

FORM ADV

Part II - Page 1 Uniform Application for Investment Adviser Registration

Name of Investment Adviser: Belforti Investment Management, LLC						
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code:	Telephone Number:
	250 Northwest Street	Portsmouth, NH	03801		(603)	433-9502

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: Belforti Investment Management, LLC	SEC File Number: 801-N/A	Date: 9/20/02
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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. (See instruction below.)

Applicant:

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

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

B. Does applicant call any of the services it checked above financial planning or some similar term? Yes No

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

- | | |
|--|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input checked="" type="checkbox"/> (2) Hourly charges | <input 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 | |

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

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

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

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

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

- (1) Charting
- (2) Fundamental
- (3) Technical
- (4) Cyclical
- (5) Other (explain on Schedule F)

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

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

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

- (1) Long term purchases (securities held at least a year)
- (2) Short term purchases (securities sold within a year)
- (3) Trading (securities sold within 30 days)
- (4) Short sales
- (5) Margin transactions
- (6) Option writing, including covered options, uncovered options, or spreading strategies
- (7) Other (explain on Schedule F)

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 ● 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 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.)

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 see the disclosure set forth on Schedule F to this Form ADV.

B. Describe below the nature and frequency of regular reports to clients on their accounts.
Please see the disclosure set forth on Schedule F to this Form ADV.

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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 <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes <input type="checkbox"/> | No <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; 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: Belforti Investment Management, LLC	SEC File Number: 801- N/A	Date: 09/20/2002
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Belforti Investment Management, LLC		IRS Empl. Ident. No.: 02-0506398
Item of Form (identify)	Answer	
Item 1D	<p>Registrant's investment advisory services are generally limited to the discretionary management of investment portfolios for individuals, investment companies, investment limited partnerships, pension and profit sharing plans, trusts, estates, charitable organizations, and business entities in accordance with the investment objective(s) of the client. Registrant does not provide financial planning or estate planning services. To the extent specifically requested by a client, Registrant may provide limited consultation services to its investment management clients on investment and non-investment related matters. Any such consultation services, to the extent rendered, shall be rendered exclusively on an unsolicited basis, for which Registrant may or may not receive additional compensation, as further discussed below.</p> <p>Registrant may render investment management services to <i>qualified clients</i> for a performance-based fee in accordance with the requirements set forth in Rule 205-3 of the Investment Advisers Act of 1940, as amended. For those clients, Registrant may charge an annual investment management fee based upon a percentage of the market value of the assets being managed by Registrant ("<i>base fee</i>") in addition to an annual fee based on the performance of the account ("<i>performance fee</i>"). Registrant's investment management fee shall be up to 1.00% of the assets under management and between 20% and 30% of the net performance of the account as compared to the established "high water mark" of the account each year.</p> <p>Registrant's annual investment management <i>base fee</i> (if applicable) shall be prorated and paid quarterly, in advance, based upon the market value of the assets on the last day of the previous quarter. Registrant's <i>performance fee</i> shall be paid annually, in arrears, based on the net gains of the client's portfolio at the end of the calendar year. Under this fee arrangement, there is the potential for a conflict of interest in that the <i>performance fee</i> may be an incentive for the Registrant to make investments that are riskier or more speculative in than would be the case absent a <i>performance fee</i> arrangement.</p> <p>Registrant may also render investment management services to those clients not eligible or not desirous to compensate the Registrant based on the performance of the account. In those situations, Registrant shall charge an annual investment management fee based upon a percentage of the market value of the assets being managed by the Registrant. The investment management fee shall be 3.00% of the market value of the assets under management. Registrant's annual investment management fee shall be prorated and paid quarterly, in arrears / advance, based upon the market value of the assets on the last day of the previous quarter.</p> <p>As further discussed in response to Item 12B (below), Registrant shall generally recommend that clients utilize the brokerage and clearing services of Rydex Distributors, Inc. ("<i>Rydex</i>") and/or the distributor(s) of the mutual fund complex recommended to the client ("<i>Mutual Fund</i>") for investment management accounts. Prior to engaging Registrant to provide investment advisory services, the client will be required to enter into one or more written agreements with the Registrant setting forth the terms and conditions under which the Registrant shall render its services (collectively the "<i>Agreement</i>"), and a separate agreement for brokerage and clearing services with <i>Rydex</i>, <i>Mutual Fund</i>, any other broker-dealer recommended by the Registrant, and/or the broker-dealer directed by the client (collectively referred to as "<i>Broker-Dealer</i>").</p> <p>Registrant's <i>Agreement</i> and/or the separate agreement with <i>Broker-Dealer</i>, may authorize <i>Broker-Dealer</i> to debit the client's account for the amount of the Registrant's investment management fee and to directly remit that management fee to the Registrant in accordance with required SEC procedures as follows: (1) the Registrant shall send to the client and <i>Broker-Dealer</i> at the same time a fee statement ("<i>Fee Statement</i>") showing the amount of the management fee for the period, and, additionally, shall include in the client's Fee Statement the specific manner in which the</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: Belforti Investment Management, LLC	SEC File Number: 801- N/A	Date: 09/20/2002
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Belforti Investment Management, LLC	IRS Empl. Ident. No.: 02-0506398
Item of Form (identify)	Answer
	<p>management fee was calculated and the value of the client’s assets on which the fee was based, and (2) <i>Broker-Dealer</i> shall send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to the Registrant.</p> <p>The <i>Agreement</i> between the Registrant and the client will continue in effect until terminated by either party by written notice. Registrant’s investment management fee shall be prorated through the date of termination and any remaining balance shall be charged or refunded to the client, as appropriate, within ninety (90) days.</p> <p>Currently, Registrant intends to primarily allocate its client’s investment management assets, on a discretionary basis, among equity securities and various no-load and load-waived mutual fund classes in accordance with the client’s investment objectives.</p> <p>As discussed above, unless the client directs otherwise, Registrant shall generally recommend that <i>Mutual Fund</i> serve as the broker-dealer for client assets. Transactions may be cleared through other broker-dealers with whom Registrant and <i>Mutual Fund</i> have entered into agreements for prime brokerage clearing services. Clients shall incur brokerage commissions and/or transaction fees from <i>Broker-Dealer</i> for effecting certain securities transactions (e.g., transaction fees are charged for certain no-load mutual funds and commissions are charged for individual equity/debt securities transactions). In addition to Registrant’s investment management fee, clients may incur certain charges imposed by third parties such as custodial fees, brokerage commissions, transaction fees, charges imposed directly by a mutual fund or exchange traded fund in the Account, which shall be disclosed in the fund’s prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.</p> <p>The client may engage Registrant to allocate investment management assets of its client accounts among various mutual funds on a discretionary basis using a strategy referred to as “market timing.” In so doing, Registrant employs its proprietary asset management timing strategy, whereby Registrant shall exchange and/or transfer mutual funds owned by the client among different asset categories within the same or different mutual fund family (“<i>market timing</i>”). Clients may, in writing, place reasonable limitations upon Registrant’s discretionary authority. In the event the client engages the Registrant for <i>market timing</i>, Registrant shall charge an annual investment management fee based upon assets under management and consistent with the policies stated herein. Unless the client directs otherwise, all such investment management accounts shall be maintained at the specific mutual fund or variable annuity company[ies]. Registrant’s <i>market timing</i> investment strategy involves an above-average portfolio turnover that could negatively impact upon the net after-tax gain experienced by an individual client. The Registrant does not provide accounting, tax, or legal advice.</p> <p>Registrant’s <i>market timing</i> has been designed to comply with the requirements of Rule 3a-4 of the Investment Company Act of 1940, as amended. Rule 3a-4 provides similarly managed investment programs, such as Registrant’s <i>market timing</i> program, with a non-exclusive safe harbor from the definition of an investment company. In accordance with Rule 3a-4, the following disclosure is specifically applicable to Registrant’s management of client assets under Registrant’s <i>market timing</i> program:</p> <p>1. <i>Initial Interview</i> - an initial interview is conducted with each client (either in person or via a questionnaire) to determine the client’s financial circumstances, goals, acceptable levels of risk and other relevant circumstances;</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: Belforti Investment Management, LLC	SEC File Number: 801- N/A	Date: 09/20/2002
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Belforti Investment Management, LLC	IRS Empl. Ident. No.: 02-0506398
Item of Form (identify)	Answer
	<p>2. <i>Individual Treatment</i> - the client's account is managed on the basis of the client's financial circumstances and investment objectives;</p> <p>3. <i>Monitoring</i> - the client's circumstances shall be monitored through quarterly account reviews and annual interviews;</p> <p>4. <i>Consultation Available</i> - Adviser shall be reasonably available to consult with the client relative to the status of client's account;</p> <p>5. <i>Notice of Transactions</i> - the client shall receive, at least monthly, notice of all transactions in the client's account;</p> <p>6. <i>Quarterly Statement</i> - the client shall be provided with a quarterly statement containing a description of all activity in the client's account.</p> <p>7. <i>Ability to Impose Restrictions</i> - client shall have the ability to impose reasonable restrictions on the management of his/her/its account, including the ability to instruct the Registrant not to purchase certain mutual funds;</p> <p>8. <i>No Pooling</i> - the client's beneficial interest in a security does not represent an undivided interest in all the securities held by the custodian, but rather represents a direct and beneficial interest in the securities which comprise the client's account;</p> <p>9. <i>Separate Account</i> - A separate account is maintained for the client with the custodian;</p> <p>10. <i>Ownership</i> - each client retains indicia of ownership of the account (e. g. right to withdraw securities or cash, exercise or delegate proxy voting, and receive transaction confirmations); and</p> <p>11. <i>Adviser's Fee</i> - The Registrant believes that its annual fee is reasonable in relation to: (1) the advisory services provided; and (2) the fees charged by other investment advisers offering similar services/programs. In addition to Registrant's annual fee, the client will also incur charges imposed at the mutual fund level (e.g., advisory fees and other fund expenses).</p> <p>Certain investment opportunities that become available to Registrant's clients may be limited. For example, various mutual funds may, from time to time, limit the number of shares available for purchase or sale by mutual fund market timers, such as the Registrant. In order to meet its fiduciary duties to all of its clients, the Registrant will endeavor to allocate investment opportunities among all clients on a fair and equitable basis. However, except as otherwise provided by federal or state securities laws, Registrant shall not be liable for an adverse decision by a mutual fund or insurance company to unilaterally restrict and/or prohibit market timing activities.</p> <p>To the extent that a client authorizes the use of margin, and margin is thereafter employed by Registrant in the management of the client's investment portfolio, the market value of the client's account and corresponding fee payable by the client to the Registrant will be increased. As a result, in addition to understanding and assuming the additional principal risks associated with the use of margin, clients authorizing margin are advised of the potential conflict of interest whereby the client's decision to employ margin shall correspondingly increase the management fee payable to the Registrant. Accordingly, the decision as to whether to employ margin is left totally to the discretion of client.</p> <p>The client may make additions to and withdrawals from the account at any time, subject to Registrant's right to terminate an account that falls below its minimum account size of \$100,000. If assets are deposited into an account after the inception of a quarter that exceed \$10,000, the fee payable with respect to such assets will be prorated based on the number of days remaining in the</p>

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

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

Applicant: Belforti Investment Management, LLC	SEC File Number: 801- N/A	Date: 09/20/2002
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Belforti Investment Management, LLC	IRS Empl. Ident. No.: 02-0506398
Item of Form (identify)	Answer
	<p>quarter. Clients may withdraw account assets on notice to the Registrant, subject to the usual and customary securities settlement procedures. For partial withdrawals in excess of \$10,000 within a billing period, Registrant shall credit its unearned fee towards the next quarter's fee. However, Registrant designs its portfolios as long-term investments and assets withdrawals may impair the achievement of a client's investment objectives. Additions may be in cash or securities, provided that Registrant reserves the right to decline to accept particular securities into a client's account.</p> <p>Registrant's investment management fee is generally inclusive of any investment-related consulting services. For non-investment management clients and investment management clients that require a disproportionate amount of consulting services, Registrant may charge a separate fee for hourly or fixed investment-related consulting services. In these limited circumstances, the fees shall be agreed upon prior to rendering the consulting services.</p> <p>Registrant's clients are advised to promptly notify the Registrant if there are ever any changes in their financial situation or investment objectives, or if they wish to impose any reasonable restrictions upon Registrant's management services.</p> <p>Neither the Registrant nor the client may assign the <i>Agreement</i> without the consent of the other party. Transactions that do not result in a change of actual control or management of the Registrant shall not be considered an assignment.</p> <p>A copy of Registrant's privacy policy notice and a written disclosure statement which meets the requirements of Rule 204-3 of the Adviser's Act of 1940, as amended, shall be provided to each client prior to or contemporaneously with the execution of the <i>Agreement</i>. Any client who has not received a copy of Registrant's written disclosure statement at least forty-eight (48) hours prior to executing the <i>Agreement</i> shall have five (5) business days subsequent to executing the agreement to terminate the Registrant's services without penalty.</p>
Item 3L	Registrant may also provide advice about any type of investment held in a client's portfolio at the beginning of the advisory relationship.
Item 5	All individuals that render investment advisory services on behalf of the Registrant must have earned a college degree and/or have substantive investment-related experience. In addition, all such individuals shall have attained all required investment-related licenses and/or designations.
Item 6	<p>DANIEL LOUIS BELFORTI Born 1963 <i>Post-Secondary Education:</i> University of Massachusetts at Amherst – 1993, M.B.A, University of Massachusetts at Lowell – 1985, B.S., Electrical Engineering <i>Recent Business Background:</i> Belforti Investment Management, LLC, Owner, 02/99– Present Commonwealth Financial Network, Registered Representative, 12/01 – 06/02 Royal Alliance Associates, Inc., Investment Manager, 12/99-12/01 Tucker Anthony, Investment Management Consultant, 03/96-01/99</p>
Item 9E	<p>Registrant does not buy nor sell for itself securities that it also recommends to clients. However, related persons of the Registrant are permitted to buy or sell securities that it also recommends to clients consistent with the following policies and procedures:</p> <p>Unless specifically defined in the Registrant's procedures (summarized below), none of Registrant's Associated Persons may effect for himself or herself, for his or her immediate family (i.e., spouse, minor children, and adults living in the same household as the Associated Person), or</p>

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

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

Applicant: Belforti Investment Management, LLC	SEC File Number: 801- N/A	Date: 09/20/2002
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Belforti Investment Management, LLC	IRS Empl. Ident. No.: 02-0506398
Item of Form (identify)	Answer
	<p>for trusts for which the Associated Person serves as a trustee or in which the Associated Person has a beneficial interest (collectively "Covered Persons"), any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of Registrant's clients.</p> <p>When Registrant is purchasing or considering for purchase any security on behalf of a client, no Covered Person may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when Registrant is selling or considering the sale of any security on behalf of a client, no Covered Person may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security.</p> <p>The foregoing policies and procedures are not applicable to (a) transactions effected in any account over which neither the Registrant nor any advisory representative of the Registrant has any direct or indirect influence or control; and (b) transactions in securities that are: direct obligations of the Government of the United States; bankers' acceptances, bank certificates of deposit, commercial paper, and high quality short-term debt instruments, including repurchase agreements; or shares issued by registered open-end investment companies.</p> <p>This policy has been established recognizing that some securities being considered for purchase and sale on behalf of Registrant's clients trade in sufficiently broad markets to permit transactions by clients to be completed without any appreciable impact on the markets of such securities. Under certain limited circumstances, exceptions may be made to the policies stated above. The Registrant will maintain records of these trades, including the reasons for any exceptions.</p> <p>In accordance with Section 204A of the Investment Advisers Act of 1940, as amended, the Registrant also maintains and enforces written policies reasonably designed to prevent the unlawful use of material non-public information by the Registrant or any of its Associated Persons.</p>
Item 10	As discussed above in Item 1D on this Schedule F, Registrant provides investment supervisory services. As a condition for starting and maintaining a relationship, Registrant shall generally impose a minimum portfolio size of \$100,000. Registrant, in its sole discretion, may accept clients with smaller portfolios based upon certain criteria including anticipated future earning capacity, anticipated future additional assets, account composition, related accounts, and pre-existing clients. Registrant shall only accept clients with less than the minimum portfolio size if, in the sole opinion of the Registrant, the smaller portfolio size will not cause a substantial increase of investment risk beyond the client's identified risk tolerance. Registrant may aggregate the portfolios of family members to meet the minimum portfolio size.
Item 11A	For those clients to whom Registrant provides investment supervisory services, account reviews are conducted on an ongoing basis. Such reviews are conducted by the Principal of the Registrant, Daniel Belforti. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with the Registrant and to keep the Registrant informed of any changes thereto. Registrant shall contact ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.
Item 11B	Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer/custodian for the client accounts. Those clients to whom Registrant provides investment advisory services will also receive a report from the Registrant that may include such relevant account and/or market-related information such as an inventory of account holdings and account performance as clients may

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: Belforti Investment Management, LLC	SEC File Number: 801- N/A	Date: 09/20/2002
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Belforti Investment Management, LLC	IRS Empl. Ident. No.: 02-0506398
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Item of Form (identify)	Answer
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	request from time to time or as otherwise agreed to between the Registrant and the client.
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Items 12A and 12B	<p>Please see the previous responses set forth on this Schedule F to Item 1D.</p> <p>Factors which the Registrant considers in recommending <i>Rydex, Mutual Fund</i> or any other broker-dealer, to clients include their respective financial strength, reputation, execution, pricing, research, and service. <i>Rydex, Mutual Fund</i> enables Registrant to obtain many no-load mutual funds without transaction charges and other no-load and load-waived funds at nominal transaction charges. <i>Rydex, Mutual Fund</i> charges commission rates that are generally considered discounted from customary retail commission rates. The commissions and/or transaction fees charged by <i>Rydex, Mutual Fund</i> may be higher or lower than those charged by other broker-dealers. In return for effecting securities transactions through <i>Rydex, Mutual Fund</i> or any other designated broker-dealer or custodian, Registrant may receive certain investment research products and/or services that assist the Registrant in its investment decision-making process for the client.</p> <p>The brokerage commissions and/or transaction fees charged by <i>Rydex, Mutual Fund</i> or any other designated broker-dealer are exclusive of, and in addition to, Registrant's investment management fee. Although the commissions paid by Registrant's clients shall comply with the Registrant's duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the Registrant determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Registrant will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. Although the investment research products and/or services that may be obtained by Registrant will generally be used to service all of Registrant's clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client's account.</p> <p>Transactions for each client generally will be effected independently, unless Registrant decides to purchase or sell the same securities for several clients at approximately the same time. Registrant may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among Registrant's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among Registrant's clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that the Registrant determines to aggregate client orders for the purchase or sale of securities, including securities in which Registrant's Principal(s) and/or Associated Person(s) may invest, the Registrant shall generally do so in accordance with the parameters set forth in SEC No-Action Letter, <i>SMC Capital, Inc.</i> The Registrant shall not receive any additional compensation or remuneration as a result of the aggregation. In the event that Registrant determines that a pro rata allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline</p>
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**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant: Belforti Investment Management, LLC	SEC File Number: 801- N/A	Date: 09/20/2002
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Belforti Investment Management, LLC	IRS Empl. Ident. No.: 02-0506398
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	<p>limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, Registrant may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.</p> <p>If the client requests the Registrant to arrange for the execution of securities brokerage transactions for the client's account, Registrant shall direct such transactions through broker-dealers that Registrant reasonably believes will provide "best execution."</p> <p>Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for research products and/or services which assist the Registrant in its investment decision-making process. Such research generally will be used to service all of Registrant's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. Clients may pay to a broker-dealer a commission greater than another qualified broker-dealer might charge to effect the same transaction where the Registrant determines in good faith that the commission is reasonable in relation to the value of the brokerage and research services received.</p> <p>The client may direct Registrant in writing to use a particular broker-dealer to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that broker-dealer, and Registrant will not seek better execution services or prices from other broker-dealers or be able to "batch" client transactions for execution through other broker-dealers with orders for other accounts managed by Registrant. As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.</p>
Item 13A	<p>Although not a material consideration when determining whether to recommend that a client utilize the services of <i>Rydex</i>, or <i>Mutual Fund</i>, Registrant may receive from <i>Rydex</i>, or <i>Mutual Fund</i>, without cost, computer software and related systems support, which allows Registrant to better monitor client accounts maintained at <i>Rydex</i>, or <i>Mutual Fund</i>. Registrant may receive the software and related support without cost because Registrant renders investment management services to clients that, in the aggregate, maintain a certain level of assets at <i>Rydex</i>, or <i>Mutual Fund</i>.</p>

***** NOTICE TO MASSACHUSETTS CLIENTS *****

A disciplinary history of the Registrant or Registrant's Investment Adviser Representatives, if any, can be obtained by calling the Massachusetts Securities Division at (617) 727-3548.

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