

M1 CAPITAL MANAGEMENT
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WWW.M1CAPITALMANAGEMENT.COM

June 30, 2011

Part 2A of Form ADV: Firm Brochure

Item 1. Cover Page

This brochure provides information about the qualifications and business practices of M1 Capital Management. If you have any questions about the contents of this brochure, please contact us at (248) 647 - 1780 and/or bob@m1capitalmanagement.com. Our website address is www.m1capitalmanagement.com.

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. M1 Capital Management is a registered investment adviser with the United States Securities and Exchange Commission. Registration as an investment adviser does not imply any level of skill or training.

Additional information about M1 Capital Management also is available on the SEC's website at www.adviserinform.sec.gov.

Item 2. Material Changes

In the future, item 2 will only discuss the material changes that we have made to our Brochure and will give you a summary of those changes. We will also reference our last update to the Brochure.

Pursuant to the new SEC rules, we will make sure that you receive a summary of any material changes to this Brochure and our subsequent Brochures within 120 days of the end of our fiscal year, which is December 31. We may also provide to you other ongoing disclosure information about material changes affecting our business and the information previously provided to you, as required by SEC rules and regulations. All updated information will be provided to you without charge.

You may request a copy of our Brochure at any time by contacting Kristy Reynolds at (248) 647-3474 or kristy@m1capitalmanagement.com. A Brochure will be sent to you without charge. This Brochure is also available on our website at www.m1capitalmanagement.com.

Additional information about M1 Capital Management also is available on the SEC's website at www.adviserinfo.sec.gov. The SEC's website provides information on M1 Capital and on persons who are registered as investment adviser representatives of M1 Capital.

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One of the two Brochure supplements designated below is applicable to our business. Consequently, we have included that supplement in the M1 Capital Management Brochure.

Form ADV, Part 2A, Appendix 1: The Wrap Brochure. M1 Capital Management does not sponsor a wrap fee program. Consequently, we do not need to prepare the supplement required by Form ADV, Part 2A, Appendix 1.

Form ADV, Part 2B, Brochure Supplement: This is a Brochure Supplement related to supervised personnel (“Supervised Persons”). Supervised Persons are any of our officers, partners, M1 Capital Management, 36800 Woodward Avenue, Suite 230, Bloomfield Hills, Michigan 48304

directors (or other **persons** occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on our behalf and is subject to our supervision or control. This brochure includes a brochure supplement for two Supervised Persons: Robert Stapleton and Paul Dunbar.

Item 4. Advisory Business

M1 Capital has been in business as an investment advisor registered with the SEC since 2011. We provide investment advice to our clients and manage their portfolios. Our strategies include general asset allocation and tactical asset allocation as well as a more actively traded total return program. Our investment strategies are geared toward specific client financial objectives, as explained in more detail below. We tailor our advisory services to the individual needs and goals of our clients. Clients may impose restrictions on the investments we make for their accounts. Such restrictions may include limitations on the types of investments or restrictions on investments in specific securities.

We do not manage any assets on a non-discretionary basis.

Tactical Asset Allocation (“TAA”)

Our Tactical Asset Allocation program is a portfolio management strategy designed to develop solutions for clients with varied financial goals. Our process utilizes active asset allocation strategies that seek to balance a client’s risk/return parameters to meet that client’s specific needs. We diversify the fixed income portion of the portfolio by maturity and sector. We create the core equity exposure of the portfolio, which may include a blend of any of the following ETFs based on growth and value, and international and emerging markets exposure. We expect the benefit of our approach to be reduced volatility of our clients’ portfolios.

Each client completes a questionnaire that we use to determine the appropriate portfolio recommendations for that client. Our recommendations are based on the client’s tolerance for risk, expected rate of return, and investment objectives. For our TAA program, we use ETFs (exchange traded funds) to obtain the desired market exposure. We use a proprietary model to determine entry and exit points for each of the EFTs in a portfolio.

Our stated minimum investment is \$50,000 to participate in our TAA program. Our maximum fee is 1.50% of the assets under management per year, provided that our minimum annual fee is \$750 per year, payable quarterly in advance.

Total Return Program (“TRP”)

Our Total Return Program is an active trading strategy that seeks positive returns in all markets. For this strategy, we use sophisticated option strategies, ETFs and individual equities. For the TRP we may use your existing portfolio or may customize a portfolio for you. We believe that you should view the TRP strategy as a total return strategy. The performance of the portfolio will not be correlated to any specific market index. As a result, your TRP portfolio may or may not outperform broader based market indices over defined periods of time. You

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should consider your individual tolerance for risk and your return objectives before deciding whether or not the TRP meets your financial goals.

You should have a minimum of \$100,000 to invest to participate in the TRP. Our maximum fee is 1.25% of the assets under management per year, provided that our minimum annual fee is \$750 per year, payable quarterly in advance.

General Investment Advice

Our general investment advice service involves making asset allocation recommendations for you and selecting ETFs, individual stocks, bonds, and mutual funds to meet the recommended asset classes, based upon your individualized risk and return parameters and tolerance. We may select index based products, which may be proprietary to us and which may or may not include option enhancements, municipal securities, corporate bonds, ETFs funds and REITS to fulfill your asset class needs. In addition, we may recommend fixed rate or variable annuities. We generally charge an annual fee of up to 150 basis points of the assets under management for this service, with a minimum annual fee of \$750, depending upon the size of your account and the complexity of the recommendations you request. Fees generally are charged quarterly in advance.

Other Services

Option Enhancement Strategy

We offer you the ability to add an option enhancement strategy to your portfolio. The goal of adding this option enhancement strategy is to provide additional return to a benchmark portfolio. Our option enhancement strategy involves the purchase and sale of listed options to create additional return for the underlying portfolio. We charge an additional fee of up to 25 basis points for this service.

Consulting

From time to time, we provide consulting services to clients that involve the evaluation of client portfolios or portions of client portfolios. Each consulting engagement is unique and we negotiate our fees for such services on an individualized basis.

Annuities

We may, on occasion recommend or purchase for a client, a fixed rate or variable annuity.

Item 5. Fees and Compensation

For our TAA and TRP, our annual fees range from .10% to 1.25% of assets under management, with a minimum annual fee of \$750. For our generalized advice, our annual fees range from .10% to 1.50% of assets under management, with a minimum annual fee of \$750. We will negotiate our fees based upon the size of a client's portfolio and the strategies requested by the client. We generally charge up to an additional 20 basis points for clients that add a tax

efficiency strategy to the management of their portfolios. We generally charge up to an additional 25 basis points for clients that add an options enhancement strategy to the management of their portfolios.

Fees for our special consulting services are negotiated on an individualized basis and may be a percentage of assets or a flat fee.

We generally charge our fees quarterly in advance. No fee adjustments will be made for changes in the value of your portfolio, including the depreciation or appreciation of assets in your account during the quarter. If you terminate your advisory contract with us prior to the end of a quarter, we will return the unused portion of your quarterly advisory fee, which will be calculated on a pro-rated basis. For example, if you terminate your advisory agreement with us after two months of a three month quarter, we will return to you one-third of your advisory fee for that quarter.

Generally, our fees are automatically deducted from our clients' assets and our clients are not given a choice on the method of payment. However, some of our clients request that we bill them instead of automatically deducting our fees from their accounts and we generally will agree to do so.

Our clients whose assets are invested in ETFs, mutual funds, CMOs and REITs pay both a direct management fee to us and an indirect management fee through such funds and mutual funds to the funds' advisors. We recommend ETFs, CMOs and REITs. On occasion, we do recommend mutual funds to achieve specific investment objectives for our clients. In such cases, we purchase mutual funds for our clients' portfolios. We make efforts to purchase investor class shares and generally use only no load funds. All of our clients also pay brokerage fees, which include brokerage commissions, wire transfer fees and fees for other services a client may request. Clients who choose custodians other than their brokerage firms will pay separate custodian fees. Clients that are trusts or ERISA accounts may also pay trustee and other service fees.

Neither our firm nor our registered or supervised personnel accept compensation for the sale of securities or other investment products, including asset based sales charges or service fees from the sale of mutual funds.

Item 6. Performance-Based Fees and Side-By-Side Management

Neither our firm nor our registered or supervised personnel accept performance based fees. Performance based fees are fees based on a share of capital gains on or capital appreciation of the assets of a client. Performance based fees are typically charged for hedged funds and other pooled investments.

Item 7. Types of Clients

We provide our investment advisory services primarily to individuals, most of whom are high net worth individuals. We also provide investment advisory services to pension and profit sharing plans.

Our stated minimum account size for generalized investment supervisory services and management of investment advisory accounts is \$50,000. On occasion, we will accept accounts of \$25,000 for our TAA program. On an individualized basis and under special circumstances, we may waive our minimum account sizes.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

We use various methods of analysis, sources of information, and investment strategies in order to deliver investment management, advice, and guidance to clients. Our primary investment strategy involves asset allocation. We believe in tactical asset allocation and invest client funds in diversified investment vehicles such as ETFs, mutual funds, individual stocks and listed options.

Our TAA strategy is a diversified ETF strategy based on a tactical asset allocation model. In our TAA model, clients either hold long positions or cash. For this strategy we do not hold short positions in our clients' accounts. We frequently purchase collateralized mortgage obligations ("CMOs") for clients whose accounts are managed using our TAA program. We also may purchase CMOs for stand alone accounts with fixed income as an objective. Our TRP investment strategy is a more actively managed strategy than our TAA strategy. The TRP strategy uses sophisticated options strategies in connection with investments in ETFs and individual equities. This strategy has a higher turnover than the TAA strategy. High turnover trading involves higher transaction costs, particularly brokerage commissions and taxes. The goals of our TAA and TRP asset allocation strategies are to reduce volatility and investment risk by diversifying investments while retaining the ability to achieve a desired rate of return based on our clients' individual risk tolerance and investment objectives. We also add strategies to these investment programs achieve increased tax efficiency and options enhancement at the request of our clients.

The securities we use include without limitation: ETFs, mutual funds, individual equities, including growth, value and yield based stocks, fixed income securities, including corporate bonds, municipal bonds, and government bonds, and money market instruments. We also purchase CMOs for our clients' portfolios. Our strategies are focused on controlling risk and realizing a satisfactory rate of return over the long term. Other than the option strategies, which are short term by their nature, we do not engage in short-term trading of our client accounts. As a result our strategies that involve options trading have higher transaction costs.

Investing in securities involves substantial risk and there can be no guarantee that our investment strategies will permit you to achieve your investment objectives, your desired rate of return or any tax benefits. There is no guarantee our investments strategies will generate

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positive returns. That means that you can lose your capital. Our clients' portfolios and the investment products in those portfolios are subject to market risk, liquidity risk, credit risk, business risk, general economic risk and political risk. Market risk is the risk that the value of a portfolio will decrease due to the change in value of the market risk factors. Liquidity risk is the risk that a sufficiently liquid market does not exist for a given security or asset and as a result the security or other asset cannot be traded quickly enough in the market to prevent a loss or to be able to sell at a satisfactory price. Credit risk, also called *default risk*, is the risk associated with a borrower defaulting on an obligation (not making payments as promised). You could include lost principal and interest, receive decreased cash flow, and have increased collection cost as a result of a default. Business risk is the risk arising from execution of a company's business plan and the success of its operations. Business risks encompass broad categories of risks, including those arising from the people, systems, and processes through which a company operates. It also includes other categories such as fraud risks, legal risk, physical, or environmental risks. Economic risk includes the impact of general economic conditions and industry specific conditions on an issuer or a sector of issuers. Political risks, are the problems and issues businesses and governments may face as a result of political decisions and the political climate. Mutual funds and ETFs have additional risks. Mutual fund and ETF investment values will fluctuate, and shares, when redeemed, may be worth more or less than original cost. Some funds invest in international securities, which can involve different risks than U.S. investments. These risks include political and economic instability, changing currency exchange rates, foreign taxes, and differences in financial accounting standards. ETFs traded funds are subject to risks similar to those of mutual funds and stocks. However, an additional risk with ETFs is that unlike mutual funds, shares of ETFs are not bought from and sold to the ETF fund company. ETFs are bought from and sold to other investors and traders. Therefore, the value of the ETF may fluctuate not only based on the value of the underlying securities, but based on supply and demand for the actual ETF. Options trading involves different risks; however, we use options primarily to enhance our clients' underlying portfolios. Our options strategies involve covered call writing, options spread trades and on occasion, naked option positions. Options involve shorter term trading as the options have limited time to expiration. Short calls can be exercised which will result in your stock being called away. You may not want your stock position to be called away. Any short option position may be exercised at a time you would rather retain the option. Options can expire worthless. You can lose unlimited amounts of money on naked short call position and large amounts of money on naked short put positions. Risks of options trading may increase in volatile markets. We do not trade over the counter options or derivative contracts for our client portfolios.

CMOs have special risks. Although CMOs entitle investors to payments of principal and interest, CMOs differ from CDs, corporate bonds, and Treasury securities in significant ways. CDs, corporate bonds, and Treasuries are issued with stated maturities and fixed interest rates. When a CD or bond matures or is called, the issuer returns the face value to the investor in a single principal payment. In contrast, while CMOs have stated final maturity dates at which all principal must be returned, they can make principal payments throughout the life of the security. In addition, the timing of these payments may vary significantly depending on interest rate changes and other factors, including speed of default.

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Principal payments on CMOs arise from both the regular amortization of the underlying mortgages and from prepayments of those mortgages due to sales or refinancings. When interest rates decline substantially, many homeowners choose to refinance their mortgages. This activity can result in CMOs paying off principal more rapidly than had been anticipated. Thus, a CMO investor may be faced with reinvesting his or her principal at a current lower rate. In a rising interest rate environment, homeowners may not refinance or sell their houses as quickly; thus, CMO investors may face holding their investment for longer than anticipated. While principal payments may be quite predictable for certain tranches or classes of a given CMO, other tranches of the same issue may be significantly less predictable. The prices and yields and other factors of CMOs are influenced by the prepayment assumptions of the particular CMO.

Different tranches of CMOs are structured differently. Certain tranches may be structured in such a way that, depending on interest rates and prepayments, investors are at substantial risk and may lose all or a substantial portion of their principal. Further, while there is a sizable secondary market for CMOs generally, there is less of a market for the more risky and complex tranches. CMOs are less uniform than traditional mortgage-backed securities and more expensive to trade. It is also harder to obtain current pricing information. We will evaluate the suitability of such high-risk tranches for each client portfolios based upon such client's individual risk tolerance and investment objectives.

CMOs may be purchased at a premium or discount. However, any guarantees on those securities will only apply to the par value of the security and not to any premium paid.

Item 9. Disciplinary Information

We have never been disciplined. None of our management personnel or supervised persons has been involved in a legal or disciplinary event that is required to be disclosed to you or that would be material to your evaluation of our firm.

Item 10. Other Financial Industry Activities and Affiliations

We are wholly owned by M1 Capital Management. We generally recommend thinkorswim by TD Ameritrade as a broker-dealer to our clients. We place orders with thinkorswim by TD Ameritrade for our clients' accounts. For some clients we have discretionary authority to choose the broker-dealer and for other clients the decision whether the client will become a customer of thinkorswim by TD Ameritrade is made by the client, not us.

We have chosen thinkorswim by TD Ameritrade because of the quality executions we receive at a competitive price. We believe our recommendation of thinkorswim by TD Ameritrade is consistent with our obligation to receive "best execution" for our clients. For more information about our use of thinkorswim, see our response to Item 12 below.

Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

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We have adopted a Code of Ethics that governs the conduct of our personnel. Our Code of Ethics requires that all of our personnel observe the highest ethical standards and resolve any situation involving the potential for a conflict of interest in favor of our clients. Our Code of Ethics requires all of our management and other personnel that have access to our client portfolio recommendations or that are involved in portfolio management to place the interests of our clients first, to avoid taking inappropriate advantage of their positions and to conduct all personal securities transactions in full compliance with the Code of Ethics. Although we generally do not restrict the securities our personnel may purchase and sell, we may restrict our personnel from purchasing or selling certain securities. We generally do not require pre-clearance of the personal securities transactions of our personnel, however, we may in our discretion require pre-clearance of most of the personal securities transactions of a specific person or persons. Our Code of Ethics prohibits trading on inside information and requires all personnel to report all personal securities transactions to us on a quarterly basis. Our Code of Ethics includes our firm policies on gifts, confidentiality, company opportunities and the reporting of violations of the Code of Ethics. A copy of our Code of Ethics will be provided to any client or prospective client upon request.

At times our management and advisory personnel may invest in the same securities (or related securities such as options or warrants) that we or our advisory personnel recommend to our clients. Similarly, our management and advisory personnel may recommend securities to clients, or buy or sell securities for client accounts, at or about the same time that our management or advisory personnel buys or sells the same securities for their own account accounts. We understand that these situations involve conflicts of interest and have policies designed to protect our clients interests. We review the securities transactions of our personnel. That review would flag any situations in which our personnel are consistently taking the opposite position in a security that is being recommended for our clients' portfolios. We would check to make sure such actions were consistent with the investment strategies of both parties. None of our management or advisory personnel are permitted to trade ahead of our clients. When our management personnel buy or sell securities at the same time as our clients, the trades are entered as bunched orders and all participants, including our management and advisory personnel, receive the same average price. If the trades occur at different times, the prices are different. However, as stated above, we review the personal securities transactions of our management and advisory personnel to check for conflicts of interest and to make sure that none of them is taking advantage of our clients in any way.

Item 12. Brokerage Practices

We generally recommend thinkorswim by TD Ameritrade to our clients when we believe such recommendation is consistent with our best execution obligations. In making this decision, we

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take into account, commission rates, execution quality, service and other factors regarding thinkorswim. Our clients are not given special pricing or other special deals from thinkorswim by TD Ameritrade.

thinkorswim by TD Ameritrade may send your orders to another broker-dealer for execution. thinkorswim by TD Ameritrade accepts payment for order flow from executing broker-dealers and may receive payment for order flow on your orders.

We do not receive soft dollar payments, including research and other services, from thinkorswim by TD Ameritrade. Soft dollar payments include research and other products or services other than execution from a broker-dealer or third party that we might receive in connection with our clients' securities transactions.

We do not have any procedures in place (other than those described above) to direct client transactions to a particular broker-dealer in return for client referrals i.e. we do not keep track of referrals we receive from different broker-dealers and direct brokerage back to those firms.

We generally recommend that our clients open brokerage accounts at thinkorswim by TD Ameritrade. In this respect we may be deemed to routinely direct our clients to execute transactions through a specified broker-dealer. Not all advisors require or recommend that their clients direct brokerage to specified broker-dealers. By directing brokerage to thinkorswim by TD Ameritrade we may be unable to achieve the most favorable execution for our clients' transactions. We take these conflicts of interest into consideration when we recommend thinkorswim by TD Ameritrade, and we believe our recommendation of thinkorswim by TD Ameritrade is consistent with our best execution obligations.

thinkorswim by TD Ameritrade was rated #1 overall online broker and "best for options traders" in Barron's ranking of online brokers, 3/15/10 and 3/16/2009; "best software-based online broker" and "best for options traders," 3/6/2006 and 3/5/2007. thinkorswim by TD Ameritrade was evaluated by Barons versus others in eight total categories, including: the types of tradable investments; the quality and ease-of-use of screeners that help investors choose stock, options or funds; and the site's startup process, overall functionality and potential for customization; thinkorswim by TD Ameritrade topped the list in 2006, 2007, 2009 and 2010 with the highest weighted-average score and was runner-up in 2008.

We permit our clients to direct brokerage to firms other than thinkorswim by TD Ameritrade. If clients direct brokerage to a firm other than thinkorswim by TD Ameritrade, we may be unable to achieve most favorable execution of such clients' transactions. Directing brokerage may cost clients more money for executions. In a directed brokerage account, the clients may pay higher commissions because we may not be able to aggregate orders to reduce transaction costs, and

we may not be able to negotiate favorable or competitive commission rates, all of which means those clients who choose to direct brokerage may receive less favorable prices.

We aggregate the purchase and sale of securities for various client accounts on a regular basis. We often purchase and sell the same securities for the accounts of multiple clients at the same time. In such event we enter aggregated orders. Each client pays or receives the average price for the purchase or sale his securities. If we did not aggregate these orders, some clients would receive more favorable prices and other clients would be disadvantaged. Our procedures are designed to treat all clients fairly.

Item 13. Review of Accounts

We review some of our client accounts on a daily basis and others on a weekly basis. All accounts are reviewed at least on a quarterly basis. Our Managing Partner and our Chief Compliance Officer conduct our client account reviews.

We also make available to our clients oral and written reports on a monthly, quarterly, annual or other basis, as our clients request. These reports may include profit and loss, annualized return, account holdings, and other information pertaining to the account that the client may request. Clients also have online access through the brokerage firm to view account status.

Item 14. Client Referrals and Other Compensation

We do not compensate any persons who are not our supervised personnel for client referrals. No person who is not a client of ours provides compensation or other form of economic benefit to us for providing investment advice or other advisory services to our clients.

Item 15. Custody

We are deemed to have custody of our clients' funds because we deduct our advisory fees directly from our clients' accounts.

You will receive account statements not less than quarterly as of the end of each calendar quarter from the brokerage firm (Penson Financial Services) that maintains your funds and securities. That brokerage firm is deemed to be your qualified custodian. If your brokerage firm is thinkorswim by TD Ameritrade you will receive quarterly account statements and monthly account statements for each month during which there is any activity in your account. We do not send separate account statements to our clients.

You should review account statements you receive from your brokerage firm carefully.

Item 16. Investment Discretion

We have investment discretion over all of our clients' accounts under management. Investment discretion means that we have the authority to purchase and sell securities for your account without obtaining your authorization to make the trade.

We enter into advisory agreements with all of our clients that specify the types of advisory services the clients desire to receive from us and the clients' investment objectives. The advisory agreements specify that we have discretionary authority to manage our clients' accounts. Our clients may place restrictions on our investment discretion. Such restrictions may include limitations on the types of investments we may make for their accounts or restrictions on investments in specific securities. Any restrictions on our investment discretion must be set forth in writing, generally in the advisory agreement.

Our clients sign a power of attorney form that is given to the clients' brokerage firm. The power of attorney form gives us the authority to enter transactions for the clients' account.

Item 17. Voting Client Securities

Our authority to vote our clients' securities is specifically set forth in our advisory agreements. Most of our clients give us authority to vote their securities. Our general policy is to vote client proxies in a manner we believe will maximize the value of our clients' investment portfolios. We believe our primary responsibility in voting on matters presented to the shareholders of companies contained in our clients' portfolios is to protect and enhance the economic interests of our clients and therefore the economic interests of the companies in which our clients own shares. Our proxy voting procedures are designed and implemented in a way that we believe will reasonably ensure that proxy matters are conducted in the best interests of our clients. We usually vote in support of company management, but note against proposals that we believe would negatively impact the long-term value of our clients' company securities. We may abstain from voting a client proxy if we conclude that the effect on shareholders' economic interest or the value of the portfolio holding is insignificant. For example, we will not vote proxies and will inform our clients that we are not voting proxies where (1) the holdings of all our clients in the aggregate are small, and the matter is not one covered by the guidelines set forth proxy voting policy; (2) the outcome of the vote is a foregone conclusion based on the commitments of other shareholders; or (3) the underlying shares are in the process of being sold and a vote would not affect our clients' long-term interests. Generally, we will abstain from voting client proxies with respect to non-U.S. securities because of the difficulty of making an informed decision with respect to such securities. However, after weighing the costs and benefits of voting proxy proposals relating to foreign securities, we will make a decision with respect to whether voting a given proxy proposal is prudent and solely in the interests of the

clients and their beneficiaries, if relevant. Our decision will take into account the effect that the clients' votes, either by itself or together with other votes, is expected to have on the value of the clients' investment and whether this expected effect would outweigh the costs of voting.

We acknowledge that with respect to the voting of securities of accounts governed by the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), we have a duty of loyalty, prudence and compliance with the ERISA plan documents as well as a duty to avoid prohibited transactions. We may deem it appropriate to engage in active monitoring and communications with an issuer with respect to its ERISA accounts where the account has either a long-term or relatively illiquid investment in the issuer.

We will vote any client security as the client directs if we receive such direction in writing from the client in a timely fashion.

We are sensitive to conflicts of interest that may arise between us and our clients' interests when we are voting clients' proxies. Examples of potential conflicts of interest include when: (i) proxy votes regarding non-routine matters are solicited by an issuer who has an account relationship with us, or one of the issuer's executives of such issuer has an account relationship with us; (ii) a proponent of a proxy proposal has a business relationship with us (e.g., an employee group for which we manage money); (iii) we have business relationships with participants in proxy contests, corporate directors or director candidates; or (iv) one of our employees has a personal interest in the outcome of a particular matter before shareholders (e.g., our executive has a relative who serves as a director of a company). We are committed to resolving all such and similar conflicts in our clients' collective best interest. We have developed our proxy voting policy to serve the collective best interests of our clients, and accordingly, we will generally vote pursuant to our proxy voting policy when conflicts of interest arise. When there are proxy voting proposals that give rise to conflicts of interest and that are not addressed by our proxy voting policy, our Proxy Policy Committee, excluding the person or persons who have a conflict of interest will make the determination on how the shares owned by our clients are to be voted on such matters. If the conflict is with the interests of our firm, we may consult with an independent consultant or outside counsel to resolve material conflicts of interest. Possible resolutions of such conflicts may include: (i) voting in accordance with the guidance of an independent consultant or outside counsel; (ii) voting in proportion to other shareholders; or (iii) voting in other ways that are consistent with our obligation to vote in our clients' collective best interest. When a conflict exists, our Proxy Officer shall be responsible for documenting the rational and procedures by which a proxy was voted.

Our proxy policy sets forth a number of issues that require shareholder votes and explains how we are likely to vote in each situation. Notwithstanding the typical vote, each vote we cast is ultimately cast on a case by case basis.

Our clients may obtain information about how we voted their proxies by contacting our Proxy Officer at (248) 647 – 1780.

Clients may obtain a copy of our proxy voting policies and procedures upon request.

Some clients do not grant us authority to vote their securities. In those circumstances, we will not take any action, or render any advice, with respect to the voting of portfolio securities. In those cases the relevant custodians are instructed to mail proxy materials directly to clients.

Item 18. Financial Information

Because we have discretionary authority over clients' funds, we are required in this section to disclose to you any financial condition that is reasonably likely to impair our ability to meet contractual commitments to our clients. We are not aware of any financial conditions nor do we have any financial commitments that are reasonably likely to impair our ability to meet our contractual commitments to our clients.

Item 19. Requirements for State Registered Advisers

We are registered with the SEC. We are not required to include any special disclosures required for state registered investment advisers.

Part 2B of Form ADV: Brochure Supplement

For Robert Stapleton

Item 1. Cover Page

Supervised Person:

Robert Stapleton

36800 Woodward Avenue, Suite 230

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Name of Firm

M1 Capital Management

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The date of this Supplement is June 30, 2011

This brochure supplement provides information about Robert Stapleton that supplements the M1 Capital Management brochure. You should have received a copy of that brochure. Please contact Kristy Reynolds at (248) 647-1780 if you did not receive M1 Capital Management's brochure or if you have any questions about the contents of this supplement.

Additional information about Robert Stapleton also is available on the SEC's website at www.adviserinform.sec.gov.

Item 2. Educational Background and Business Experience

Name: **Robert Stapleton**

Date of Birth: October 22, 1954

Formal Education

After High School: B.A. (1977) in Business from
Michigan State University

Business Background

For the Preceding

Five Years: **Managing Partner**

M1 Capital Management
Bloomfield Hills, Michigan
June 2011 - Present

Chief Executive Officer

thinkorswim Advisors, Inc.
Bloomfield Hills, Michigan
April 2002-Present

Director

Birmingham Bloomfield Bancshares, Inc.
Bank of Birmingham
33583 Woodward Ave
Birmingham, MI 48009
July 2006 – October 2007

President and CIO

Independence One Capital
Management Corp.

M1 Capital Management, 36800 Woodward Avenue, Suite 230, Bloomfield Hills, Michigan 48304

Farmington Hills, Michigan

January 1995 - March 2002

Sr. Vice President and Bond Trader

Independence One Capital

Management Corp and

Predecessor (Prima)

Farmington Hills, Michigan

September 1988 - December 1994

Trading Manager

Michigan National Bank

Farmington Hills, Michigan

March 1986 – September 1988

Trader, First National Bank

Chicago, Illinois

March 1985 - March 1986

Trading Manager

American National Bank

Chicago, Illinois

April 1982 - March 1985

Assistant Bank Examiner

U.S. Treasury,

Comptroller of Currency

Chicago, Illinois

January 1978 - April 1982

Item 3. Disciplinary Information

There is no legal or disciplinary event materials to a client's or prospective client's evaluation of Robert Stapleton.

Item 4. Other Business Activities

Robert Stapleton does participate in two investment partnerships as a limited partner:

Partner, HSS Investors Group – an investment-related limited partnership that invests in a private debt/equity fund. Partner since 5/26/2010. There are no ongoing duties or responsibilities involved, nor anytime spent during the month devoted to this partnership.

Partner, Stapleton LBI Investments - an investment-related limited partnership that invests in real estate and real estate related investments. Partner since 4/14/11. There are no ongoing duties or responsibilities involved, nor anytime spent during the month devoted to this partnership.

Item 5. Additional Compensation

In addition to Mr. Stapleton's regular salary from M1 Capital Management, Robert Stapleton may receive a bonus based upon overall profitability of M1 Capital Management.

Item 6. Supervision

Robert Stapleton is the Managing Partner of M1 Capital Management. Compliance and Code of Ethics supervision of Mr. Stapleton is performed by the Chief Compliance Officer, Paul Dunbar. Mr. Dunbar's telephone number is (248) 647-5232.

Item 7. Requirements for State-Registered Advisers

Not applicable.

Part 2B of Form ADV: Brochure Supplement

For Paul Dunbar

Item 1. Cover Page

Supervised Person:

Paul Dunbar

36800 Woodward Avenue, Suite 230

Bloomfield Hills, MI 48304

(248) 647-1780

Name of Firm

M1 Capital Management

36800 Woodward Avenue, Suite 230

Bloomfield Hills, MI 48304

(248) 647 – 1780

The date of this Supplement is June 30, 2011

This brochure supplement provides information about Paul Dunbar that supplements the M1 Capital Management brochure. You should have received a copy of that brochure. Please contact Kristy Reynolds at (248) 647-1780 if you did not receive M1 Capital Management's brochure or if you have any questions about the contents about this supplement.

Additional information about Paul Dunbar also is available on the SEC's website at www.adviserinform.sec.gov.

Item 2. Educational Background and Business Experience

Name: Paul Dunbar

Date of Birth: July 16, 1964

Formal Education

After High School: Arizona State University

B.A. Finance (1987)

Business Background

for the Preceding

Five Years: **Partner and Chief Compliance Officer**

M1 Capital Management

Bloomfield Hills, Michigan

June 2011 - Present

Director of Sales-Relationship Manager

thinkorswim Advisors, Inc.

Bloomfield Hills, Michigan

December 2002-Present

Manager - Private Banking Brokerage

Bond Trader - Michigan National Bank

Farmington Hills, Michigan

1988 - December 2002

Investment Advisor Representative

Paine Webber

1987-1988

Item 3. Disciplinary Information

There is no legal or disciplinary event materials to a client's or prospective client's evaluation of Paul Dunbar.

Item 4. Other Business Activities

Paul Dunbar does not have any material outside business activities in addition to his position with M1 Capital Management.

Item 5. Additional Compensation

In addition to Mr. Dunbar's regular salary from M1 Capital Management, Paul Dunbar may receive a bonus based upon the overall profitability of M1 Capital Management.

Item 6. Supervision

We supervise Mr. Dunbar's activities. An officer of our firm reviews the accounts managed by Mr. Dunbar. Mr. Dunbar is supervised by Robert Stapleton, Managing Partner. Mr. Stapleton's telephone number is (248) 647 - 1780.

Item 7. Requirements for State-Registered Advisers

Not applicable.