

# **Narwhal Capital Management, LLC**

## Form ADV Part 2A

### Investment Adviser Brochure

April 2011

This brochure provides information about the qualifications and business practices of Narwhal Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at 770.344.0172 and/or [mburton@narwhalcapital.com](mailto:mburton@narwhalcapital.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Narwhal Capital Management, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

531 Roselane Street NW, Suite 420  
Marietta, GA 30060  
770.344.0172  
[mburton@narwhalcapital.com](mailto:mburton@narwhalcapital.com)  
[www.narwhalcapital.com](http://www.narwhalcapital.com)

## Item 2: Summary of Material Changes

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### Introduction

In July, 2010, the United State Securities and Exchange Commission published a new rule “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure is a new document prepared according to the SEC’s new requirements and rules. As such, this document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item will discuss only specific material changes that are made to Narwhal Capital Management, LLC’s (Narwhal or the Firm) Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

### Full Brochure Available

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Matthew Burton at 770.344.0172 or [mburton@narwhalcapital.com](mailto:mburton@narwhalcapital.com).

Additional information about Narwhal is also available via the SEC’s web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site also provides information about any persons affiliated with Narwhal who are registered, or are required to be registered, as investment adviser representatives of Narwhal.

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## **Item 4: Advisory Business**

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### **Firm Description**

Narwhal is an investment adviser providing investment advisory services to individuals, corporations and trusts. Narwhal was founded in 2005.

### **Principal Owners**

Narwhal is owned by two individuals, Matthew Burton, President and Chief Compliance Officer, and MacArther Plumart, Executive Vice President.

### **Types of Advisory Services**

Narwhal offers the following types of advisory services: Financial planning services, portfolio management for individuals and/or small business, and portfolio management for businesses or institutional clients (other than investment companies).

### **Investment Advisory Services**

Narwhal provides investment advisory services, defined as giving continuous advice to a client, and selecting investments for a client based on the individual needs of the client. Through personal discussions, goals and objectives are established based on a client's particular circumstances. Narwhal assists the client in developing the client's personal investment policy, and then creates and manages a portfolio based on that policy.

Narwhal develops portfolios based upon a client's goals, objectives, investment time horizon and risk tolerance, as well as their core financial-related values. Investment strategies generally include long-term and short-term purchases depending upon the individual needs of the client. Narwhal uses asset allocation, or spreading investments among a number of asset classes and sectors (domestic stocks vs. foreign stocks; large cap stocks vs. small cap stocks; corporate bonds vs. government securities) for most client portfolios.

### **Limited Investment Advisory Services**

Clients who do not desire extensive investment advisory services can secure such services on a consulting basis. In this case, Narwhal provides independent advice in regard to the overall portfolio, adherence to the client's investment policy, and the money manager(s) performing the actual management of the portfolio. Narwhal will not provide advice regarding any specific security in the portfolio. Fees for this type of service can be billed as a percentage of the assets under management or a fixed flat fee.

### **Financial Planning**

Narwhal offers financial planning services, which may include a review of all aspects of a client's current financial situation, including the following components: cash management, risk management, insurance, education funding, goal setting, retirement

planning, estate and charitable giving planning, tax planning, and capital needs planning. Narwhal meets with the client to review risk tolerance, financial goals and objectives, and time horizons. Additional meetings may include a review of additional financial information; sources of income, assets owned, existing insurance, liabilities, wills, trusts, business agreements, tax returns, investments, and personal and family obligations.

Financial planning services may be comprehensive, or may focus on certain components. Clients understand that when Narwhal is engaged to address only certain components, the client's overall financial and investment issues may not be taken into consideration. Narwhal generally does not charge a separate fee for financial planning services.

### **Private Fund Investments**

Narwhal acts as Manager to The Sailfish Fund, LLC, (The Sailfish Fund or the Fund) a private investment fund in which certain clients invest. The Sailfish Fund invests in a variety of asset classes, including, but not limited to, stocks, bonds, and cash using a balanced approach.

Additional information, including fees and specific procedures and restrictions for withdrawals from, and terminations of a position in the Fund are described in the Fund's Private Placement Memorandum.

### **Tailored Relationships**

Narwhal tailors investment advisory services to the individual needs of the client. Narwhal's clients are allowed to impose restrictions on the investments in their account. The goals and objectives for each client are documented in our client relationship management system. Investment policy statements are created that reflect the stated goals and objective. Narwhal may accept any reasonable limitation or restriction to discretionary authority on the account placed by the client. All limitations and restrictions placed on accounts must be presented to Narwhal in writing.

### **Wrap Fee Programs**

Narwhal does not participate in a Wrap Fee Program.

### **Client Assets**

As of December 31, 2010, Narwhal managed approximately \$355,800,000 in assets. Approximately \$326,100,000 is managed on a discretionary basis, and \$29,700,000 is managed on a non-discretionary basis.

## Item 5: Fees and Compensation

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### Compensation

Narwhal bases its fees on a percentage of assets under management, and fixed fees. Narwhal's fee schedules are described below.

### Investment Advisory Services

Fees for investment advisory services are billed as a percentage of assets under management according to the schedule below:

<u>Assets under Management</u>	<u>Annual Fee (%)</u>
\$1,000,000 - \$5,000,000	1.25
\$5,000,000 - \$10,000,000	1.10
Over \$10,000,000	0.90

Advisory fees will be due and payable quarterly in arrears. Fees are calculated based upon the average market value for the preceding three months. Upon termination of a client account, the fee will be billed through the last date the portfolio is advised.

### Limited Investment Advisory Services

Fees for limited advisory services are typically a percentage of the assets under management or a fixed flat fee, as negotiated between Narwhal and the client.

### Financial Planning

Narwhal generally does not charge a separate fee for financial planning services.

### Private Fund Investments

As disclosed in Item 4, Narwhal acts as Manager to The Sailfish Fund. Narwhal earns a 0.50% annual management fee and may earn an annual 20% performance fee for investments in The Sailfish Fund. Narwhal does not charge an additional investment advisory fee for investments in the Sailfish Fund.

Narwhal may have a conflict of interest in recommending the Fund to clients as it has the opportunity to earn a performance fee that it may not earn on a separate account.

### Calculation and Payment

The specific manner in which fees are charged by Narwhal is established in a client's written agreement with Narwhal. Narwhal will generally calculate fees in arrears on a quarterly basis. Clients may also elect to be invoiced directly for fees or to authorize Narwhal to directly debit fees from client accounts.

Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

## **Agreement Terms**

A client agreement may be canceled at any time upon 30 days notice by either party, for any reason upon written notice. If the client made an advance payment, Narwhal will refund any unearned portion of the advance payment.

Neither Narwhal nor any of its supervised persons (employees) accept compensation for the sale of securities or other investment products.

## **General Information on Compensation and Other Fees**

In certain circumstances, fees, account minimums and payment terms are negotiable depending on client's unique situation – such as the size of the aggregate related party portfolio size, family holdings, low cost basis securities, or certain passively advised investments and pre-existing relationships with clients. Certain clients may pay more or less than others depending on the amount of assets, type of portfolio, or the time involved, the degree of responsibility assumed, complexity of the engagement, special skills needed to solve problems, the application of experience and knowledge of the client's situation. Lower fees for comparable services may be available from other sources.

Related portfolios may be linked for purposes of fee calculation if all parties agree; meaning certain portfolios, approved by Narwhal, may be grouped for fee calculations.

Narwhal's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, 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.

Such charges, fees and commissions are exclusive of and in addition to Narwhal's fee, and Narwhal shall not receive any portion of these commissions, fees, and costs.

All fees paid to Narwhal for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees will generally include an advisory fee, other fund expenses and a possible distribution fee. Mutual funds purchased by Narwhal for a client portfolio will be executed at NAV. A client could invest in a mutual fund or sub-account directly, without the services of Narwhal. In that case, the client would not receive the services provided by Narwhal which are designed, among other things, to assist the client in determining which mutual funds or sub-accounts are most appropriate to each client's financial condition and objectives. Accordingly, the client should review the prospectus of a mutual fund regarding fees charged by the funds in conjunction with fees charged by Narwhal to fully understand the total amount of fees to be paid by the client, and to thereby evaluate the advisory services being provided.

Clients should note that similar advisory services may (or may not) be available from other registered investment advisers for similar or lower fees.

## **Item 6: Performance-Based Fees and Side-by-Side Management**

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As disclosed in Item 5, certain investors in The Sailfish Fund, LLC, may be charged a performance fee. Narwhal will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisors Act of 1940 (The Advisors Act) in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, Narwhal shall include realized and unrealized capital gains and losses.

Performance based fee arrangements may create an incentive for Narwhal to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. Narwhal has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

## Item 7: Types of Clients

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### **Types of Clients**

As described in Item 4, Narwhal's clients include individuals, corporations and trusts.

### **Account Minimums**

Narwhal requires a minimum portfolio of \$1,000,000 for investment advisory services, although this may be negotiable under certain circumstances. Waivers or exceptions from the minimum portfolio requirement may be granted at the exclusive discretion of Narwhal. Narwhal may group certain related client accounts for the purposes of achieving the minimum account size.

The Sailfish Fund, LLC requires a minimum initial investment of \$100,000.

## **Item 8: Methods of Analysis, Investment Strategies and Risk of Loss**

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### **Methods of Analysis**

Narwhal may employ the following security analysis methods: Charting; fundamental analysis; technical analysis; and cyclical analysis.

Narwhal uses the following main sources of information include financial newspapers and magazines, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission (SEC), and company press releases.

Other sources of information that Narwhal may use include information from investment managers, financial service companies, data base companies, financial journals, and government sources, Morningstar Principia mutual fund information, Morningstar Principia stock information, Advisor Intelligence, and the Internet.

### **Investment Strategies**

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Policy Statement that documents their objectives and their desired investment strategy.

Other strategies may include long-term purchases, short-term purchases, trading, short sales, margin transactions, and option writing (including covered options, uncovered options or spreading strategies).

### **Risk of Loss**

Investing in securities involves risk of loss that clients should be prepared to bear. All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.

- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Narwhal may also provide investment advice on investments such as limited partnerships and private placement partnerships..

Narwhal reserves the right to advise clients on any other type of investment that it deems appropriate based on the client's stated goals and objectives. Narwhal may also provide advice on any type of investment held in a client's portfolio at the inception of the advisory relationship or on any investment on which the client requests advice.

### **Initial Public Offerings**

Narwhal typically does not participate on behalf of its clients in initial public offerings.

## Item 9: Disciplinary Information

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### Legal and Disciplinary

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Narwhal or the integrity of Narwhal's management. Narwhal has no information to disclose applicable to this Item.

## **Item 10: Other Financial Industry Activities and Affiliations**

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### **Financial Industry Activities – Broker-Dealer**

Narwhal is not registered as a broker-dealer, and none of its management persons are registered representatives of a broker-dealer.

### **Financial Industry Activities – Futures and Commodities**

Neither Narwhal nor any of its management persons is registered as (or associated with) a futures commissions merchant, commodity pool operator, or a commodity trading advisor.

### **Private Fund**

As disclosed in Items 4 and 5, certain clients may invest in The Sailfish Fund, LLC, a private fund for which Narwhal acts as a Manager.

### **Other Investment Advisors**

Narwhal does not recommend or select other investment advisors for its clients.

## **Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

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### **Code of Ethics**

Narwhal employees must comply with a Code of Ethics and Statement for Insider Trading. The Code describes the Firm's high standard of business conduct, and fiduciary duty to its clients. The Code's key provisions include:

- Statement of General Principles
- Policy on and reporting of Personal Securities Transactions
- A prohibition on Insider Trading
- Restrictions on the acceptance of significant gifts
- Procedures to detect and deter misconduct and violations
- Requirement to maintain confidentiality of client information

Matthew Burton, President and Chief Compliance Officer, reviews all employee trades each quarter. His trades are reviewed by MacArther Plumart, Executive Vice President. These reviews ensure that personal trading does not affect the markets, and that clients of Narwhal receive preferential treatment. Since most employee trades are small mutual fund trades or exchange-traded fund trades, the trades do not affect the securities markets.

Narwhal's employees must acknowledge the terms of the Code of Ethics at least annually. Any individual not in compliance with the Code of Ethics may be subject to termination.

Clients and prospective clients can obtain a copy of Narwhal's Code of Ethics by contacting Matthew Burton at 770.344.0172.

### **Participation or Interest in Client Transactions – Principal/Agency Cross**

It is Narwhal's policy that the Firm will not affect any principal or agency cross securities transactions for client accounts. Narwhal will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

### **Participation or Interest in Client Transactions – Private Funds**

Neither Narwhal nor its employees recommend to clients or buy or sell for client accounts, securities in which they have a material financial interest except as disclosed in Item 10, for The Sailfish Fund, LLC, where Narwhal acts as Manager.

### **Participation or Interest in Client Transactions – Personal Securities Transactions**

Narwhal and its employees may buy or sell securities identical to those recommended to clients for their personal accounts. The Code of Ethics, described above, is designed to assure that the personal securities transactions, activities and interests of the employees of Narwhal will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities, primarily mutual funds, have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of Narwhal's clients. In addition, the Code requires pre-clearance of many transactions. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and designed to reasonably prevent conflicts of interest between Narwhal and its clients.

### **Participation or Interest in Client Transactions – Aggregation**

Narwhal and its employees may trade in the same securities with client accounts on an aggregated basis when consistent with Narwhal's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. Narwhal will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

## **Item 12: Brokerage Practices**

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### **Research and Other Soft Dollar Benefits**

Narwhal does not receive formal soft dollar benefits other than execution from broker/dealers in connection with client securities transactions. See disclosure below in “Directed Brokerage – Other Economic Benefits”.

### **Brokerage for Client Referrals**

Narwhal does not receive client referrals from broker/dealers.

### **Directed Brokerage**

If the client requests Narwhal to arrange for the execution of securities brokerage transactions for the client’s account, Narwhal shall direct such transactions through broker-dealers that Narwhal reasonably believes will provide best execution. Narwhal shall periodically and systematically review its policies and procedures regarding recommending broker-dealers to its client in light of its duty to obtain best execution.

### **Client Directed Brokerage**

Where a client directs Narwhal to effect all transactions for the client's portfolio through a Specified Broker, Narwhal does not negotiate brokerage commissions with respect to transactions executed by the Specified Broker for the client's portfolio. Rather, the client and the Specified Broker agree on the commission rate that the Specified Broker will charge for transactions effected for the amount. As a result, and depending upon (a) the client's arrangement with the Specified Broker, (b) such factors as the number of securities, instruments or obligations being bought or sold for the client, whether round or odd lots are being acquired for the client and the market for the security, instrument or obligation, and (c) the fact that the client will be foregoing any benefit from savings on execution costs that Narwhal could obtain for its clients through negotiating volume commission discounts on batched transactions, the client may pay higher commissions than those paid by Narwhal's clients who have not directed Narwhal to execute transactions through a Specified Broker.

In addition, the client may not receive the lowest available price with respect to certain transactions effected for the client's portfolio. In its investment advisory agreements with clients who have directed Narwhal to execute transactions through a Specified Broker, Narwhal generally requires the client to acknowledge the potential for such conflicts of interest. With full disclosure, Narwhal believes that no conflict of interest that is detrimental to the client will result, since through full disclosure, the clients will have the opportunity to determine what is in their best interests.

### **Aggregated Trades**

At the sole discretion of Narwhal, aggregate purchases or sales of the same security, instrument or obligation may be transacted on the same day for multiple accounts of one or more of Narwhal’s clients. Narwhal does not block trade equity securities.

Narwhal routinely block trades fixed income securities. A pre-written allocation is prepared detailing which client will receive shares from the block trade. Employee trades, whether equity or fixed income, always occurs after trading for clients. Although such aggregations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they will be effected only when Narwhal believes that to do so will be in the best interest of the affected accounts. When transactions are so aggregated the actual prices applicable to the aggregation transaction will be deemed to have purchased or sold its share of the security, instrument or obligation at the average price. If a partial execution is attained at the end of the trading day, Narwhal will generally allocate shares on a pro rata basis, but may fill small orders entirely before applying the pro rata allocation.

## Item 13: Review of Accounts

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### Reviews

Portfolios are generally monitored on a quarterly basis; however reviews could also occur at the time of new deposits, material changes in client's financial information, or changes in economic cycles. Informal reviews with clients are performed quarterly and include client portfolio structure, strategies, adherence to client investment policy and guidelines and benchmarks. More frequent informal reviews occur on an ongoing basis and include market conditions, portfolio holdings and transactions, cash flows and performance.

Reviews are performed under the direction of Matthew Burton, President. Narwhal encourages frequent client contact and to updates to the client's financial status to ensure that investment strategies continue to meet the client's changing needs.

### Review Triggers

Other conditions that may trigger a review are changes in market, political or economic conditions, tax laws, new investment information, and changes in a client's own situation.

### Reporting

Clients receive a quarterly market commentary from Narwhal, as well as quarterly broker/custodian reports, which may include individual holdings, cost basis information, deposits and withdrawals, accrued income, dividends, and performance.

## **Item 14: Client Referrals and Other Compensation**

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### **Other Compensation**

Narwhal does not receive any formal economic benefits (other than normal compensation) from any firm or individual for providing investment advice.

### **Other Compensation – Brokerage Arrangements**

See disclosure in Item 12 regarding compensation, including economic benefits received in connection with giving advice to clients.

### **Compensation – Client Referrals**

Narwhal does not make or accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

## Item 15: Custody

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### **Custody – Fee Debiting**

Clients may authorize Narwhal (in the client agreement) to debit fees directly from the client's account at the broker dealer, bank or other qualified custodian (custodian). Client investment assets will be held with a custodian agreed upon by the client and Narwhal. The custodian is advised in writing of the limitation of Narwhal's access to the account. The custodian sends a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of advisory fees paid directly to Narwhal.

While Narwhal will assist clients in establishing and maintaining accounts at the custodian, Narwhal shall have no responsibility or liability with respect to custodial arrangements or the acts, omissions or other conduct of the custodian.

### **Custody – Pooled Investment Vehicles**

As disclosed in Item 10, Narwhal is the Manager and sole investment advisor to The Sailfish Fund, LLC (the Fund). Narwhal has full discretionary investment authority over the Fund's assets. Narwhal has custody of the investment assets of the Fund by reason of legal ownership or access to such assets. The Fund receives an annual audit and the audited financial statements are sent to investors within 120 days of the Fund's fiscal year end.

### **Custody – Account Statements**

As described above and in Item 13, clients receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Clients are urged to carefully review such statements and compare such official custodial records to the account statements or other reports that Narwhal provides. Narwhal statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

## **Item 16: Investment Discretion**

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### **Discretionary Authority for Trading and Limited Power of Attorney**

Through the investment management agreement, Narwhal may accept limited power of attorney to act on a discretionary basis on behalf of clients. A limited power of attorney allows Narwhal to execute trades on behalf of clients.

When such limited powers exist between the Narwhal and the client, Narwhal has the authority to determine, without obtaining specific client consent, both the amount and type of securities to be bought to satisfy client account objectives. Additionally, Narwhal may accept any reasonable limitation or restriction to such authority on the account placed by the client. All limitations and restrictions placed on accounts must be presented to Narwhal in writing.

However, Narwhal consults with the client prior to each trade to obtain concurrence if a blanket trading authorization has not been given.

## Item 17: Voting Client Securities

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### Proxy Voting

Narwhal does not have any authority to and does not vote proxies on behalf of clients. Narwhal also does not render advice to or take any actions on behalf of clients with respect to any legal proceedings, including bankruptcies and shareholder litigation. Clients retain the responsibility for receiving and voting proxies and any legal proceedings for securities maintained in their portfolios; clients receive these corporate actions from directly from either custodians or transfer agents.

If requested, Narwhal may provide advice to clients regarding proxy votes and legal proceedings. If any conflict of interest exists, it will be disclosed to the client. Clients may contact Matthew Burton at 770.344.0172 for information about proxy voting.

## Item 18: Financial Information

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### Financial Condition

Narwhal has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Narwhal is not required to provide a balance sheet; Narwhal does not require prepayment of fees of more than \$1,200 per client, and six months or more in advance.

## Other Information

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### **Privacy**

Narwhal is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us.

The categories of nonpublic information that we collect from you may include information about your personal finances, information about your health to the extent that it is needed for the financial planning process, information about transactions between you and third parties, and information from consumer reporting agencies, e.g., credit reports. We use this information to help you meet your personal financial goals.

With your permission, we disclose limited information to attorneys, accountants, and mortgage lenders with whom you have established a relationship. You may opt out from our sharing information with these nonaffiliated third parties by notifying us at any time by telephone, mail, fax, email, or in person. With your permission, we share a limited amount of information about you with your brokerage firm in order to execute securities transactions on your behalf.

We do not provide your personal information to mailing list vendors or solicitors. We require strict confidentiality in our agreements with unaffiliated third parties that require access to your personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our Company records and your personal records as permitted by law.

Personally identifiable information about you will be maintained while you are a client, and for the required period thereafter that records are required to be maintained by federal and state securities laws. After that time, information may be destroyed.

We will notify you in advance if our privacy policy is expected to change. We are required by law to deliver our Privacy Notice to you annually, in writing.

### **Business Continuity Plan**

Narwhal has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people. The Business Continuity Plan covers natural and man-made disasters. Electronic files are backed up daily and archived offsite.

Alternate offices are identified to support ongoing operations in the event the main office is unavailable. Narwhal's intention is to contact all clients within five days of a disaster that dictates moving our office to an alternate location.

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**Narwhal Capital Management, LLC**  
Form ADV Part 2B  
Investment Adviser Brochure Supplement

**Supervisor: Matthew Burton**

**Supervisor of:**  
MacArther Plumart  
John Holt

April 2011

This brochure supplement provides information about the Firm's Supervised Persons that supplements the Narwhal Capital Management, LLC's brochure. You should have received a copy of that brochure. Please contact Matthew Burton, President and Chief Compliance Officer, if you did not receive Narwhal Capital Management, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about the Firm's Supervised Persons is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

531 Roselane Street NW, Suite 420  
Marietta, GA 30060  
770.344.0172  
[mburton@narwhalcapital.com](mailto:mburton@narwhalcapital.com)  
[www.narwhalcapital.com](http://www.narwhalcapital.com)

## Educational Background and Business Experience

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### Education and Business Background

Narwhal requires a college degree and/or extensive experience in providing advisory services as a minimum standard for professionals. Investment adviser representatives must be properly licensed and registered where required.

### Professional Certifications

Narwhal's supervised persons maintain professional designations, which required the following minimum requirements:

#### **CFA - Chartered Financial Analyst**

**Issued by:** CFA Institute

**Prerequisites/Experience Required:** Candidate must meet one of the following requirements:

- Undergraduate degree and 4 years of professional experience involving investment decision-making, or
- 4 years qualified work experience (full time, but not necessarily investment related)

**Educational Requirements:** Self-study program (250 hours of study for each of the 3 levels)

**Examination Type:** 3 course exams

**Continuing Education/Experience Requirements:** None

### Supervised Persons

***Matthew D. Burton***

***Born 1967***

#### **Business Background:**

Narwhal Capital Management, LLC  
President / Chief Compliance Officer / Portfolio Manager

2005 – Present

Matsco Incorporated  
Portfolio Manager

1993 – 2005

#### **Professional Designations and Licenses:**

CFA Charterholder

**Education:**

BS Business Administration  
MBA

Samford University  
Georgia State University

***MacArther R. Plumart***

***Born 1972***

**Business Background:**

Narwhal Capital Management, LLC  
Executive Vice President / Portfolio Manager

2005 – Present

Merrill, Lynch, Pierce, Fenner & Smith, Inc.  
Registered Representative

1998 – 2005

**Professional Designations and Licenses:**

CFA Charterholder  
FINRA Series 7, 66 and 31 (Examinations passed, licenses not currently carried with a Broker/Dealer)

**Education:**

BS Business Administration

Bowling Green State  
University

***John Holt***

***Born 1985***

**Business Background:**

Narwhal Capital Management, LLC  
Assistant Compliance Officer

2010 – Present

University of West Georgia  
Student

2004 – 2009

**Education:**

BA Accounting  
BA Finance  
Masters in Public Accounting

University of West Georgia

## **Disciplinary Information**

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### **Disciplinary Information**

Neither Narwhal nor any Supervised Persons have been involved in any activities resulting in a disciplinary disclosure.

## Other Business Activities

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### Other Business Activities

Disclosure on Outside Business Activities is provided in Form ADV Part 2A Item 10 – Other Financial Industry Activities and Affiliations above. These Outside Business Activities do not create a material conflict of interest with clients.

As disclosed in Form ADV Part 2A Item 5 – Fees and Compensation, neither Narwhal nor any Supervised Persons receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Matthew Burton is the Chairman of The Invisible Hand, a non-profit foundation. Matthew Burton spends less than 5% of his time on this activity.

## **Additional Compensation**

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No Supervised Person receives any economic benefit outside of regular salaries or bonuses related to amount of sales, client referrals or new accounts.

## Supervision

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### Supervision

Matthew Burton, President, supervises all persons named in this Form ADV Part 2B Investment Adviser Brochure Supplement. Matthew Burton supervises these persons by holding regular staff, investment and other ad hoc meetings. In addition, Matthew Burton regularly reviews client reports, emails, and trading, as well as employees' personal securities transaction and holdings reports. Matthew Burton may be reached at 770.344.0172.