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Name of Investment Adviser: CastleKeep Investment Advisors LLC				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code Telephone Number
257 Riverside Avenue	Westport	CT	06880-4822	203 682.7200

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

1. A. Advisory Services and Fees. (check the applicable boxes) For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

Applicant:

<input checked="" type="checkbox"/> (1) Provides investment supervisory services	95 %
<input type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services	_____ %
<input checked="" type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above	5 %
<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 client 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 type="checkbox"/> (3) Fixed fees (not including subscription fees)	<input type="checkbox"/> (6) Other

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of Clients -- Applicant generally provides investment advice to: (check those that apply)

<input checked="" type="checkbox"/> A. Individuals	<input type="checkbox"/> E. Trusts, estates, or charitable organizations
<input type="checkbox"/> B. Banks or thrift institutions	<input 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 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).

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 governmental 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).

5. Education and Business Standards.

Yes No

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?.....

(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="radio"/> (1) broker-dealer	<input type="radio"/> (7) accounting firm
<input type="radio"/> (2) investment company	<input checked="" type="radio"/> (8) law firm
<input type="radio"/> (3) other investment adviser	<input type="radio"/> (9) insurance company or agency
<input type="radio"/> (4) financial planning firm	<input type="radio"/> (10) pension consultant
<input type="radio"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant	<input type="radio"/> (11) real estate broker or dealer
<input type="radio"/> (6) banking or thrift institution	<input type="radio"/> (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.)

Yes No

D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?...

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

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

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 <i>and</i> impose a minimum dollar value of assets or other conditions for starting or maintaining an account?	Yes No
(If yes, describe on Schedule F.)	<input checked="" type="radio"/> <input type="radio"/>

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 triggers factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.
See Schedule F

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

12. Investment or Brokerage Discretion.

- A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:
- | | | |
|--|-----------------------|-----------------------|
| (1) securities to be bought or sold? | Yes | No |
| | <input type="radio"/> | <input type="radio"/> |
| (2) amount of the securities to be bought or sold? | Yes | No |
| | <input type="radio"/> | <input type="radio"/> |
| (3) broker or dealer to be used? | Yes | No |
| | <input type="radio"/> | <input type="radio"/> |
| (4) commission rates paid? | Yes | No |
| | <input type="radio"/> | <input type="radio"/> |
-
- B. Does applicant or a related person suggest brokers to clients?
- | | | |
|--|-----------------------|-----------------------|
| | Yes | No |
| | <input type="radio"/> | <input type="radio"/> |

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

(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 |
| | <input type="radio"/> | <input type="radio"/> |

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

Your Name: **CastleKeep Investment Advisors LLC**
Date: 07/28/2010

SEC File No: **60338**
CRD No: **111656**

Certain items in Part 1A of Form ADV require additional information on Schedule D. Use this Schedule D Page 1 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

This is an INITIAL or AMENDED Schedule D Page 1.

SECTION 1.B. Other Business Names

List your other business names and the jurisdictions in which you use them. You must complete a separate Schedule D for each business name.

Check only one box: Add Delete Amend

Name _____

Jurisdictions _____

SECTION 1.F. Other Offices

Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Page 1 for each location. If you are applying for registration, or are registered, only with the SEC, list only the largest five (in terms of numbers of *employees*).

Check only one box: Add Delete

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box:

(area code) (telephone number)

(area code) (facsimile number)

SECTION 1.I. World Wide Web Site Addresses

List your World Wide Web site addresses. You must complete a separate Schedule D for each World Wide Web site address.

Check only one box: Add Delete

World Wide Web Site Address: **www.castlekeepadvisors.com**

SECTION 1.K. Location of Books and Records

Complete the following information for each location at which you keep your books and records, other than your *principal office and place of business*. You must complete a separate Schedule D Page 1 for each location.

Check only one box: Add Delete Amend

Name of entity where books and records are kept: _____

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box:

(area code) (telephone number)

(area code) (facsimile number)

This is (check one): one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

Your Name: CastleKeep Investment Advisors LLC
Date: 07/28/2010

SEC File No: 60338
CRD No: 111656

Use this Schedule D Page 2 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

This is an INITIAL or AMENDED Schedule D Page 2.

SECTION 1.L. Registration with *Foreign Financial Regulatory Authorities*

List the name, in English, of each *foreign financial regulatory authority* and country with which you are registered. You must complete a separate Schedule D Page 2 for each *foreign financial regulatory authority* with whom you are registered.

Check only one box: Add Delete

English Name of *Foreign Financial Regulatory Authority* _____

Name of Country _____

SECTION 2.A(7) Affiliated Adviser

If you are relying on the exemption in rule 203A-2(c) from the prohibition on registration because you *control*, are *controlled* by, or are under common *control* with an investment adviser that is registered with the SEC and your *principal office and place of business* is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser _____

CRD Number of Registered Investment Adviser (if any) _____

SEC Number of Registered Investment Adviser 801- _____

SECTION 2.A(8). Newly Formed Adviser

If you are relying on rule 203A-2(d), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

SECTION 2.A(9) Multi-State Adviser

If you are relying on rule 203A-2(e), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

- I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 30 or more states to register as an investment adviser with the securities authorities in those states.
- I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 25 states to register as an investment adviser with the securities authorities of those states.

If you are submitting your *annual updating amendment*, you must make this representation:

- Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 25 states to register as an investment adviser with the securities authorities in those states.

Your Name: CastleKeep Investment Advisors LLC
Date: 07/28/2010

SEC File No: 60338
CRD No: 111656

Use this Schedule D Page 3 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

This is an INITIAL or AMENDED Schedule D Page 3.

SECTION 2.A(11) SEC Exemptive Order

If you are relying upon an SEC *order* exempting you from the prohibition on registration, provide the following information:

Application Number: 803- _____ Date of order: _____
(mm/dd/yyyy)

SECTION 4 Successions

Complete the following information if you are succeeding to the business of a currently-registered investment adviser. If you acquired more than one firm in the succession you are reporting on this Form ADV, you must complete a separate Schedule D Page 3 for each acquired firm. See Part 1A Instruction 4.

Name of Acquired Firm _____

Acquired Firm's SEC File No. (if any) 801- _____ Acquired Firm's CRD Number (if any) _____

SECTION 5.I(2) Wrap Fee Programs

If you are a portfolio manager for one or more *wrap fee programs*, list the name of each program and its sponsor. You must complete a separate Schedule D Page 3 for each wrap fee *program* for which you are a portfolio manager.

Check only one box: Add Delete Amend

Name of *Wrap Fee Program* _____

Name of *Sponsor* _____

SECTION 6.B. Description of Primary Business

Describe your primary business (not your investment advisory business):

SECTION 7.A. Affiliated Investment Advisers and Broker-Dealers

You **MUST** complete the following information for each investment adviser with whom you are affiliated. You **MAY** complete the following information for each broker-dealer with whom you are affiliated. You must complete a separate Schedule D Page 3 for each listed affiliate.

Check only one box: Add Delete Amend

Legal Name of Affiliate: _____

Primary Business Name of Affiliate: _____

Affiliate is (check only one box): Investment Adviser Broker-Dealer
 Dual (Investment Adviser and Broker-Dealer)

Affiliated Investment Adviser's SEC File Number (if any) 801- _____ Affiliate's CRD Number (if any): _____

Your Name: CastleKeep Investment Advisors LLC
Date: 07/28/2010

SEC File No: 60338
CRD No: 111656

Use this Schedule D Page 4 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

This is an INITIAL or AMENDED Schedule D Page 4.

SECTION 7.B. Limited Partnership or Other Private Fund Participation

You must complete a separate Schedule D Page 4 for each limited partnership in which you or a *related person* is a general partner, each limited liability company for which you or a *related person* is a manager, and each other private fund that you advise:

Check only one box: Add Delete Amend

Name of Limited Partnership, Limited Liability Company, or other Private Fund: _____

Name of General Partner or Manager: _____

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(b)(3)-1? yes no

Are your *clients* solicited to invest in the limited partnership, limited liability company, or other private fund? yes no

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund? _____

Minimum investment commitment required of a limited partner, member, or other investor: \$ _____

Current value of the total assets of the limited partnership, limited liability company, or other private fund: \$ _____

SECTION 10 *Control Persons*

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Check only one box: Add Delete Amend

Firm or Organization Name _____

CRD Number (if any) _____ Effective Date _____ Termination Date _____
(mm/dd/yyyy) (mm/dd/yyyy)

Business Address:

(number and street)

(city) (state/country) (zip+4/postal code)

If this address is a private residence, check this box:

Individual Name (if applicable) (Last, First, Middle) _____

CRD Number (if any) _____ Effective Date _____ Termination Date _____
(mm/dd/yyyy) (mm/dd/yyyy)

Business Address:

(number and street)

(city) (state/country) (zip+4/postal code)

If this address is a private residence, check this box:

Briefly describe the nature of the *control*:

Your Name: CastleKeep Investment Advisors LLC
Date: 07/28/2010

SEC File No: 60338
CRD No: 111656

Use this Schedule D Page 5 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

This is an INITIAL or AMENDED Schedule D Page 5.

Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

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

Applicant: CastleKeep Investment Advisors LLC	SEC File Number: 801- 60338	Date: 07/28/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: CastleKeep Investment Advisors LLC	IRS Empl. Ident. No.: 06-1581441
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Item of Form (identify)	Answer
I.D.	<p><u>SERVICES</u></p> <p>PORTFOLIO MANAGEMENT SERVICES:</p> <p>CastleKeep Investment Advisors LLC (CKIA) provides Portfolio Management Services, defined as giving continuous advice to a client or making investments for a client based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, CKIA develops a client's personal investment policy and creates and manages a portfolio based on that policy. CKIA primarily provides this service to high net worth individuals, trusts, estates, corporations, and other business entities. CKIA will manage advisory accounts on a discretionary and non-discretionary basis. Account supervision is guided by the stated objectives of the client (i.e., maximum capital appreciation, growth, income, or growth and income).</p> <p>When appropriate to the needs of the client, CKIA may recommend the use of trading (securities sold within 30 days of purchase), short sales, margin transactions or option writing. Because these investment strategies involve certain additional degrees of risk, they will only be recommended when consistent with the client's stated tolerance for risk.</p> <p>MONEY MANAGER SEARCH:</p> <p>If CKIA's portfolio management service is not appropriate for the client, CKIA may perform searches of various independent registered investment advisers on behalf of the client. Based on a client's individual circumstances and needs, CKIA will determine which type of independent adviser's portfolio management is appropriate for that client. Factors considered in making this determination include account size, risk tolerance, the opinion of each client and the investment philosophy of the independent adviser. Clients should refer to the independent adviser's disclosure document for a full description of the services offered.</p>

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

Applicant: CastleKeep Investment Advisors LLC	SEC File Number: 801- 60338	Date: 07/28/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: CastleKeep Investment Advisors LLC	IRS Empl. Ident. No.: 06-1581441
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Item of Form (identify)	Answer
	<p>MONEY MANAGER MONITORING:</p> <p>CKIA will monitor the performance of the client's investment adviser(s) and compare the client's account performance against certain industry benchmarks. In order to monitor performance of the client's independent investment adviser, CKIA will request that the client authorize his/her investment adviser to send CKIA copies of the client's quarterly investment account statements. CKIA will not be responsible for monitoring the performance of an investment adviser unless CKIA receives this information on a timely basis each quarter.</p> <p>If CKIA believes that a particular independent adviser is performing inadequately, or if CKIA believes that a different adviser is more suitable for a client's particular needs, CKIA may suggest that the client contract with a different adviser. Under this scenario, CKIA will assist the client in selecting a new adviser, and then monitor that adviser's performance. However, any move to a new manager is solely at the discretion of the client.</p> <p><u>FEE SCHEDULE</u></p> <p>PORTFOLIO MANAGEMENT SERVICES:</p> <p>The annual fee for portfolio management services will be charged as a percentage of assets under management, according to the schedule below:</p> <p><u>Assets under Management Annual Fee (%)</u></p> <p>Up to \$1,000,000 - 1.500% \$1,000,001 to \$ 5,000,000 - 1.250% \$5,000,001 to \$10,000,000 - 1.000% \$10,000,001 to \$15,000,000 - 0.750% \$15,000,001 to \$20,000,000 - 0.600% \$20,000,001 to \$25,000,000 - 0.500% \$25,000,001 to \$100,000,000 - 0.375%-0.400% over \$100,000,001 - 0.200%-0.375%</p> <p>CKIA requires a minimum account size of \$250,000 which may be negotiable under certain circumstances. For purposes of aggregating account size for calculation of fees, CKIA may include related accounts of the same clients, accounts of family members or accounts which CKIA management determines are related.</p>

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

Applicant: CastleKeep Investment Advisors LLC	SEC File Number: 801- 60338	Date: 07/28/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: CastleKeep Investment Advisors LLC	IRS Empl. Ident. No.: 06-1581441
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Item of Form (identify)	Answer
	<p>Clients will be invoiced in advance at the beginning of each calendar quarter. In the case of new accounts, an estimated fee based on the initial balance in the account will be charged, and an adjustment will be made at the end of the first calendar quarter to occur thereafter.</p> <p>Should an agreement be terminated, Clients will be charged a fee prorated in accordance with the number of days that have elapsed from the end of the last billed quarter through the date of termination, and an adjustment to the estimated fee paid for the period will be paid or due within 30 days after the date of termination of the agreement.</p> <p>MONEY MANAGER SEARCH:</p> <p>CKIA charges a standard hourly fee of \$ 450.00, with a minimum fee of \$ 1,000.00, to perform a Money Manager Search. This rate may be negotiable under certain circumstances. Money Manager Search fees will be due and payable as earned.</p> <p>MONEY MANAGER MONITORING:</p> <p>The annual fee for Money Manager Monitoring clients will be charged as a percentage of assets under advisement, according to the schedule below:</p> <p><u>Assets under advisement Annual Fee (%)</u></p> <p>Up to \$1,000,000 - 0.750% \$1,000,001 to \$5,000,000 - 0.625% \$5,000,001 to \$10,000,000 - 0.500% \$10,000,001 to \$25,000,000 - 0.375% over \$25,000,000 - 0.200%-0.350%</p> <p>Fees paid to CKIA for Money Manager Monitoring are separate and distinct from fees paid by the client directly to the independent investment adviser(s).</p> <p>Clients will be invoiced in advance at the beginning of each calendar quarter. In the case of new accounts, an estimated fee based on the initial balance in the Account will be charged, and an adjustment will be made at the end of the first calendar quarter to occur thereafter.</p>

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

Applicant: CastleKeep Investment Advisors LLC	SEC File Number: 801- 60338	Date: 07/28/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: CastleKeep Investment Advisors LLC	IRS Empl. Ident. No.: 06-1581441
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Item of Form (identify)	Answer
	<p>Should an agreement be terminated, Clients will be charged a fee prorated in accordance with the number of days that have elapsed from the end of the last billed quarter through the date of termination, and an adjustment to the estimated fee paid for the period will be paid or due within 30 days after the date of termination of the agreement.</p> <p>GENERAL INFORMATION ON FEES</p> <p>In certain circumstances, all fees and account minimums may be negotiable.</p> <p>The fees charged are based on market values of assets under management and are not based on a share of capital gains or capital appreciation of the assets or any portion of the assets of an advisory client (SEC Rule 205(a)(1)).</p> <p>A client agreement may be canceled at any time, for any reason, by CKIA with fifteen (15) days prior written notice to the client; and by the client with five (5) days prior written notice to CKIA. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.</p> <p>All fees paid to CKIA for advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without the services of CKIA. In that case, the client would not receive the services provided by CKIA which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by CKIA to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.</p>

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

Applicant: CastleKeep Investment Advisors LLC	SEC File Number: 801- 60338	Date: 07/28/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: CastleKeep Investment Advisors LLC	IRS Empl. Ident. No.: 06-1581441
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Item of Form (identify)	Answer
3.L, 4.A(5), 4.B(8) & 4.C(7)	<p><u>TYPES OF INVESTMENTS, SECURITIES ANALYSIS METHODS, OTHER SOURCES OF INFORMATION & INVESTMENT STRATEGIES:</u></p> <p>Investment advice may be provided on investments such as hedge funds, fund of funds, limited partnerships, private equity funds, and venture capital funds.</p> <p>Money Manager Search and/or Money Manager Monitoring clients should refer to the disclosure documents of any recommended advisers for more information on the types of investments, the adviser's security analysis methods, sources of information, and investment strategies utilized.</p>
5.	<p><u>EDUCATION AND BUSINESS STANDARDS</u></p> <p>Advisory persons associated with CKIA must possess, minimally, the following: A college degree and/or appropriate business experience and all required licenses.</p>
6.	<p><u>EDUCATION AND BUSINESS BACKGROUND</u></p> <p>CHARLES WESLEY KELAKOS HABERSTROH BORN: 1950</p> <p>EDUCATION: Graduated from Harvard University in 1973 with an A.B. in U.S. History.</p> <p>EMPLOYMENT HISTORY: President of CastleKeep Investment Advisors LLC from 5/00 to Present. Member of CKA Holdings, LLC from 05/00 to Present. President of CastleKeep Advisors LLC from 05/00 to Present. Principal of Private Banking Consultants from 5/99 to 5/00. Senior Vice President ABN AMRO Bank, N.V. and Manager, ABN AMRO Private Bank - New York from 6/95 to 5/99.</p>

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	<p>MARINA ROSENKRANTZ BORN: 1959</p> <p>EDUCATION: Graduated Second Polytechnic School in Fuerstenwalde, Germany with a degree in Business Administration.</p> <p>EMPLOYMENT HISTORY:</p> <p>Senior Vice President and Chief Compliance Officer of CastleKeep Investment Advisors from 01/08 to Present. Vice President and Chief Compliance Officer of CastleKeep Investment Advisors LLC from 6/04 to 12/07. Vice President of CastleKeep Investment Advisors from 1/04 to 06/04. Independent Consultant from 6/02 to 12/03. Vice President ABN AMRO Bank, N.V. from 8/99 to 6/02 Assistant Vice President ABN AMRO Bank, N.V. from 1/95 to 8/99</p> <p>CHARLES CLARK KELAKOS HABERSTROH BORN: 1979</p> <p>EDUCATION: Graduated from Fairfield University, Dolan School of Business in 2004 with a B.S. in Finance after attending Lehigh University.</p> <p>EMPLOYMENT HISTORY:</p> <p>Vice President at CastleKeep Investment Advisors from 01/08 to Present. Associate at CastleKeep Investment Advisors from 01/05 until 12/07. Intern at CastleKeep Investment Advisors from 2000 until 2004.</p> <p>STEPHEN BRADEN KELAKOS HABERSTROH BORN: 1982</p> <p>EDUCATION: Graduated from Wake Forest University in 2004 with a B.A. in Economics.</p>

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7.C & 8.C(8)	<p>EMPLOYMENT HISTORY:</p> <p>Vice President of CastleKeep Investment Advisors from 02/08 to Present. Financial Advisor at American Express Financial Advisors Inc from 9/04 to 01/08. Intern at CastleKeep Investment Advisors from 2000 to 2004.</p> <p>NANCY S. PERRIN BORN: 1952</p> <p>EDUCATION:</p> <p>Graduated from Marietta College with a B.S. in Biology and from Boston University Graduate School of Management with an M.B.A. in Finance.</p> <p>EMPLOYMENT HISTORY:</p> <p>Office Manager and Corporate Secretary at CastleKeep Investment Advisors LLC from 01/08 to Present. Office Manager from 02/06 until 12/07.</p> <p><u>OTHER BUSINESS ACTIVITIES</u></p> <p>CKIA is an SEC registered investment adviser. CKIA is 100% owned by CKA Holdings LLC (CKAH), which is owned 74% by Charles W.K. Haberstroh, President; 13% by Thomas C. Ragan, and 13% by M.E. Freeman. M.E. Freeman and Thomas Ragan are partners and practicing attorneys of the law firm Ragan & Freeman LLP (R&F). CKAH also owns 100% of CastleKeep Advisors LLC (CKA) which provides all non-investment related advisory services to clients. CKAH provides administrative services to both CKA and CKIA. Together the three companies, CKAH, CKA and CKIA comprise the CastleKeep Group (CKG) which provides customized and independent estate planning, consulting and other personal services to high net worth individuals.</p>

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9.E.	<p>CKG and R&F may recommend CKIA to their respective clients in need of investment advisory services. CKIA may recommend CKA or R&F to advisory clients in need of estate planning, personal services or legal services, provided by CKA or R&F. The estate planning or legal services provided by CKA or R&F are separate and distinct from the advisory services of CKIA, and are provided for separate compensation. There are no referral fee arrangements between CKIA and CKA or R&F for these recommendations. No CKIA client is obligated to use either CKA or R&F for any estate planning or legal services. The services provided by CKA do not include the authority to sign checks or otherwise disburse funds on any CKIA advisory client's behalf. CKIA shares office space, support staff, and supplies with CKA and CKAH.</p> <p>The two attorneys associated with CKG will spend virtually all of their time with R&F. Charles Haberstroh, President of CKAH, CKA and CKIA, may spend as much as 20% of his time on the activities of CKAH and CKA.</p> <p><u>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</u></p> <p>CKIA or individuals associated with CKIA may buy or sell securities identical to those recommended to customers for their personal accounts. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.</p> <p>It is the expressed policy of CKIA that no person employed by CKIA may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, and therefore, preventing such employees from benefiting from transactions placed on behalf of advisory accounts.</p> <p>As these situations represent a conflict of interest, CKIA has established the following restrictions in order to ensure its fiduciary responsibilities:</p> <p>1) No member of CKIA shall buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No person of CKIA shall prefer his or her own interest to that of the advisory client.</p>

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	<p>2) CKIA maintains a record of all securities holdings and transactions for anyone associated with its advisory practice with access to advisory recommendations. These holdings and transactions are reviewed on a regular basis by the Chief Compliance Officer. The holdings and transactions of the Chief Compliance Officer are reviewed on a regular basis by the CEO.</p> <p>3) CKIA emphasizes the unrestricted right of the client to decline to implement any advice rendered, except in situations where CKIA is granted discretionary authority of the client's account.</p> <p>4)CKIA emphasizes the unrestricted right of the client to select and choose any broker or dealer (except in situations where CKIA is granted discretionary authority), and/or insurance company (s)he wishes.</p> <p>5) CKIA requires that all employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.</p> <p>6) Any employee not in observance of the above may be subject to termination.</p> <p>CODE OF ETHICS:</p> <p>CKIA personnel will maintain the highest ethical standards in the financial industry. Employees will conduct themselves in the most professional manner possible and put its clients' interests above their personal interests and the firms interest.</p> <p>CKIA has adopted a Code of Ethics in compliance with Rule 204A-1 of the Investment Advisers Act. The Code establishes rules of conduct for all employees and is designed to, among other things, govern personal securities trading activities in the accounts of employees, preclude activities which may lead to or give the appearance of conflicts of interest, insider trading and other forms of prohibited or unethical business conduct, and states responsibilities regarding non-disclosure of confidential client information. Employees of CKIA are not permitted to disclose any personal or investment information relating to its clients to unaffiliated third parties, except as required by regulatory or governmental entities, without the specific authorization of CKIA's clients.</p>

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10.	<p>CKIA will not accept fees from third parties as it is paid to be an independent advisor by our clients. If exceptionally CKIA does decide to accept remuneration from third parties, it is our policy to disclose such remuneration to our clients on a timely basis, in accordance with applicable rules, and to pass such remuneration through to our clients.</p> <p>A copy of CKIA's Code of Ethics is available to any client or prospective client upon written request to the Chief Compliance Officer.</p> <p><u>CONDITIONS FOR MANAGING AN ACCOUNT</u></p> <p>PORTFOLIO MANAGEMENT SERVICES:</p> <p>CKIA requires a minimum account size of \$250,000 for Portfolio Management Services which may be negotiable under certain circumstances.</p> <p>MONEY MANAGER SEARCH:</p> <p>CKIA's standard hourly rate for this service is \$ 450.00, with a minimum fee of \$ 1,000.00. This rate may be negotiable under certain circumstances.</p> <p>Please refer to Item 1.D of this Schedule F narrative for complete detail.</p> <p>MONEY MANAGER MONITORING:</p> <p>CKIA requires a minimum account of \$250,000 for Money Manager Monitoring clients. This rate may be negotiable under certain circumstances.</p> <p>Please refer to Item 1.D of this Schedule F narrative for complete detail.</p>

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11.A	<p><u>REVIEWS AND REVIEWERS OF ACCOUNTS</u></p> <p>PORTFOLIO MANAGEMENT SERVICES:</p> <p>While the underlying securities within these accounts are continuously monitored, client accounts will be formally reviewed at least quarterly by the President/CEO, the Chief Compliance Officer and a Marketing Officer of CKIA. All accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.</p> <p>MONEY MANAGER MONITORING:</p> <p>These accounts will be reviewed by the President/CEO, the Chief Compliance Officer and a Marketing Officer of CKIA at least quarterly or as needed, depending on the client.</p>
11.B.	<p><u>REGULAR REPORTS PROVIDED TO CLIENTS</u></p> <p>PORTFOLIO MANAGEMENT SERVICES:</p> <p>Clients will receive monthly brokerage or custody statements from their respective broker/custodian. In addition, CKIA may issue monthly and/or quarterly performance reports to these clients, as contracted for at the inception of the advisory relationship, or as requested by clients from time to time.</p> <p>MONEY MANAGER SEARCH:</p> <p>Clients will receive performance reports from their independent money manager (s). CKIA will not issue performance reports to these clients.</p> <p>MONEY MANAGER MONITORING:</p> <p>Clients will receive monthly or quarterly performance reports from their chosen independent money manager(s). In addition, CKIA may issue monthly and/or quarterly performance reports to these clients, as contracted for at the inception of the advisory relationship, or as requested by clients from time to time.</p>

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12.A(1) & 12.A(2)	<p><u>INVESTMENT DISCRETION</u></p> <p>For discretionary clients, CKIA requests that it be provided with written authority to determine which securities are bought or sold.</p> <p>Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change or amend these limitations as required. Such amendments shall be submitted in writing.</p>
12.B.	<p><u>BROKERAGE DISCRETION</u></p> <p>PORTFOLIO MANAGEMENT SERVICES:</p> <p>For clients in need of brokerage or custodial services, and depending on client circumstances and needs, CKIA may recommend the use of one or several broker/dealers, provided CKIA can meet its fiduciary obligation of best execution. CKIA clients should evaluate these brokers before opening an account. The factors considered by CKIA when making recommendations are the broker's ability to provide professional services, CKIA's experience with the broker, the broker's reputation, and the broker's quality of execution services and costs of such services, among other factors. Clients are not under any obligation to effect trades through any recommended broker. All clients are free to select any broker/dealer of their choice. CKIA will request that such clients execute a Directed Brokerage Letter. In the event that a client directs CKIA to use a particular broker/dealer, CKIA may not be able or authorized to negotiate commissions and may be unable to obtain volume discounts or best execution. In addition, under these circumstances there may be a disparity in commissions charged to clients who direct the applicant to use a particular broker/dealer. CKIA does not direct client trades to brokers based on any products or research services received.</p> <p>MONEY MANAGER SEARCH & MONEY MANAGER MONITORING:</p> <p>Clients should refer to the disclosure document(s) of recommended advisers for information on the brokerage recommendations and practices for those entities. CKIA does not recommend any broker/dealer to either money manager search or money manager monitoring clients.</p>