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FORM ADV

Uniform Application for Investment Adviser Registration

Part II - Page 1

Name of Investment Adviser: Hampton Asset Advisors, LLC				
Address: (Number and Street) 2605 Geneva Court	(City) Oakton	(State) VA	(Zip Code) 22124	Area Code: Telephone number: (703) 536-0205

**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 governmental 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.)

**Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.**

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.
(See instructions below.)

Applicant:

<input checked="" type="checkbox"/>	(1)	Provides investment supervisory services	(Estimated)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 type="checkbox"/>	(7)	On more than an occasional basis, furnishes advice to clients on matters not involving securities	%
<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 applicant call any of the services it checked above financial planning or some similar term?

Yes
☐ No
☒

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 checked="" type="checkbox"/> (2) Hourly charges | <input checked="" type="checkbox"/> (5) Commissions |
| <input checked="" 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 checked="" type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

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 type="checkbox"/> I. Options contracts on: |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input checked="" type="checkbox"/> (1) securities |
| <input checked="" type="checkbox"/> (3) foreign issuers | <input type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> B. Warrants | <input type="checkbox"/> J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> F. Municipal securities | <input checked="" type="checkbox"/> (1) real estate |
| <input type="checkbox"/> G. Investment company securities: | <input checked="" type="checkbox"/> (2) oil and gas interests |
| <input checked="" type="checkbox"/> (1) variable life insurance | <input checked="" type="checkbox"/> (3) other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (2) variable annuities | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) |
| <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 type="checkbox"/> Charting | (4) <input checked="" type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input checked="" 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 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 checked="" 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 (securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases (securities sold within a year) | (6) <input checked="" type="checkbox"/> Option writing, including covered options, uncovered options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days) | (7) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (4) <input checked="" type="checkbox"/> Short sales | |

Applicant Hampton Asset Advisors, LLC	SEC File Number 801-	Date 03/22/2010
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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 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 advisor 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 in 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.)

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.)

- 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.

To the extent the firm may be engaged to provide investment supervisory services, each client depending upon the level and scope of the services that the firm has been engaged to provide, is encouraged to discuss with Doug McGregor, President, their objectives, needs and goals and to keep him informed of any changes regarding same. To the extent that the client determines necessary, based upon a change in their financial situation and/or investment objectives, the firm shall remain available to meet with the client to review, evaluate and/or revise the firm's previous services and/or recommendations.

The firm's President and Steve Solano, the firm's CCO shall review on a monthly basis each portfolio that the firm manages. All compliance exception reports generated by the firm's custodians will be analyzed for anomalies, inconsistencies and/or patterns of potential violations.

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

Clients are provided with transaction confirmation notices and quarterly summary account statements directly from the broker-dealer/custodian and/or the independent investment manager for the account.

All clients receive monthly summary reports indicating the performance of the firm, designated managers and/or asset managers recommended by the firm in which the client fund's are invested for the month and year to date. In addition, the firm provides relevant statistical information regarding each of the designated managers and/or asset managers employed by the respective clients, and an analysis of the performance of these designated managers and/or asset managers, individually and in the aggregate, compared with relevant indices. In some instances, clients may require customized reports, and the firm provides these reports, as mutually agreed.

12. Investment or Brokerage Discretion.

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

- | | Yes | No |
|--|-------------------------------------|-------------------------------------|
| (1) securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (4) commission rates paid? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

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 product 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 <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |

(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; 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 <input type="checkbox"/>	No <input checked="" type="checkbox"/>
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**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant: HAMPTON ASSET ADVISORS, LLC	SEC File Number: 801-	Date: 03/22/2010
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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: HAMPTON ASSET ADVISORS, LLC	IRS Empl. Ident. No.: 11-3005328
Item of Form (identify)	Answer	
Item 1D	<p>INVESTMENT MANAGEMENT</p> <p>Hampton Asset Advisors, LLC ("HAA") is an asset management firm that provides investment supervisory services to clients on a separate account basis ("Separate Accounts"). HAA helps to establish investment objectives and monitor the achievement of such objectives through investment in private investment funds and has overall responsibility and authority to select sub-managers as discretionary asset managers. Investors in the Separate Accounts primarily include U.S. and non-U.S. institutional investors, financial institutions, public and private pension plans as well as accounts held on behalf of certain qualified investment partnerships and individuals, and may include U.S. pension and ERISA plans, university endowments and foundations.</p> <p>Prior to HAA providing investment management services, the client will be required to enter into a formal <i>Investment Advisory Agreement</i> with HAA setting forth the terms and conditions under which HAA shall manage the client's assets, and a separate sub-advisor agreement. The <i>Investment Advisory Agreement</i> between HAA and the client will continue in effect unless terminated by either party by written notice in accordance with the terms and conditions of the <i>Investment Advisory Agreement</i>. HAA's investment management fee shall be prorated through the date of termination.</p> <p>HAA also provides investment supervisory services to various Clients in its capacity as a sub-adviser. In particular, HAA is a party to a Sub-Advisory Agreement whereby it has been appointed sub-investment adviser by its affiliate, Hampton Hedge Fund Marketing, LLC ("HHFM"). Pursuant to this Sub-Advisory Agreement, HHFM has engaged HAA to provide extensive investment supervisory services to all of HHFM's clients subject to HHFM's assistance and supervision. HAA is a registered investment adviser under the Investment Advisers Act of 1940, as amended (the "Investment Advisers Act"). HHFM is a member firm of the Financial Industry Regulatory Authority (FINRA). HAA also manages several investment funds that provide for performance-based fees.</p> <p>SEPARATE ACCOUNTS</p> <p>With respect to investment supervisory services provided by HAA to its Separate Accounts, fees paid to HAA are based on a variable scale according to the total value of assets under management. Such fees generally range from between one hundred basis points (1.00%) and one hundred eighty basis points (1.80%). HAA is paid such fees in arrears on a monthly, quarterly or annual basis. Such investment supervisory services also include assisting clients in achieving and maintaining desired asset allocation. HAA also advises clients in the evaluation and selection of investment managers and custodians. The investment supervisory agreements for Separate Accounts generally may be terminated by either party on 30, 60 or 90 days' prior written notice.</p> <p>ADMINISTRATION SERVICES</p> <p>HAA provides in certain limited cases administrative services to its Separate Accounts which include the following: processing subscription and withdrawal requests; preparing and maintaining all customary financial accounting records, preparing and maintaining books and records in appropriate form to support independent audit; computing investment vehicle net asset value; distributing reports to investors; and responding to investor inquiries.</p> <p>HAA's fees with respect to the administrative services it provides may be negotiable under certain circumstances, and are generally twenty basis points (0.20%) per annum on such Client's net asset value. Such fees are generally accrued monthly and paid quarterly in arrears.</p>	

<p>Item 1D (cont.)</p>	<p>COMMISSION TRANSACTIONS</p> <p>In the event that the client desires, the client can engage certain of Registrant’s Principals and/or Associated Persons, in their individual capacities as registered representatives of Hampton Hedge Fund Marketing, LLC (“<i>HHFM</i>”) an SEC registered and FINRA member broker-dealer affiliated with the Registrant, to implement investment recommendations on a fully-disclosed commission basis. In the event the client chooses to purchase investment products through <i>HHFM</i>, brokerage commissions will be charged by <i>HHFM</i> to effect securities transactions, a portion of which commissions shall be paid by <i>HHFM</i> to the applicable Principal and/or Associated Persons.</p> <p>The brokerage commissions charged by <i>HHFM</i> may be higher or lower than those charged by other broker-dealers. In addition, <i>HHFM</i>, as well as to the applicable Principal and/or Associated Persons, relative to commission mutual fund purchases, may also receive additional ongoing 12b-1 trailing commission compensation directly from the mutual fund company during the period that the client maintains the mutual fund investment.</p>
<p>Item 2G</p>	<p>INVESTORS</p> <p>HAA provides investment advice to Separate Accounts. Investors in the Separate Accounts primarily include institutional investors, financial institutions, public and private pension plans as well as accounts held on behalf of certain qualified investment partnerships and individuals, and may include U.S. pension and ERISA plans, university endowments and foundations.</p>
<p>Items 3K, L</p>	<p>INVESTMENTS</p> <p>As an investment manager providing advice relating to funds of hedge funds or multi-manager portfolios, HAA provides advice in a multi-manager format and, in such capacity, generally accesses the services of underlying investment managers via investments in private investment funds or separate accounts managed by such managers.</p> <p>Guidelines are developed in conjunction with the Client, and HAA seeks to operate in accordance with these guidelines.</p>
<p>Item 4A(5)</p>	<p>ANALYSIS</p> <p>HAA makes recommendations and/or selections of underlying investment managers for its clients and the making and recommendation of investments in private placement vehicles on behalf of such Clients of HAA. In doing so, HAA's research staff evaluates investment management organizations. The staff analyzes, in detail, the philosophy, styles, strategies, investment professionals, decision-making processes and performance of the organization and the investment products offered. HAA's research staff conducts on-site interviews at and examination of such organizations to evaluate back office operations and internal staff, among other things.</p>
<p>Item 4B(8)</p>	<p>INFORMATION</p> <p>HAA relies on underlying investment advisor reports and its examination of advisor operations as primary sources of information. In addition, HAA utilizes databases, wire services, performance measurement publications and other surveys of investment results, such as newspapers, and other business journals as information sources. HAA has a license to utilize the information included in the Hedgefund.net database, an extensive database of hedge fund investment manager performance. Additionally, HAA sources data on new investment organizations through referrals to HAA by other investment managers, its clients and contacts in the financial services industry.</p>
<p>Item 4C(7)</p>	<p>STRATEGIES</p> <p>Investment strategies are dependent on investment guidelines and objectives established in conjunction with each Client. In general, HAA recommends or selects investment managers if such managers meet the Client's guidelines, pre-determined criteria relating to individuals responsible for investment decisions, investment style, assets under management thresholds and investment performance requirements. The criteria for selection may differ among Clients.</p>

Item 5	<p>EDUCATION</p> <p>All investment executives of HAA are required to have obtained a college degree and have related business experience. Senior officers' length of experience ranges from 5 to 20 years in various sectors of the financial services industry.</p>
Item 6	<p>BUSINESS BACKGROUND</p> <p>Douglas Hampton McGregor, Managing Member</p> <p>Born: 1959</p> <p>Educational Background:</p> <p>Columbia University: B.A. Psychology/Finance, 1984</p> <p>University of Connecticut: MBA Finance, 1986</p> <p>Business Background:</p> <p>Hampton Hedge Fund Marketing, LLC. – President: 2006 – Present</p> <p>Oppenheimer & Co. – Senior Vice President: 1995 – 1996</p> <p>Alex, Brown & Sons – Vice President, Managed Risk: 1992 – 1995</p> <p>Shearson Lehman Brothers – Financial Advisor: 1988 – 1992</p>
Item 8C(1)	<p>Please see the previous responses set forth on this schedule “F” to Items 1D and 7C with respect to <i>HHFM</i>.</p>
Item 9E	<p>Registrant has implemented an investment policy relative to personal securities transactions. This investment policy is part of Registrant’s overall Code of Ethics which serves to establish a standard of business conduct for all of Registrant’s Associated Persons that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.</p> <p>In accordance with Section 204A of the Investment Advisers Act of 1940, the Registrant also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Registrant or any person associated with the Registrant.</p>
Item 10	<p>HHFM typically provides investment supervisory services to Separate Accounts with minimum investments of not less than \$1,000,000 and at a minimum, meet the accredited investor’s requirements under U.S. federal securities laws.</p>
Items 12A and 12B	<p><u>Execution of Brokerage Transactions (when applicable)</u>. If requested, Registrant will arrange for the execution of securities brokerage transactions for the account through broker-dealers that Registrant reasonably believes will provide “best execution”. In seeking best execution, the determinative factor is not the lowest possible commission cost but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer’s services including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Registrant will seek competitive commission rates, it may not necessarily obtain the lowest possible commission rates for account transactions.</p> <p>Consistent with obtaining best execution, transactions for a client’s account may be effected through broker-dealers in return for research products and/or services which assist Registrant in its investment decision making process. Such research generally will be used to service all of Registrant’s clients, but brokerage commissions paid by client may be used to pay for research that is not used in managing the client’s account.</p>
Items 12A and 12B	<p>The account may pay to a broker-dealer a commission greater than another qualified broker-dealer might charge to effect the same transaction where Registrant determines in good faith that the commission is reasonable in relation to the value of the brokerage and research services received.</p> <p>Transactions for each client account generally will be effected independently, unless Registrant decides to purchase or sell the same securities for several clients at approximately the same time. Registrant may (but is not obligated to) combine or “batch” such orders to obtain best execution, to</p>

	<p>negotiate more favorable commission rates or to allocate equitably among Registrant's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among Registrant's clients in proportion to the purchase and sale orders placed for each client account on any given day. To the extent that the Registrant determines to aggregate client orders for the purchase or sale of securities, including securities in which Registrant's principal(s) and/or associated person(s) may invest, the Registrant shall generally do so in accordance with the parameters set forth in SEC No-Action Letter, <i>SMC Capital, Inc.</i> The Registrant shall not receive any additional compensation or remuneration as a result of the aggregation.</p> <p>The client may direct Registrant to use a particular broker-dealer (subject to the Registrant's right to decline and/or terminate the engagement) to execute some or all transactions for the client's account. In such event, the client will negotiate terms and arrangements for the account with that broker-dealer, and the Registrant will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by Registrant. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. In the event that transactions for client accounts are effected through a broker-dealer that refers investment management clients to the Registrant, the potential for conflict of interest may arise.</p> <p><u>Initial Public Offering (IPO) Policy.</u> On occasion, Registrant, through its clearing/custodial firm relationships, may have limited access to IPO shares. Except with respect to the limited exception noted below, Registrant does not purchase and/or recommend for purchase IPOs for its individual client accounts. The exception to the above policy is for those individual clients of Registrant who, on a completely unsolicited basis, contact the Registrant to request that Registrant purchase a specific IPO for his/her/their/its account, to the extent same has been made available to Registrant. In the event of any such unsolicited request(s), Registrant, after first determining that the client(s) is <i>qualified</i> for such specific IPO (i.e., suitable for the client(s) relative to the client's(s') investment objective(s), financial situation(s) and current asset allocation(s)), <i>may</i> (to the extent possible under the circumstances) purchase such IPO on a pro-rata basis with other unsolicited client requests.</p> <p>To the extent possible and applicable under the circumstances, Registrant will allocate unsolicited individual client IPO share purchases among <i>qualified</i> individual clients on a rotational basis. To the extent possible and applicable under the circumstances, the Registrant will use reasonable efforts to allocate available IPO shares on a fair and equitable basis in accordance with the terms and conditions of the aforementioned policy.</p> <p><u>Proxy Voting Policy.</u> The Registrant does not vote client proxies. Therefore, although the Registrant may provide investment advisory services relative to client investment assets, the Registrant's clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. The Registrant and/or the client shall correspondingly instruct each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.</p>
Item 13B	<p>If a client is introduced to the Registrant by either an unaffiliated or an affiliated solicitor, Registrant may pay that solicitor a referral fee of 10% in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements. Any such referral fee shall be paid solely from the Registrant's investment management fee, and shall not result in any additional charge to the client. If the client is introduced to the Registrant by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of</p>

	<p>his/her/its solicitor relationship, and shall provide each prospective client with a copy of the Registrant's written disclosure statement as same is set forth on Part II of Form ADV, including this Schedule "F", together with a copy of the written disclosure statement from the solicitor to the client disclosing the terms of the solicitation arrangement between the Registrant and the solicitor, including the compensation to be received by the solicitor from the Registrant. Any affiliated solicitor of the Registrant shall disclose the nature of his/her relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of the Registrant's written disclosure statement as same is set forth on Part II of Form ADV.</p>
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