultant</p> <p>11/02 - 2/05 Leumi Investment Services Inc, Beverly Hills, CA Broker-Dealer, Financial Consultant</p> <p>3/02 - 11/02 RBC Dain Rauscher Inc., Beverly Hills, CA Broker-Dealer, Financial Consultant</p> <p>9/98 - 3/02 Sutro &amp; Co. Incorporated, San Francisco, CA Broker-Dealer, Financial Consultant</p> <p>6/92 - 9/98 Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, Beverly Hills, CA Broker-Dealer, Senior Financial Consultant</p>	
8.C.(1) & 9.B.	<p>Ms. Blumberg-Markus is a registered representative with Delta Equity Services Corporation, a FINRA registered broker dealer. When clients elect to execute securities transactions through Ms. Blumberg-Markus and Delta Equity Services Corporation, Ms. Blumberg-Markus will receive the customary and regular compensation, which will be disclosed to clients at inception of the relationship.</p>	
9.	<p>BHCM recognizes that the personal investment transactions of its members and employees demand the application of a high code of ethics. BCHM requires that all such transactions be effected in a manner that does not compromise the interest of any client. At the same time, BCHM believes that if investment goals are similar for BCHM and its clients, it is logical and perhaps desirable that there is common ownership of some securities.</p> <p>In order to address potential conflicts of interest arising from its members' and employee's securities trading, BCHM has adopted a set of procedures governing transactions effected by BCHM, its members and employees for their personal accounts.</p> <p>From time to time, BCHM may cause clients to buy a security in which BCHM or an associated person has an ownership position, or BCHM or an associated person of BCHM may purchase a security of the same class as securities held in a client's account. It is BCHM's policy not to permit associated persons (or certain of their relatives) to trade in a manner that takes advantage of price movements caused by clients' transactions.</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).



**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant: <b>Beverly Hills Capital Management, LLC</b>	SEC File Number: <b>801-69836</b>	Date: <b>October 27, 2009</b>
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(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>Beverly Hills Capital Management, LLC</b>		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
	<p>From time to time, trading by BHCM and its associated persons (and certain of their relatives) in particular securities may be restricted in recognition of impending investment decisions on behalf of clients. Transaction orders for BHCM and its associated persons will be the last orders filled.</p> <p>BHCM and its associated persons may purchase or sell specific securities for their own account based on personal investment considerations without regard to whether the purchase or sale of such security is appropriate for clients.</p> <p>BHCM has adopted a set of enforceable guidelines (Code of Ethics), which describes unacceptable conduct by BHCM and its associated persons. Summarized, this Code of Ethics prohibits BHCM and its associated persons from placing their interests before the clients, using non public information gathered when providing services to clients for their own gains, or engaging in any act, practice or course of business that is, or might be considered, fraudulent, deceptive, manipulative, or in violation of any applicable law, rule or regulation of a governmental agency. Please contact us if you would like to receive a full copy of this Code of Ethics.</p>	
10.	Individually managed accounts are generally required to open an account with a minimum of \$250,000, although this minimum may be waived at BHCM's sole discretion.	
11.A.	Robert Wilkin and Ana Blumberg-Marcus manage and review clients' accounts on a day-to-day basis.	
11.B.	Individually managed account holders are provided at least quarterly with account statements showing account holding and activity. These statements may be provided by the custodian of the assets.	
12. & 13.A.	<p>For some clients, BHCM has complete discretion over the selection and amount of securities to be bought or sold.</p> <p>BHCM may also be granted complete discretion over the selection of brokers and dealers ("broker-dealers") to execute securities transactions and the negotiation of compensation arrangements with such broker-dealers. In addition to using broker-dealers as agents and paying commissions, BHCM may cause clients to buy or sell securities directly from or to broker-dealers acting as principal (such as market-makers for over-the-counter securities) at prices that include markups or markdowns, and may buy securities from underwriters or broker-dealers in public offerings at prices that include compensation to the underwriters or broker-dealers. The following discussion summarizes the material aspects of BHCM's practices in selecting broker-dealers to execute transactions.</p> <p><b><i>Selection Criteria – Execution Quality</i></b></p> <p>In choosing broker-dealers, BHCM is not required to consider any particular criteria. For the most part, BHCM seeks "best execution" of securities transactions. What constitutes "best execution" and determining how to achieve it are inherently uncertain. In evaluating whether a broker-dealer will provide best execution, BHCM considers a</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant: <b>Beverly Hills Capital Management, LLC</b>	SEC File Number: <b>801-69836</b>	Date: <b>October 27, 2009</b>
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(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>Beverly Hills Capital Management, LLC</b>		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
	<p>range of factors. These include, among others, historical net prices (after markups, markdowns or other transaction-related compensation) on other transactions; the execution, clearance and settlement and error correction capabilities of the broker-dealer generally and in connection with securities of the type and in the amounts to be bought or sold; the broker-dealer's willingness to commit capital; the broker-dealer's reliability and financial stability; the size of the transaction; the availability of securities to borrow for short sales; the market for the security; and, as discussed more fully below, the nature, quantity and quality of research and other services and products provided by the broker-dealer. BHCM is not required to select the broker-dealer that charges the lowest transaction cost, even if that broker-dealer can provide execution quality comparable to other broker-dealers. Clients may at times pay more than the lowest transaction cost available in order to obtain for BHCM services and products that relate to investment research or trading activities.</p> <p>BHCM may recommend that clients establish brokerage accounts with the Schwab Institutional® division of Charles Schwab &amp; Co., Inc. (Schwab), a FINRA-registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Although BHCM may recommend that clients establish accounts at Schwab, it is the client's decision to custody assets with Schwab. BHCM is independently owned and operated and not affiliated with Schwab.</p> <p>Schwab provides BHCM 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 advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Institutional. These services are contingent upon BHCM 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.</p> <p>For BHCM 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 or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.</p> <p>Schwab Institutional also makes available to BHCM other products and services that benefit BHCM but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of BHCM's accounts, including accounts not maintained at Schwab.</p> <p>Schwab's products and services that assist BHCM in managing and administering 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 BHCM's fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:

**Beverly Hills Capital  
Management, LLC**

SEC File Number:

**801-69836**

Date:

**October 27, 2009**

(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>Beverly Hills Capital Management, LLC</b>	IRS Empl. Ident. No.:
Item of Form (identify)	Answer
13.B.	<p><u>Aggregation of Client Trades</u></p> <p>BHCM performs investment management services for various clients. There are occasions on which portfolio transactions may be executed as part of concurrent authorizations to purchase or sell the same security for numerous accounts served by BHCM, some of which accounts may have similar investment objectives. Although such concurrent authorizations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they will be effected only when BHCM believes that to do so will be in the best interest of the affected accounts. When such concurrent authorizations occur, the objective will be to allocate the executions in a manner which is deemed equitable to the accounts involved.</p> <p><u>Brokerage Direction</u></p> <p>In some instances, because of a prior relationship between a client and one or more brokers, or for other reasons, a client may instruct BHCM to execute any or all securities transactions for their account with or through one or more brokers designated by the client. In such cases, the client is responsible for negotiating the terms and conditions (including, but not limited to, commission rates) relating to all services to be provided by such brokers and the client is satisfied with such terms and conditions. BHCM has no responsibility for obtaining the best prices or any particular commission rates for transactions with or through any such broker for such client's account. The client recognizes that it may not obtain rates as low as it might otherwise obtain if BHCM had discretion to select broker/dealers other than those chosen by the client. Any client providing instructions to BHCM regarding direction of brokerage transactions must notify BHCM in writing if the client desires BHCM to cease executing transactions with or through any such broker/dealer.</p> <p>BHCM may also employ solicitors to whom it will pay cash or a portion of the advisory fees paid by clients referred to it by those solicitors. In such cases, this practice will be disclosed in writing to the client and BHCM will comply with the other requirements of Rule 206(4)-3, under the Investment Advisers Act of 1940, as amended.</p>

Complete amended pages in full, circle amended items and file with execution page (page 1).