

Uniform Application for Investment Adviser Registration

Part II - Page 1

OMB APPROVAL	
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Name of Investment Adviser: <b>San Antonio Capital Management, LLC</b>				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone number:
<b>8000 IH-10 West, Suite 100</b>	<b>San Antonio</b>	<b>TX</b>	<b>78230</b>	<b>210-233-6065</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 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 . . . . .	<u>97 %</u>
<input type="checkbox"/>	(2) Manages investment advisory accounts not involving investment supervisory services . . . . .	<u>%</u>
<input checked="" type="checkbox"/>	(3) Furnishes investment advice through consultations not included in either service described above . . . . .	<u>3 %</u>
<input type="checkbox"/>	(4) Issues periodicals about securities by subscription . . . . .	<u>%</u>
<input type="checkbox"/>	(5) Issues special reports about securities not included in any service described above . . . . .	<u>%</u>
<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 . . . . .	<u>%</u>
<input type="checkbox"/>	(7) On more than an occasional basis, furnishes advice to clients on matters not involving securities . . . . .	<u>%</u>
<input type="checkbox"/>	(8) Provides a timing service . . . . .	<u>%</u>
<input type="checkbox"/>	(9) Furnishes advice about securities in any manner not described above . . . . .	<u>%</u>

(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 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 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                             | 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  | J. Futures contracts on:   |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles                                     |
| <input checked="" type="checkbox"/> D. Commercial paper  | <input type="checkbox"/> (2) intangibles                                   |
| <input checked="" type="checkbox"/> E. Certificates of deposit                                 | K. Interests in partnerships investing in:                                 |
| <input checked="" type="checkbox"/> F. Municipal securities                                    | <input type="checkbox"/> (1) real estate                                   |
| G. Investment company securities:  | <input type="checkbox"/> (2) oil and gas interests                         |
| <input type="checkbox"/> (1) variable life insurance   | <input type="checkbox"/> (3) other (explain on Schedule F)                 |
| <input type="checkbox"/> (2) variable annuities  | <input 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 type="checkbox"/> Other (explain on Schedule F) |
| (3) <input 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 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 (securities held at least a year) | (5) <input 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 type="checkbox"/> Other (explain on Schedule F)   |
| (4) <input type="checkbox"/> Short sales  |  |

**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 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 advisor or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer                         |
| <input checked="" 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. 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

**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"/> |
|  | Yes                                 | No                       |
| (2) amount of the securities to be bought or sold? ..... | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
|  | Yes                                 | No                       |
| (3) broker or dealer to be used? .....                   | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
|  | Yes                                 | No                       |
| (4) commission rates paid? .....                         | <input checked="" type="checkbox"/> | <input 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                                 | No                                  |
|   | <input checked="" type="checkbox"/> | <input type="checkbox"/>            |
|   | Yes                                 | No                                  |
| B. directly or indirectly compensates any person for client referrals? .....  | <input type="checkbox"/>            | <input checked="" 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 (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**

Applicant:  
**San Antonio Capital  
Management, LLC**

SEC File Number:  
**801-70282**

Date:  
**09/30/2010**

**Continuation Sheet for Form ADV Part II**

(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>San Antonio Capital Management, LLC</b>	IRS Empl. Ident. No.: <b>27-0154010</b>
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Item of Form (identify)	Answer
Item 1	<p><b>ADVISORY SERVICES</b></p> <p>San Antonio Capital Management, LLC (“Adviser”, “SACM” or “We”) provides investment supervisory services to separate account portfolios on a discretionary basis for individuals, partnerships, trusts, retirement accounts, corporations and other institutions; through separate investments in equities, ETFs, bonds, mutual funds, and other instruments. In general, we customize portfolios to meet each client's specific risk tolerance, time horizon and investment goals. The Adviser also provides investment consulting services related to asset allocation , portfolio diversification, alternative assets, and other general economic and financial topics.</p> <p>Adviser assists the client with identifying his/her risk tolerance, based on age, income, education, cash flow needs, investment goals and objectives, and tolerance for volatility. This information is obtained from the client through client meetings and interviews. Strategies are developed and implemented through a suite of diversified model portfolios, spanning from conservative to aggressive investment objectives. These portfolios consist of securities weighted by the Adviser with oversight from the Advisory Committee (“The Committee”). The Committee meets monthly to oversee and advise the asset allocation of the model portfolios. The Adviser will utilize a model portfolio or structure a customized portfolio depending on the client’s needs and objectives to provide client with a fully diversified portfolio. Thereafter, market conditions and client circumstances are monitored and adjustments to the portfolios are made as necessary in response to any or all of the above variables.</p> <p><b>FEES AND COMPENSATION</b></p> <p>Annual Discretionary Service Fees are as follows:</p> <p style="padding-left: 40px;">Cash/Fixed Income* Accounts are charged 0.35% on assets under management</p> <p style="padding-left: 40px;">Blended/Equity* Account fees are determined according to the assets under management using the below tiered schedule:</p> <p style="padding-left: 80px;">1.00% on assets from \$0 to \$500,000</p> <p style="padding-left: 80px;">0.65% on the next \$500,000 in assets</p> <p style="padding-left: 80px;">0.50% on assets above \$1 Million</p> <p style="padding-left: 40px;">Minimum annual fee \$2,500 per Family Relationship*</p> <p>Each non-discretionary account will be charged \$250 per year with a cap of 1.5% on assets under management and a minimum of \$100/year. Non-discretionary accounts are not included in any relationship pricing.</p> <p>Fees will be charged at the end of each month and will be deducted directly from the client's brokerage account pursuant to a written agreement. Fees</p>

**Schedule F of  
Form ADV**

Applicant: <b>San Antonio Capital Management, LLC</b>	SEC File Number: <b>801-70282</b>	Date: <b>09/30/2010</b>
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**Continuation Sheet for Form ADV Part II**

(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>San Antonio Capital Management, LLC</b>	IRS Empl. Ident. No.: <b>27-0154010</b>
Item of Form (identify)	Answer
	<p>are calculated based on the assets under management which includes the value of the account at market close on month end plus accrued interest.</p> <p>*Family members will consist of immediate family members within the family line. Spouses, children (and their spouses), and grandchildren will be deemed "family" for relationship level consolidated pricing. The Adviser reserves the right to adjust the fee schedule for accounts depending on the size and type of account and the services required. In some cases, negotiation of fees may result in different fees being charged for similar services and may be less than the stated fee schedule. The Adviser reserves the right to make changes to its pricing plan with 60 days written notice.</p> <p><u>Consulting Services</u> Adviser also provides consulting services on a project basis negotiated with the client in advance of services being provided.. For clients not currently under a discretionary management agreement consulting services may include, but are not limited to, the review of current investments, investment managers, asset allocation, potential investment opportunities, family investing education, etc.</p> <p><u>General Comments Related to Fee</u> Advisory fees charged by the Adviser are separate and distinct from fees and expenses charged by mutual funds, which may be recommended to clients. A description of these fees and expenses are available in each fund's prospectus. Additionally, the fees charged by the Adviser are exclusive of all custodial and transaction costs paid to custodians, brokers or any other third parties. Clients should review all fees charged by the Advisor, custodians and brokers and others to fully understand the total amount of fees incurred.</p> <p><u>Termination Provisions</u> Either party may terminate the Agreement between client or Advisor at any time by providing written notice to the other party. The client is responsible to pay for services rendered until the termination of the Agreement. The client can cancel the Agreement without penalty within the first five days after the signing of an Agreement.</p>
Item 5	<p><b>EDUCATION AND BUSINESS STANDARDS</b></p> <p>Persons employed to provide advisory services will have a college degree and a minimum of 2 years experience in the financial services industry. Appropriate professional designations and certifications are encouraged.</p>

**Schedule F of  
Form ADV**

Applicant:  
**San Antonio Capital  
Management, LLC**

SEC File Number:  
**801-70282**

Date:  
**09/30/2010**

**Continuation Sheet for Form ADV Part II**

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

<p>1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>San Antonio Capital Management, LLC</b></p>	<p>IRS Empl. Ident. No.: <b>27-0154010</b></p>
<p>Item of Form (identify)</p>	<p>Answer</p>
<p><b>Item 6</b></p>	<p><b>EDUCATION AND BUSINESS BACKGROUND</b></p> <p><u>Officers</u></p> <p><b>Whitney E. Solcher, CFA</b></p> <p>Year of Birth: 1979</p> <p>Formal Education After High School:</p> <ul style="list-style-type: none"> <li>• University of Texas at Austin, 2001 – BBA in Business Honors and Finance</li> </ul> <p>Business Background for the Preceding Five Years:</p> <ul style="list-style-type: none"> <li>• February 2009 to Present San Antonio Capital Management, LLC – Managing Director</li> <li>• December 2008 to May 2009 Self Employed – Consultant</li> <li>• July 2001 to November 2008 Goldman, Sachs &amp; Co. – Vice President</li> </ul> <p><b>Rebecca A. Crowder, CWS®, CSOP</b></p> <p>Year of Birth: 1957</p> <p>Formal Education After High School:</p> <ul style="list-style-type: none"> <li>• University of Texas at San Antonio, 1980 – BBA in Accounting with a focus in Business Data Systems</li> </ul> <p>Business Background for the Preceding Five Years:</p> <ul style="list-style-type: none"> <li>• November 2009 to Present San Antonio Capital Management, LLC – Vice President of Risk Management and Operations, Chief Compliance Officer</li> <li>• 1995 to August 2009 USAA Federal Savings Bank – Assistant Vice President Wealth Management &amp; Trust Services</li> </ul> <p><b>Michael A. Schott, CPA</b></p> <p>Year of Birth: 1944</p> <p>Formal Education After High School:</p>

**Schedule F of  
Form ADV**

Applicant:  
**San Antonio Capital  
Management, LLC**

SEC File Number:  
**801-70282**

Date:  
**09/30/2010**

**Continuation Sheet for Form ADV Part II**

(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>San Antonio Capital Management, LLC</b>		IRS Empl. Ident. No.: <b>27-0154010</b>
Item of Form (identify)	Answer	
	<ul style="list-style-type: none"> <li>• St. Mary's University, 1968 – BBA Accounting</li> <li>• Harvard Business School, 1981 – Owner/President Management Program</li> </ul> <p>Business Background for the Preceding Five Years:</p> <ul style="list-style-type: none"> <li>• 2009 to Present San Antonio Capital &amp; Trust Company, LLC – President and CCO</li> <li>• 1995 to Present Tsakopoulos, Brown, Schott &amp; Anchors – Vice President, Shareholder and Director</li> <li>• 1998 to 2007 Geokinetics, Inc. (Concurrent Consulting Contract) – Vice President, Chief Accounting Officer for SEC Reporting</li> </ul>	
Item 7 B	OTHER BUSINESS ACTIVITIES	
Item 8 C (6)	OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	
Item 9	<p>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</p> <p>Advisor permits its access persons to engage, on a limited basis, in personal securities transactions. To avoid any potential conflicts of interest involving personal trades, Advisor has adopted a Code of Ethics ("Code"), which includes formal insider trading, information barriers, and personal security transactions policies and procedures. Advisor's Code requires, among other things, that its employees:</p> <ol style="list-style-type: none"> <li>1. Place client interests ahead of Advisor's or their own,</li> <li>2. Engage in personal investing that is in full compliance with the Code,</li> <li>3. Avoid taking advantage of their position, and</li> <li>4. Maintain full compliance with applicable federal securities laws.</li> </ol> <p>Advisor's Code also requires employees to: (1) pre-clear certain personal securities transactions, (2) report personal securities transactions on at least a quarterly basis, and (3) provide Advisor with a detailed summary of holdings (both initially upon commencement of employment and annually thereafter) over which the employee has a direct or indirect beneficial interest. These are reviewed as required by the CCO for compliance with the Code of Ethics.</p>	

**Schedule F of  
Form ADV**

Applicant:  
**San Antonio Capital  
Management, LLC**

SEC File Number:  
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Date:  
**09/30/2010**

**Continuation Sheet for Form ADV Part II**

(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>San Antonio Capital Management, LLC</b>		IRS Empl. Ident. No.: <b>27-0154010</b>
Item of Form (identify)	Answer	
	A copy of Advisor's Code shall be provided to any client or prospective client upon request.	
Item 10	<p><b>MINIMUM CONDITIONS</b></p> <p>Generally, the Advisor requires a minimum dollar value of assets of \$500,000 under its management in order to initiate an investment advisory relationship. However, the Advisor has the discretion to waive the account minimum.</p>	
Item 11	<p>Generally, client accounts are reviewed on a regular basis by the Portfolio Managers, Whitney Solcher. In addition, accounts are reviewed after the monthly Advisory Committee meetings to implement changes in asset allocations. Clients receive statements at least quarterly from the qualified custodian. In addition, discretionary clients receive performance reports from the Advisor if their relationship was with the Advisor for a full quarter.</p>	
Item 12 & 13	<p><b>INVESTMENT OR BROKERAGE DISCRETION</b></p> <p>The Advisor is authorized to make the following determinations in accordance with client objectives and restrictions without obtaining prior consent from the client: (1) which securities or instruments to buy or sell; (2) the total amount of securities or instruments to buy or sell; (3) the executing broker or dealer for any transaction; and (4) the commission rates or commission equivalents charged for transactions.</p> <p>In making its decisions regarding the allocation of brokerage transactions for clients, the Advisor seeks to obtain the best execution, taking into account the following factors: (i) the ability to effect prompt and reliable executions at favorable prices; (ii) the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution; (iii) the financial strength, integrity and stability of the broker-dealer; (iv) the quality, comprehensiveness and frequency of available research services considered to be of value to the Advisor and its clients; (v) the value of brokerage services over and above trade execution provided to the Advisor and its clients; and (vi) the competitiveness of commission rates in comparison with other broker-dealers satisfying the Advisor's other selection criteria. Although the Advisor generally seeks competitive commission rates and commission equivalents, it will not necessarily pay the lowest commission or equivalent. Transactions may involve specialized services on the part of a broker-dealer, which may justify higher commissions and equivalents than would be the case for more routine services. Note, the use of more than one custodian makes it more difficult to ensure we are obtaining best execution.</p>	

**Schedule F of  
Form ADV**

Applicant: <b>San Antonio Capital Management, LLC</b>	SEC File Number: <b>801-70282</b>	Date: <b>09/30/2010</b>
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**Continuation Sheet for Form ADV Part II**

(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>San Antonio Capital Management, LLC</b>	IRS Empl. Ident. No.: <b>27-0154010</b>
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Item of Form (identify)	Answer
	<p><u>Soft Dollars</u></p> <p>In selecting a broker for any transaction or series of transactions, the Advisor may consider a number of factors, including, for example, net price, reputation, financial strength and stability, efficiency of execution and error resolution, block trading and block positioning capabilities, willingness to execute related or unrelated difficult transactions in the future, offering to the Advisor on-line access to computerized data regarding clients' accounts, the availability of stocks to borrow for short trades and other matters involved in the receipt of brokerage services generally.</p> <p>Consistent with obtaining best execution, transactions for client accounts may be directed to brokers in return for research services furnished by them to the Advisor. Section 28(e) under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), provides a "safe harbor" to the Advisor in its use of soft dollars generated by its advised accounts to obtain investment research and brokerage services that provide lawful and appropriate assistance to the Advisor in the performance of its decision-making responsibilities. The term "soft dollars" refers to the receipt by the Advisor, or any affiliate thereof, of products and services provided by such brokers without any cash payment by the client, based on the volume of revenues generated from brokerage commissions for transactions executed for the client.</p> <p>The availability of these soft dollar benefits will create a conflict of interest and will influence the Advisor to select one broker rather than another to execute trades for the client's account. Nevertheless, the Advisor intends to use its best efforts to assure either that the fees and costs for services provided by such brokers are reasonable. Such research generally will be used to service all of the Advisor's clients, but brokerage commissions paid may be used to pay for research that is not used in managing a specific client's account. Generally, research services provided by brokers may include information on the economy, industries, groups of securities, individual companies, statistical information, accounting and tax law interpretations, political developments, legal developments affecting portfolio securities, technical market action, pricing and appraisal services, credit analysis, risk measurement analysis, performance analysis and analysis of corporate responsibility issues. Such research services are received primarily in the form of written reports, telephone contacts and personal meetings with security analysts. The Advisor may make any appropriate allocations so that it bears the cost of any such services used for purposes other than for research (e.g., for administration).</p> <p>The Advisor's relationships with brokerage firms that provide soft dollar services to the Advisor influence the Advisor's judgment in allocating brokerage business and create conflicts of interest, both in allocating brokerage business between firms that provide soft dollar services and firms that do not, and in allocating the costs of mixed-use products between their research and non-research uses. These conflicts of interest are</p>

**Schedule F of  
Form ADV**

Applicant:  
**San Antonio Capital  
Management, LLC**

SEC File Number:  
**801-70282**

Date:  
**09/30/2010**

**Continuation Sheet for Form ADV Part II**

(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>San Antonio Capital Management, LLC</b>	IRS Empl. Ident. No.: <b>27-0154010</b>
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Item of Form (identify)	Answer
	<p>particularly influential to the extent that the Advisor uses soft dollars to pay expenses it would otherwise be required to pay itself.</p> <p>In certain instances we may execute over the counter securities transactions on an agency basis, which may result in advisory clients incurring two transaction costs for a single trade: a commission paid to the executing broker-dealer plus the market makers mark-up or mark-down.</p> <p><u>Custody</u></p> <p><u>The assets in client account(s) are held by a Custodian. Client's may at any time add assets to or remove assets from the account. SACM primarily uses one Custodian and each client must sign a separate agreement with the Custodian. In recommending a Custodian, SACM considers the rand and qualityof the products the Custodian offers, the technical support provided, execution quality, commission rates, the financial responsibility and responsiveness of the Custodian to both SACM and its clients.</u></p> <p><u>Pricing</u></p> <p>SACM primarily relies on security prices obtained from Bloomberg and our custodian. The value of all assets initially expressed in foreign currencies shall be converted to U.S. dollars at prevailing rates when U.S. markets close, as provided by the custodian. Any pricing errors will be promptly corrected and material errors reported to the CCO for determination of impact to Clients .</p> <p><u>Order Aggregation</u></p> <p>Orders for the same security entered on behalf of more than one client will generally be aggregated (bunched) subject to the aggregation being in the best interests of all participating clients. Subsequent orders for the same security entered during the same trading day may be aggregated with any previously unfilled orders; filled orders shall be allocated separately from subsequent orders. All clients participating in each aggregated order shall receive the average price and if applicable, pay a pro-rata portion of commissions. Accounts which are beneficially owned by the Advisor or its employees or access persons may participate in aggregated orders under the same conditions as set forth above. Transactions are usually aggregated to seek a lower commission, lower costs, or a more advantageous net price.</p> <p><u>Cross Trades</u></p> <p>As is consistent with its duty to seek to obtain best execution, occasionally Advisor may cross trades for client accounts. A cross trade occurs when Advisor's purchases and sells a particular security between two or more accounts under Advisor's management by instructing brokers to cross the trade. Advisor generally utilizes "cross" trades to address account funding</p>

**Schedule F of  
Form ADV**

Applicant: <b>San Antonio Capital Management, LLC</b>	SEC File Number: <b>801-70282</b>	Date: <b>09/30/2010</b>
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Item of Form (identify)	Answer
	<p>issues and when it specifically deems the practice to be advantageous for each participant. In no instance does Advisor receive additional compensation when crossing trades for client accounts. Advisor will seek to ensure that the terms of the transaction, including the consideration to be paid or received, are fair and reasonable, and the transactions is done for the sole benefit of the clients</p> <p><u>Trade Errors</u></p> <p>Advisor will select investments for the separate account portfolios, and will direct brokers to execute transactions to effect its investment decisions. There is a risk that a trading error will occur, which may include, among other things, the purchase or sale of an incorrect security, the purchase or sale of the incorrect amount of a security and the failure to purchase or sell an intended security. Separate account portfolios are not responsible for the payment of trade errors committed by Advisor in conjunction with the management of client accounts. In such instances, SACM will take responsibility for any negative error to advisory clients and the advisory client will be made whole .</p> <p><u>Proxy Voting/Class Action</u></p> <p>Advisor will not vote (by proxy or otherwise) in any matter for which a shareholder vote is solicited by, or with respect to, issuers of securities beneficially held in the client's account. Advisor has made a determination that the costs of voting proxies for such securities currently exceeds the expected benefit to Advisor's clients. Given the foregoing, having Advisor vote proxies for such securities will not be in the best interest of Advisor's clients. Accordingly, until any of the above determination changes, Advisor will not under ordinary circumstances vote proxies relating to equity securities held in client accounts.</p> <p>With regard to all other matters for which shareholder action is required or solicited with respect to securities beneficially held by the client's account such as (i) all matters relating to class actions, including without limitation, matters relating to opting in or opting out of a class and approval of class settlements and (ii) bankruptcies or reorganizations, Advisor affirmatively disclaims responsibility for voting (by proxies or otherwise) on such matters and will not take any action with regard to such matters.</p>