

FORM ADV

Uniform Application for Investment Adviser Registration

Part II - Page 1

OMB APPROVAL	
OMB Number:	3235-0049
Expires:	February 28, 2011
Estimated average burden hours per response.	4.07

Name of Investment Adviser: Breiter Capital Management, Inc.				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
101 South Bay Blvd., Suite B4	Anna Maria	FL	34216	(941) 778-1900

**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.**

Applicant: Breiter Capital Management, Inc.	SEC File Number: 801-66779	Date: 08/21/2009
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1. **A. Advisory Services and Fees.** (check the applicable boxes) For each type of service provided, state the approximate % of total advisory billings from that service. **Estimate** (See instruction below.)
- Applicant:**
- | | |
|--|------------|
| <input checked="" type="checkbox"/> (1) Provides investment supervisory services | <u>85%</u> |
| <input type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services | <u>0%</u> |
| <input checked="" type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above | <u>0%</u> |
| <input type="checkbox"/> (4) Issues periodicals about securities by subscription | <u>0%</u> |
| <input type="checkbox"/> (5) Issues special reports about securities not included in any service described above | <u>0%</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>0%</u> |
| <input checked="" type="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities | <u>0%</u> |
| <input type="checkbox"/> (8) Provides a timing service | <u>0%</u> |
| <input checked="" type="checkbox"/> (9) Furnishes advice about securities in any manner not described above | <u>15%</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 |
| | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

- C. Applicant offers investment advisory services for: (check all that apply)
- | | |
|--|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input checked="" type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input checked="" 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 | |

Applicant:

Breiter Capital Management, Inc.

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3. Types of Investments. Applicant offers advice on the following: (check those that apply)

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

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

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

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

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input 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 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 type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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

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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
- year of birth
- formal education after high school
- 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 type="checkbox"/> (7) accounting firm
<input type="checkbox"/> (2) investment company	<input type="checkbox"/> (8) law firm
<input type="checkbox"/> (3) other investment adviser	<input type="checkbox"/> (9) insurance company or agency
<input type="checkbox"/> (4) financial planning firm	<input type="checkbox"/> (10) pension consultant
<input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant	<input type="checkbox"/> (11) real estate broker or dealer
<input type="checkbox"/> (6) banking or thrift institution	<input type="checkbox"/> (12) entity that creates or packages limited partnerships

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

D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?..... Yes No

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

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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.

Please refer to Schedule F, Item 11.A.

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

Please refer to Schedule F, Item 11.B.

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12. Investment or Brokerage Discretion.

- A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:
- | | | |
|--|---|--|
| (1) securities to be bought or sold? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| (3) broker or dealer to be used? | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (4) commission rates paid? | Yes <input type="checkbox"/> | No <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 products and research services received.

13. Additional Compensation.

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

- A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? Yes No
- B. directly or indirectly compensates any person for client referrals? Yes No

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

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

- has custody of client funds or securities unless applicant is registered or registering only with the Securities and Exchange Commission; or
 - requires prepayment of more than \$500 in fees per client and 6 or more months in advance
- Has applicant provided a Schedule G balance sheet? Yes No

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant: Breiter Capital Management, Inc.	SEC File Number: 801- 66779	Date: 08/21/2009
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Breiter Capital Management, Inc.	IRS Empl. Ident.No.: 59-3095327
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Item of Form (identify)	Answer												
Item 1.D.	<p>ADVISORY SERVICES AND FEES</p> <p>Breiter Capital Management, Inc. (hereinafter "BCM" or "the Firm") offers personalized investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities. The Firm's services and fee arrangements are described in the following pages.</p> <p>BCM is a corporation formed under the laws of the State of Florida. This Schedule F narrative provides clients with information regarding the Firm's qualifications, business practices, and nature of advisory services that should be considered before becoming an advisory client of BCM.</p> <p>Please contact Thomas H. Breiter, President if you have any questions about this Schedule F narrative. Additional information about BCM is available on the Internet at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as an IARD number. The IARD number for BCM is 108976.</p> <p>Portfolio Management Services</p> <p>BCM provides continuous, discretionary portfolio management services where the investment advice provided is custom tailored to meet the needs and investment objectives of the client. Each client's investment plan is based on pertinent financial information provided by the client. Typically, the account assets will be invested in stocks, bonds, mutual funds, and exchange traded funds consistent with the client's stated objectives and risk tolerance. Pursuant to a grant of discretionary authority, subject to any written guidelines or restrictions the client may set, BCM may determine the selection and the amount of securities to be bought or sold for client accounts, at the client's expense, without further approval from the client. Once the portfolio is constructed, BCM provides continuous supervision and rebalancing of the portfolio as changes in market conditions and client circumstances may require.</p> <p>The annual fee for portfolio management services is billed quarterly in advance based on the value of the assets on the last business day of the month preceding the relevant billing period. The first billing will occur in the month following the month in which the account is initially funded, and every three months thereafter. The fee is based on a percentage of assets under management. On an annualized basis, the Firm's fees for portfolio management services, subject to negotiation, are based on the following fee schedule:</p> <table style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: center;">Assets Under Management</th> <th style="text-align: center;">Maximum Annualized Fee</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">First \$500,000</td> <td style="text-align: center;">2.00%</td> </tr> <tr> <td style="text-align: center;">Next \$500,000</td> <td style="text-align: center;">1.75%</td> </tr> <tr> <td style="text-align: center;">Next \$500,000</td> <td style="text-align: center;">1.50%</td> </tr> <tr> <td style="text-align: center;">Next \$1,000,000</td> <td style="text-align: center;">1.20%</td> </tr> <tr> <td style="text-align: center;">Over \$1,000,000</td> <td style="text-align: center;">1.00%</td> </tr> </tbody> </table> <p>Management fees are negotiable based upon the client's individual needs and circumstances, such as the account size and the nature of the investment activity within the account. Typically, BCM requires a minimum account size of \$200,000 to open and maintain an advisory account. This minimum may be waived for family members of or referrals from existing clients. In its discretion, BCM may allow accounts of members of the same household to be aggregated for purposes of determining the advisory fee or meeting the previously stated minimum. This consolidation practice is designed to allow clients the benefit of an increased asset total, which could potentially result in a reduced advisory fee based on the Firm's above referenced fee schedule.</p>	Assets Under Management	Maximum Annualized Fee	First \$500,000	2.00%	Next \$500,000	1.75%	Next \$500,000	1.50%	Next \$1,000,000	1.20%	Over \$1,000,000	1.00%
Assets Under Management	Maximum Annualized Fee												
First \$500,000	2.00%												
Next \$500,000	1.75%												
Next \$500,000	1.50%												
Next \$1,000,000	1.20%												
Over \$1,000,000	1.00%												
Item 10.													

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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant: Breiter Capital Management, Inc.	SEC File Number: 801- 66779	Date: 08/21/2009
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Breiter Capital Management, Inc.	IRS Empl. Ident.No.: 59-3095327
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Item of Form (identify)	Answer
Item 1.D. (continued)	<p>Payment for management fees will be made by the qualified custodian holding the client's funds and securities provided the client grants written authorization permitting the fees to be paid directly from their account. BCM will not have access to client funds for payment of fees without client consent in writing. Further, the qualified custodian agrees to deliver an account statement, at least quarterly, directly to the client showing all disbursements from the account. The client is encouraged to review their account statements for accuracy. BCM will receive a duplicate copy of, or will have electronic access to statements delivered to the client.</p> <p>BCM or the client may terminate the management agreement within five days of the date of acceptance without penalty to the client. After the five-day period, either party may terminate the management agreement upon written notice to the other. If the client chooses to terminate the agreement within 30 days of executing the management agreement, the client will receive a full refund of any pre-paid fees. Otherwise, the management fee will be pro-rated for the quarter in which the cancellation notice was given and any unearned fees will be returned to the client.</p> <p><u>Hourly Consulting Services</u> BCM does not hold itself out as a financial planner, but may provide financial planning related services incidental to the portfolio management services previously disclosed. The Firm is not compensated separately for financial planning related services. Most clients retain BCM on a long-term basis and pay for management services rendered as described above. However, some clients may only require advice on a single aspect of the management of their financial resources. These clients may choose to retain BCM on a short-term, general consulting basis to address certain specific areas of concern. BCM's hourly fee for general consulting services is typically \$250 per hour, which is due and payable in full upon completion of the consultation.</p> <p><u>Selection of Other Advisors</u> When appropriate for the client, BCM may offer its clients access to a network of third-party investment advisers ("sub-adviser") to manage a portion of or their entire portfolio. In this capacity, BCM is responsible for providing ongoing monitoring and analysis of selected managers and for recommending any changes deemed necessary through consultations with the client. BCM is not responsible for individual security selections as part of this service. BCM does not have the authority to retain or terminate a particular sub-adviser without written client authorization. The minimum investment for this program is typically \$100,000; however, sub-advisers may require different minimums. BCM does not share in any fees charged by sub-advisers or the custodians holding client assets. All sub-advisers to whom the Firm refers its clients must be a registered investment adviser with the Securities and Exchange Commission and/or with applicable state jurisdictions.</p> <p>After gathering information about a client's financial situation and investment objectives, BCM may assist the client in selecting a particular sub-adviser or sub-advisory program. In addition to evaluating and recommending sub-advisers to clients, the Firm will review reports provided to the client by sub-advisers. Additionally, the Firm will contact the client periodically to review the client's financial situation and objectives, communicate information to the sub-adviser as warranted, and assist the client in understanding and evaluating the services provided by the sub-adviser. Clients are reminded to promptly notify the Firm of any material change in their financial situation, investment objectives, or account restrictions.</p>

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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Breiter Capital Management, Inc.	801- 66779	08/21/2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Breiter Capital Management, Inc.	IRS Empl. Ident.No.: 59-3095327
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Item of Form (identify)	Answer
Item 1.D. (continued)	<p>The sub-adviser will actively manage the client's portfolio and may assume investment discretionary and trading authority over the managed account. BCM will not manage or obtain investment discretion or trading authority over the assets in clients' accounts managed by sub-advisers. However, BCM will actively monitor the accounts on a continuous basis. BCM may provide various reports to the client identifying the securities held in the account, along with an analysis of the performance of the account. In the event that BCM determines that one or more sub-adviser or sub-advisory program is not performing in accordance with expectations or is no longer appropriate to a client based on the client's circumstances and objectives, the Firm will recommend that a sub-adviser or sub-advisory program be terminated and/or replaced with another sub-adviser or sub-advisory program. BCM will review the recommendation with the client, and the client will make the final determination regarding such changes.</p> <p>Fees paid by the client to sub-advisers are separate and distinct from the fees the client pays to BCM. Sub-adviser fees are established and payable in accordance with the Form ADV Part II or other equivalent disclosure document provided by each sub-adviser to whom BCM refers its clients, such fees may or may not be negotiable and may differ depending on the individual sub-adviser selected. These disclosures will be set forth in the disclosure documents of relevant sub-advisers. BCM's fees are calculated and payable in accordance with the previously stated terms of BCM's Portfolio Management Services.</p> <p>Clients who are referred to sub-advisers will receive full disclosure, including services rendered, account minimums, and fee schedules, at the time of the referral by delivery of a copy of the sub-adviser's relevant Form ADV Part II or equivalent disclosure document. Additionally, if the investment program recommended to a client is a wrap fee program, the client will also receive the Schedule H or equivalent wrap fee brochure provided by the sponsor of the program. BCM or the sub-adviser will provide to each client all appropriate disclosure statements. Clients are required to sign a management agreement with BCM and may be required to sign a management agreement directly with sub-advisers. Under such arrangements, the client, BCM, or the relevant sub-adviser may terminate the advisory relationship in accordance with the relevant advisory agreement. If the sub-adviser is compensated in advance, the client will typically receive a pro rata refund of any prepaid advisory fees upon termination of an advisory agreement.</p> <p><u>Asset Allocation Services</u> BCM provides asset allocation models and security selection advice to other investment advisers. BCM does not directly engage clients of other advisers. These services are provided pursuant to an agreement with other investment advisers. Typically, these arrangements are limited to allocation models based on general goals and risk tolerance levels. The terms of the agreement and fees for these services are negotiated in advance of services rendered. Typically, allocation models are purchased for a fixed fee paid to BCM by other advisers. Where BCM acts as a sub-adviser and renders specific allocation advice based on client information collected and provided by other advisers, BCM is typically shares in a portion of the advisory fees paid to the other adviser.</p> <p><u>Speaking Engagements</u> The President of BCM provides speaking services for groups desiring general advice on investments and personal finance. Topics may include issues related to asset/wealth management services, such as financial planning, investment planning, retirement planning, and/or various other economic and investment topics. Fees for speaking engagements and/or educational seminars are negotiated with the client in advance.</p>

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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant: Breiter Capital Management, Inc.	SEC File Number: 801- 66779	Date: 08/21/2009
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Breiter Capital Management, Inc.	IRS Empl. Ident.No.: 59-3095327
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Item of Form (identify)	Answer
Item 1.D. (continued)	<p>Typically, the fee is a fixed fee paid at the time of the seminar. Information covered is not based on the individual needs of the attendees. BCM does not provide individual investment advice to attendees unless engaged independently, and only where the attendee's individualized financial information, investment goals, and objectives are provided.</p> <p>Pension Consulting Services BCM will provide pension-consulting services to employee benefit plans and their fiduciaries based upon an analysis of the needs of the plan. In general, these services may include an existing plan review, asset allocation advice, money management services, communication and education services where BCM will assist the plan sponsor in providing meaningful information regarding the retirement plan to its participants, investment performance monitoring, and/or ongoing consulting. The Firm may have agreements with third party administrators ("TPA") to provide these services as part of the TPA's agreement with the plan. In these instances, the TPA may pay a portion of the fee charged to the plan to BCM for their services. In other instances, the Firm may be introduced to a plan through a TPA and the FIRM will provide service directly to the plan. BCM may hold educational seminars for the plan employees and provide information on the plan specifics and allocation choices.</p> <p>The compensation arrangement for these services will be based on the same provisions as disclosed above in the portfolio management section of this document. The type and amount of the fees charged to the client, subject to negotiation, will be based on the scope and complexity of the qualified plan and the requested services. An estimate of the total cost will be determined at the start of the advisory relationship. BCM requires the payment of fees for pension consulting services quarterly in advance. Under no circumstance will the Firm require prepayment of a fee more than six months in advance and in excess of \$500.</p> <p>All client accounts are regulated under the Employee Retirement Income Securities Act ("ERISA"). BCM will provide consulting services to the plan fiduciaries as described above. Typically, the named plan fiduciary must make the ultimate decision as to retaining the services of such investment advisers as BCM recommends. The plan fiduciary is free to seek independent advice about the appropriateness of any recommended services for the plan.</p> <p>If the disclosure brochure - Part II of the Form ADV - is not delivered to the client within 48 hours prior to the client entering into the pension consulting agreement, the client may terminate the agreement within five business days of the date of acceptance without penalty. If the client received the disclosure documents 48 hours in advance, or if the five-day grace period has expired, either party may terminate the agreement upon written notice to the other party. The pension consulting fees will be pro-rated for the quarter in which the cancellation notice was given and unearned fees will be refunded to the client.</p> <p><i>Additional Information Regarding Advisory Services and Fees</i> BCM shall never have custody of any client funds or securities, as the services of an independently qualified custodian will be used for these services. The fees charged are calculated as described above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds, or any portion of the funds of an advisory client (15 U.S.C. §80b-5(a)(1)).</p> <p>BCM does not represent, warrant, or imply that the services or methods of analysis used by the Firm can or will predict future results, successfully identify market tops or bottoms, or</p>

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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant: Breiter Capital Management, Inc.	SEC File Number: 801- 66779	Date: 08/21/2009
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Breiter Capital Management, Inc.	IRS Empl. Ident.No.: 59-3095327
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Item of Form (identify)	Answer
Item 1.D. (continued)	insulate clients from losses due to market corrections. Advice offered by BCM might involve investments in mutual funds. Clients are advised that all fees paid to BCM for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds (described in each fund's prospectus) to their shareholders. Typically, BCM only invests client assets in funds, which are available to the client without any up-front sales charge or commission. However, these funds may have 12b-1 fees as part of their overall fee structure. Some funds assess fees that will generally include a management fee, transaction charges, and other fund expenses. BCM does not share in any portion of 12b-1 fees or the brokerage fees/transaction charges imposed by the custodian holding client funds or securities. The client should review all fees charged by mutual funds, BCM, account custodians, and others to fully understand the total amount of fees to be paid by the client.
Item 3.L.	TYPES OF INVESTMENTS BCM reserves the right to advise clients on any other type of investment, such as Unit Investment Trusts (UIT's) and Exchange Traded Funds (ETFs), if deemed appropriate based on the client's stated goals and objectives. The Firm may also provide advice on any type of investment held in a client's portfolio at the inception of the advisory relationship or on any investment for which the client requests advice.
Item 5.	EDUCATION AND BUSINESS STANDARDS Associated persons of BCM, who are involved in determining or giving investment advice to clients must meet all examination or experience requirements of the states and/or jurisdictions in which the individual provides advisory services.
Item 6.	EDUCATION AND BUSINESS BACKGROUND Thomas H. Breiter <i>Year of Birth:</i> 1960 <i>Formal Education:</i> <ul style="list-style-type: none"> ▪ Columbia College, B.A., Business Administration, 1985. <i>Business Background for the Previous Five Years:</i> <ul style="list-style-type: none"> ▪ Breiter Capital Management, Inc. President/Chief Compliance Officer, 1992 to Present. Thomas A. Tollette <i>Year of Birth:</i> 1938 <i>Formal Education:</i> <ul style="list-style-type: none"> ▪ Michigan State University, B.S., Economics and Psychology, 1960. <i>Business Background for the Previous Five Years:</i> <ul style="list-style-type: none"> ▪ Breiter Capital Management, Inc., Investment Adviser Representative, 2004 to Present. ▪ Sansur Renewable Energy, Inc., Board of Directors, 07/2009 to Present. ▪ Robert W. Baird & Co., Managing Director, 1968 to 2003. Geoffrey H. Niebaum <i>Year of Birth:</i> 1976 <i>Formal Education:</i> <ul style="list-style-type: none"> ▪ University of South Florida, M.B.A., 2004. ▪ St. Leo University, B.A., Business, 1999. <i>Business Background for the Previous Five Years:</i> <ul style="list-style-type: none"> ▪ Breiter Capital Management, Inc., Investment Adviser Representative, 2007 to

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Continuation Sheet for Form ADV Part II

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Item of Form (identify)	Answer
Item 6. (continued)	<p>Present.</p> <ul style="list-style-type: none"> ▪ Citigroup Global Markets Inc, Financial Advisor, 2004 to 2007. ▪ University Of South Florida, Student, 2001 to 2004. <p>Andria K. Ludlum <i>Year of Birth:</i> 1974 <i>Formal Education:</i></p> <ul style="list-style-type: none"> ▪ Western Michigan University, B.A., Business Administration, 1997. <p><i>Business Background for the Previous Five Years:</i></p> <ul style="list-style-type: none"> ▪ Breiter Capital Management, Inc., Office Manager, 2000 to Present.
Item 7.A.	<p>OTHER BUSINESS ACTIVITIES BCM provides client data record keeping and reporting services to Charles De Rose, Inc. ("CDR"), a registered investment adviser. BCM and its associated persons do not render investment advice to clients of CDR. These administrative services occupy less than 5% of the total staff time and represents less than 5% of BCM's revenue.</p>
Item 9.E.	<p>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS BCM or individuals associated with the Firm may buy or sell for their personal accounts investment products identical to those recommended to clients. It is the expressed policy of BCM that employees shall not have priority in any purchase or sale over clients' accounts. (1),(2)</p> <p>Code of Ethics BCM has adopted a Code of Ethics ("Code"), the full text of which is available to clients and potential clients upon request. The Firm has several goals in adopting this Code. BCM desires to comply with all applicable laws and regulations governing its practices. Therefore, BCM's management has set forth guidelines for professional standards of conduct for its associated persons. The goal of which is to protect client interests at all times and to demonstrate the Firm's commitment to its fiduciary duties of honesty, good faith, and fair dealing with clients. All associated persons are expected to adhere strictly to these guidelines. They are also expected to follow the procedures for approval and reporting of personal securities transactions and any violations as established in the Code. Additionally, BCM maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Firm or any person associated with BCM.</p> <p>Footnotes: (1) These policies have been established recognizing that some securities being considered for purchase and/or sale on behalf of the Firm's clients trade in sufficiently broad markets to permit transactions by clients to be completed without an appreciable impact on the markets of the securities. Under certain circumstances, exceptions may be made to the previously stated policies. Records of these trades, including the reasons for the exceptions, will be maintained in the Firm's records. (2) The foregoing does not apply to certain types of securities, such as obligations of the U.S. Government and shares in open-end mutual funds. Open-end mutual funds are purchased or redeemed at a fixed net asset value price per share specific to the date of purchase or redemption. As such, transactions in mutual funds by advisory representatives are not likely to have an impact on the prices of the fund shares in which clients invest.</p> <p><i>Client Privacy</i> Protecting its customers' private information is important to BCM. Therefore, the Firm has instituted policies and procedures to ensure that customer information is kept private and</p>

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Item of Form (identify)	Answer
Item 9.E. (continued)	<p>secure. BCM does not disclose any non-public personal information about its customers or former customers to any non-affiliated third parties except as required by or permitted by law. In the course of servicing a client's account, BCM may share some information with its service providers, such as transfer agents, custodians, broker/dealers, accountants, and attorneys. BCM restricts internal access to non-public personal information to those employees who need access to such information in order to provide products or services to a particular client. BCM also maintains physical, electronic, and procedural safeguards to protect client information.</p> <p>A copy of the Firm's privacy policy notice will be provided to each client prior to, or contemporaneously with, the execution of the advisory agreement. Thereafter, BCM will deliver a copy of the current privacy policy notice to its clients annually. Questions regarding this policy should be directed to Thomas Breiter, President at (941) 778-1900.</p>
Item 11.A. & B.	<p>REVIEW OF ACCOUNTS AND REPORTS TO CLIENTS</p> <p>Securities held in client accounts are continuously monitored and reviewed for appropriateness for clients based on the client's stated objectives and risk level tolerance. Thomas H. Breiter, President will be responsible for the overall review process. Mr. Breiter or Geoffrey Niebaum, Investment Adviser Representative, will review accounts at least quarterly, with more frequent reviews conducted upon client request or upon during unusual or active market conditions, or when general economic conditions substantially change. Other triggering factors that may stimulate an additional account review may include, but are not limited to, changes in the client's financial situation.</p> <p>Clients will either directly receive or have electronic access to trade confirmations and account statements, at least quarterly, directly from their account custodian(s) that reflect all transactions in the client's account. BCM will provide periodic updates via quarterly newsletters, and other periodic letters. BCM will provide individual performance reports and tax reports to clients quarterly or annually at the clients discretion. Meetings and telephone conferences with clients can be conducted at the clients request at any time.</p>
Item 12.A. (1),(2)	<p>INVESTMENT OR BROKERAGE DISCRETION</p> <p>Generally, clients grant BCM discretion over the selection and amount of securities to be purchased or sold for their account without obtaining their prior consent or approval. However, BCM's investment authority may be subject to specified investment objectives, guidelines, and/or conditions imposed by the client. For example, a client may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry.</p>
Item 12.B. & 13.A.	<p>SUGGESTION OF BROKERS AND ADDITIONAL COMPENSATION</p> <p>BCM recommends that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab Institutional"), a registered broker-dealer, to maintain custody of the client's assets and to effect trades for their accounts. Clients are advised that transaction charges may apply when purchasing or selling securities. BCM does not share in any portion of the brokerage fees/transaction charges imposed by Schwab Institutional. Additionally, the commission/transaction fees charged by Schwab Institutional may be higher or lower than those charged by other broker-dealers/custodians.</p> <p>Schwab Institutional provides BCM with access to its institutional trading and operations services, which are typically not available to Schwab retail investors. These services</p>

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Item of Form (identify)	Answer
Item 12.B. & 13.A. (continued)	<p>generally are available to independent investment advisers at no charge to them so long as a total of at least \$10 million of the adviser's clients' account assets are maintained at Schwab Institutional. Schwab Institutional services may include research, brokerage, custody, access to mutual funds and other investments that are otherwise available only to institutional investors or would require significantly higher minimum initial investments. Schwab Institutional also makes available other products and services that benefit BCM, but may not necessarily directly benefit its clients' accounts. These products and services include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution, provide research, pricing information and other market data, facilitate payment of BCM's fees from its clients' accounts, and assist with back-office support, recordkeeping and client reporting. The availability of the foregoing products and services to BCM is not contingent upon BCM committing to Schwab Institutional any specific amount of business (assets in custody or trading). There are no direct dollar payments from Schwab to BCM. The benefit to BCM is in the form of products and services that Schwab provides. Clients of BCM will not pay additional fees or incur higher costs than they would if BCM did not receive discounts on these services.</p> <p>BCM believes that Schwab Institutional provides quality services at reasonable commission rates. BCM bases its opinion on several factors, including the broker's ability to provide professional services, competitive commission rates, volume discounts, execution price negotiations, the broker's reputation, experience, and financial stability, and the quality of service rendered by the broker or dealer in other transactions. Best execution is not measured solely in reference to commission rates. Lower commissions might be available elsewhere, but BCM believes the difference in cost is reasonably justified by the quality of the brokerage services offered through Schwab Institutional.</p> <p>BCM will periodically review the fee structures and services provided by recommended broker/dealers and investment companies to ensure that our clients are receiving quality service and execution for the cost involved. Services that assist BCM in the performance of its duties for its clients are also considered. Transaction commissions may be higher than those obtainable from other broker/dealers who do not provide such products and services. Normally, the suggestion of a broker/dealer is made in conjunction with the commencement of the client using the services of BCM to manage a securities account.</p>
Item 13.B.	<p>COMPENSATION TO OTHERS</p> <p>Employee and non-employee (outside) solicitors, e.g. unaffiliated broker/dealers, investment advisers, accountants, attorneys, etc., who are directly responsible for bringing a client to BCM, may receive compensation from BCM for the client referral. Under these arrangements, the client does not pay higher fees than BCM's normal/typical advisory fees. Such arrangements will comply with the requirements set forth under the Investment Advisers Act of 1940 and/or the applicable state Securities Act, including a written agreement between BCM and the solicitor. Non-employee solicitors must provide a copy of BCM's ADV Part II (Disclosure Brochure) and a separate solicitor's disclosure statement regarding the relationship between the solicitor BCM to the prospective client at the time of the solicitation or referral. The client will be requested to acknowledge this arrangement prior to acceptance of the client's account for advisory services. Applicable state laws may require these persons to become either licensed or registered as representatives of BCM or as an independent investment adviser.</p>

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Item of Form (identify)	Answer
Miscellaneous	<p><i>Aggregation of Orders</i> Orders for the same security entered on behalf of more than two or three clients will generally be aggregated (i.e., blocked or 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. One exception is that subsequent orders may be aggregated with filled orders if the market price for the security has not materially changed and the aggregation does not cause any unintended duration exposure. All clients participating in each aggregated order shall receive the average price and pay a trade commission based on the account agreement with the custodian.</p> <p>The appropriate share amount of each buy or sell of a particular security is determined prior to placing the trade. Each participating client in an aggregated trade receives the pre-determined number of shares in the trade allocation process. In the unusual event of a partial fill of an aggregated order, the originally anticipated allocation will be altered in a fair and equitable fashion. Proprietary or related accounts will not be included in aggregated orders.</p> <p><i>Trade Error Correction Procedures</i> On infrequent occasions, an error may be made in a client account. For example, a security may be erroneously purchased for the account instead of sold. In these situations, BCM seeks to rectify the error by placing the client account in a similar position as it would have been had there been no error. Depending on the circumstances, various corrective steps may be taken, including but not limited to, canceling the trade, adjusting an allocation, and/or reimbursing the account. In the event of an erroneous profit, if the error is discovered before the trade is allocated to the client account, it will be corrected in the broker-dealer/custodian's error account with the broker-dealer/custodian maintaining the profit. After allocation, the client account would maintain the profit.</p> <p><i>Directed Brokerage</i> In very limited circumstances and in its sole discretion, BCM might agree to client directed brokerage, where the client would instruct BCM to use one or more particular brokers for the transactions in their accounts. Clients who wish to direct the Firm to use a particular broker should understand that this might prevent BCM from effectively negotiating brokerage compensation on their behalf. This arrangement may also prevent BCM from obtaining the most favorable net price and execution. Thus, when directing brokerage business, clients should consider whether the commission expenses, execution, clearance, and settlement capabilities that they will obtain through their broker are adequately favorable in comparison to those that BCM might otherwise obtain for other clients.</p> <p><i>Proxy Voting</i> BCM will not vote proxies on behalf of client accounts. Although, at the client's request, BCM may offer clients advice regarding corporate actions and the exercise of proxy voting rights.</p> <p><i>Class Action Lawsuits</i> From time to time, securities held in the accounts of clients will be the subject of class action lawsuits. BCM has no obligation to determine if securities held by the client are subject to a pending or resolved class action lawsuit. It also has no duty to evaluate a client's eligibility or to submit a claim to participate in the proceeds of a securities class action settlement or verdict. Furthermore, BCM has no obligation or responsibility to initiate</p>

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Item of Form (identify)	Answer	
Miscellaneous (continued)	<p>litigation to recover damages on behalf of clients who may have been injured as a result of actions, misconduct, or negligence by corporate management of issuers whose securities are held by clients.</p> <p>In the event BCM receives written or electronic notice of a class action lawsuit, settlement, or verdict affecting securities owned by a client, it would forward all notices, proof of claim forms, and other materials, to the client. Electronic mail is acceptable where appropriate if the client has authorized contact in this manner. Upon client request, advice may be given and BCM may answer questions regarding associated forms</p> <p><i>Outside Business Activities.</i> Mr. Tollette serves as a member of the board of directors for a privately held company, Sansur Renewable Energy, Inc. This is not an investment related business. Mr. Tollette spends approximately 10 hours per month attending board meetings. Advisory clients are not solicited to invest in Sansur Renewable Energy, Inc.</p>	

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