



# Sandhill Investment Management

CRD# 129800 SEC File #801-63194

360 Delaware Avenue, Suite 402  
Buffalo, New York 14202  
(716) 852-0279  
[www.sandhill-im.com](http://www.sandhill-im.com)

## Form ADV, Part 2A – Brochure

Item 1 – Cover Page

May 5, 2011

This Brochure provides information about the qualifications and business practices of Sandhill Investment Management (“Sandhill”, “firm”, or “Advisor”). If you have any questions about the contents of this Brochure, please contact us at (716) 852-0279 x307 or [kmarshall@sandhill-im.com](mailto:kmarshall@sandhill-im.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.

Sandhill Investment Management is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Sandhill Investment Management is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated March 21, 2011 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 the 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.

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 Kelly Marshall, Chief Operating/Compliance Officer at (716) 852-0279 x307 or [kmarshall@sandhill-im.com](mailto:kmarshall@sandhill-im.com). Our Brochure is also available on our web site [www.sandhill-im.com](http://www.sandhill-im.com) also free of charge.

Additional information about Sandhill 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 Sandhill who are registered, or are required to be registered, as investment adviser representatives of the firm.

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#### Item 4 – Advisory Business

Sandhill Investment Management is an investment advisory firm established in 2002, in Buffalo, New York. Sandhill is registered with the Securities and Exchange Commission.

Edwin M. Johnston III is the firm's principal owner. Principal owners are any individuals and/or entities controlling 25% or more of the ownership of the firm.

Sandhill Investment Management provides asset management services to its clients. The program will include the following:

- a. Investor Profile - The firm consults with the client to obtain detailed financial information and other pertinent data. After conversations with the client, the firm determines the appropriate investment guidelines, risk tolerance and other factors that will assist in ascertaining the investments to be made that are suitable for the account(s). An asset allocation model is chosen for the client.
- b. Portfolio Management Selection - Based on the client's asset allocation, the firm provides asset management of the client's capital. The firm diversifies and manages the client's portfolio. Although accounts may own many of the same securities, the firm manages the accounts on an individualized basis. Further restrictions and guidelines imposed by clients may affect the composition and performance of individual portfolios. As such, investment portfolios with the same asset allocation and investment objective may differ. Investment guidelines and restrictions must be provided to Sandhill in writing.
- c. Performance Evaluation and Monitoring Services - The custodian of the account will provide monthly and/or quarterly statements. The firm also will maintain account performance with Axys (performance accounting software from Advent) and may discuss account performance with the client from time to time.
- d. Discretionary Authority - The client will grant the firm discretionary authority to buy and sell securities.

Note: The firm will occasionally accept a non-discretionary account at the client's request. These accounts are accepted as a customer courtesy and on an exception basis. Non-discretionary accounts are not actively managed; therefore, these accounts are not charged a management fee.

As of May 5, 2011, the Company was managing the following:

	<u>Number of Accounts</u>	<u>Assets under Management</u>
Discretionary Accounts	377	\$200,684,186
Non-discretionary Accounts	44	\$1,381,119

## **Item 5 – Fees and Compensation**

Sandhill offers investment advisory services for a percentage of assets under management. The fee for managed (discretionary) accounts is 1.00% of assets under management. In certain instances, the fee may be negotiable. The fee is payable in advance on a quarterly basis. The valuation of the account(s) will be based on the closing prices of the securities held in the portfolio(s) on the last day of the month prior to the quarterly billings. For account(s) that are opened in the middle of any billing cycle, an invoice for the "stub" period will be submitted to the client's custodian. Either party may terminate the advisory agreement at any time. The client may terminate this agreement within five business days of its signing without penalty and a full refund will be provided. Thereafter, the client or the firm may terminate this agreement by notifying the other in writing and termination will become effective after 30 days of receipt of the notice. Fees paid in advance hereunder will be prorated to the date of termination specified in the notice of termination, and any unearned portion thereof will be refunded to the client. However, termination will not affect either the client's or the firm's responsibilities under this agreement for previously initiated transactions or for balances due in the account upon termination. Upon termination, the firm will have no further obligation to act or advise with respect to any account.

The client may grant the firm the authority to receive quarterly payments directly from the client's account held by an independent custodian. Accordingly, the client will provide, in writing, limited authorization to withdraw the contractually agreed upon fees from the account. The custodian of the account is advised in writing of the limitation on the firm's access to the account. The custodian will also send to the client a statement, at least quarterly, indicating all the amounts disbursed from the account including the amount of advisory fees paid directly to the firm.

Sandhill'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. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Sandhill's fee, and Sandhill shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that the firm considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

## **Item 6 – Performance-Based Fees and Side-By-Side Management**

Sandhill does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

## **Item 7 – Types of Clients**

Sandhill provides portfolio management services to individuals, corporations or other business entities, pension and profit-sharing plans, trusts, estates, charitable institutions, foundations, and endowments.

Sandhill requires a minimum balance of \$150,000 to open an account although some accounts of lesser size may be accepted.

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

The investment process at the firm is marked by fundamental research and discipline. The firm begins its due diligence process by looking for businesses that have superior operating models. The superior operating models create businesses that have structural economic advantage. Structural economic advantage will create businesses that have superior margin and free cash flow relative to other companies in the same industry. The higher free cash flow margin will give the company more capital to reinvest to grow its business.

Structural economic advantage comes from product superiority, quality superiority, process manufacturing that cannot be replicated, breadth and scale of distribution systems, cost of production advantage, supply constraints, brand awareness, intellectual capital and patents, and management talent. These operating characteristics lead to pricing power and/or superior margin relative to competitors.

When going through the due diligence process, the firm takes a lot of time to understand business that we might purchase. The firm believes that it is important know what you own. The firm is very particular about the businesses that it will purchase for clients.

The research process is broken into seven steps:

### Information gathering and consumption

The firm reads 10-Ks and 10-Qs. The firm reads the quarterly earnings release. The firm's favorite piece of research material is the quarterly earnings call transcripts read a few days after the call. They are very revealing. The firm reads street research and related articles. The firm takes time to learn and understand the operating model of the company.

The firm then talks to the company's management. We believe that any company (to a degree) is a reflection of its CEO.

### Due diligence

With an established working knowledge of the company, the firm tears apart and tries to understand the company's operating model. Is this a good business? What is the quality of the products? Is the company a low cost, high quality manufacturer? What are the company's distribution capabilities? Can the company scale further? Are the end markets large enough so that the company can grow well into the future?

### Assessing operating risk

With a good understanding of the company's operating model, the firm then tries to understand the operating risk associated with the company's operating model. What is the competition? Does the company have pricing power? Will the company be able to maintain and protect its gross and operating margins? Are the company's products subject to commoditization in the future? How talented is management? Does the company control the distribution of its products? What is the geographic reach of the company's distribution system?

After asking and answering these and other questions, we begin to define the operating risk of the company. As we move through the due diligence process, it is important to understand the operating risk that we are exposed to as owners of the company.

### The thesis for success

After going through the first three steps, the covering analyst must then make the thesis for success to the investment committee before purchase of the equity. The covering analyst must then define how and why the company will increase revenue, margin, and profit over time.

The covering analyst will only be able to make a persuasive thesis for success to the rest of the committee if he has thoroughly completed the first three steps of the process.

### Financial characteristics

The firm will only buy companies that have the following financial profiles:

- Strong free cash flow
- Conservative balance sheets.
- High return on invested capital.
- Healthy operating margins
- Significant recurring revenue

The firm finds that investing in companies with these financial characteristics reduces risk.

### Valuation

Valuation is the final step in the investment process. Valuation does not drive purchase of a company; it is merely a condition of purchase. The decision to buy a company has already been made by the time the firm gets to the valuation process. The valuation process simply defines what price we are willing to pay.

The firm adheres to four strict valuation metrics to ensure that we are buying portfolio companies at an attractive price:

- Enterprise value divided by free cash flow
- Return on invested capital
- Net present value of free cash flows

### The Cycle

After completing the due diligence and checking that the equity can be purchased and an attractive valuation, Sandhill gives final consideration to the investment in the context of the macroeconomic picture and where the industry the company participates are in the cycle. As a general rule, Sandhill likes to invest capital when cycles are bottoming or in the first half of their upward trend.

### Conclusion

Sandhill focuses on purchasing equity in companies that have high quality, difficult to replicate assets that generate strong free cash flows and high returns on invested capital.

Sandhill may use multiple types of securities in managing client accounts, provided that such securities are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations. The following types of securities may be included in our client's accounts: equity securities (exchange-listed securities, securities trades over-the-counter, and foreign issues), corporate debt securities, commercial paper, certificates of deposit, municipal securities, mutual fund shares, United States government securities, and/or options contracts on securities.

Investing in securities involves risk of loss that clients should be prepared to bear. Such risks include market risk, interest rate risk, and currency risk among others. In addition, frequent trading of securities can affect investment performance particularly through increased brokerage and other transactions. Risk cannot be eliminated from the investment process but at Sandhill we never lose sight of protecting our client's capital. A few examples of how we work to mitigate investment risks include the purchase of high quality assets with ongoing monitoring, strict buy limits (not overpaying for a security), and asset allocation. Sandhill is a long-term investor. We purchase securities with the intention of holding them in a client's account for a year or longer. At times, we will need to sell a security within a year of purchase when appropriate (ex. valuation becomes extreme, quality of the company changes).

### **Item 9 – Disciplinary Information**

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

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

Elizabeth Greno is a representative of the firm and also a representative of a non-affiliated broker/dealer. Her relationship with the broker/dealer does not cause a conflict of interest with Sandhill clients. Larry Stolzenburg and Kelly Marshall periodically perform accounting services independent of Sandhill. These accounting services are not material and do not create a conflict of interest with Sandhill clients.

### **Item 11 – Code of Ethics**

Sandhill has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition of insider trading, restrictions on the acceptance of significant gifts, personal securities trading procedures, compliance with Federal Securities laws, and reporting of code violations, among other things. All supervised persons at Sandhill must acknowledge the terms of the Code of Ethics annually, or as amended.

The firm, related persons or related entities may buy or sell investment securities recommended to the firm's clients. No related persons may buy a security that is under consideration for purchase or sale. Records will be maintained of all securities bought or sold by the firm, related persons, or related entities. Such records will be available for inspection upon request.

If the security is put on the buy list, it is generally bought in a "block" transaction through an institutional trading desk for all clients that meet suitability requirements and have available cash. Included in that block may be orders for members of the firm. Members must have a signed advisory agreement and be a client of the firm to be included in the block transaction. All blocks are average priced and members of the firm who are clients pay the same ticket charges so that there is no execution or cost advantage for members who have client accounts with the firm.

After the security is put on the buy list and purchased for the firm's clients, the security remains on the restricted list for three days (this includes the day it was put on the list). After that time, related persons and entities who are not clients of the firm may buy the security. If a security is under consideration for

sale, the same rules apply with the exception that related persons and entities who are not clients of the firm may sell the security before the three day restriction period expires only if ALL clients of the firm have sold the security.

The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of the firm 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 have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of the firm's clients. In addition, the Code requires pre-clearance of some transactions, and restricts trading in close proximity to client trading activity as noted above. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between the firm and its clients.

To request a copy of the Company's Code of Ethics contact Kelly Marshall at (716) 852-0279 x307 or in writing at 360 Delaware Avenue, Suite 402, Buffalo, NY 14202.

It is Sandhill's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. The firm 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.

## **Item 12 – Brokerage Practices**

For discretionary accounts, the firm has authority to determine the type and amount of securities to be bought and sold, the broker-dealer to be used and the commission rates to be paid without obtaining specific client consent. This authority shall be established upon execution by the client of the power of attorney outlined in the advisory agreement.

Although the firm maintains discretion on these accounts, the firm must adhere to the client's investment objectives including any investment restrictions and/or asset allocation guidelines.

The firm's clients are free to choose their custodians and firms that will effect transactions for their advisory accounts. However, the firm may recommend certain broker-dealers. The value of products, research and services of any recommended firm will be taken into consideration in making the recommendation.

Advisor participates in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade") member FINRA/SIPC/NFA. TD Ameritrade is an independent [and unaffiliated] SEC-registered broker-dealer. TD Ameritrade offers to independent investment Advisors services which include custody of securities, trade execution, clearance and

settlement of transactions. Advisor receives some benefits from TD Ameritrade through its participation in the program. (Please see the disclosure under Item 14 below.)

Clients are under no obligation to purchase or sell securities through TD Ameritrade Institutional. However, if they choose to do so, commissions may be earned by TD Ameritrade Institutional which may be higher or lower than commission rates found at other broker-dealers.

The firm does not warrant or represent that commissions for transactions implemented through TD Ameritrade Institutional will be lower than commissions available if clients use another brokerage firm. However, the firm believes that the overall level of service and support provided to its clients by TD Ameritrade Institutional outweigh the potentially lower transaction cost available from other broker-dealers.

Certain brokerage transactions may be directed to multiple broker dealers and our clients will receive slightly different execution prices on these transactions. It is always the firm's intent to provide best execution for our clients.

Where the use of specific brokers is requested by a client, the client will be required to make such appointment on a form which will become an attachment to the investment advisory agreement. Adviser may not be authorized under those circumstances to negotiate commissions and may not be able to obtain volume discounts or best execution. A disparity in commission charges may exist between the commissions charged to clients who direct Adviser to use a particular broker-dealer and other clients who do not direct Adviser to use a particular broker-dealer.

The aggregation or blocking of client transactions allows an adviser to execute transactions in a more timely, equitable, and efficient manner. It is the policy of the firm to aggregate client transactions where possible. Sandhill prohibits any allocation of trades in a manner that the firm's proprietary accounts, affiliated accounts, or any particular clients receive more favorable treatment than other client accounts. Clients that meet suitability requirements and have available cash should be included in the block. If the trader is unable to fill the entire block order then the partially filled block will be allocated in a manner in which no client or group of clients receive a more favorable treatment than other client account. (e.g., a partial purchase would be allocated to the accounts with the most available cash or pro-rata).

### **Item 13 – Review of Accounts**

Accounts are managed and reviewed by Edwin M. Johnston III, Managing Partner, Larry S. Stolzenburg, Partner, and Matthew J. Wiens, Partner. Clients instruct reviewers to adhere to asset allocation guidelines and to purchase equities and fixed income that are appropriate for the account. The committee will perform ongoing reviews as they receive information, which contains one of the following elements:

- a. Information which would affect the holdings;
- b. when additional funds for investment are received;
- c. when new investment opportunities arise; and
- d. when funds are withdrawn.

Daily reviews of all prior day transactions are performed by Kelly Marshall. Edwin M. Johnston III will perform the review in Ms. Marshall's absence. The reviewer is responsible for reviewing all of the trades from the previous day.

The firm will periodically review account objectives, asset allocation, account holdings, and performance, among other things, with a client. On occasion, a written report will be prepared to accompany the account review.

All clients will receive a confirmation of every trade and quarterly statements which outline the clients' current position, security cost basis, and current market value. Clients will receive monthly account statements only if a qualifying activity occurs. The custodian will be responsible for sending periodic statements to the client. At a minimum, statements will be sent quarterly. The custodian will be responsible for sending the client and the firm confirmations of purchase and sale transactions in client's account. Refer to Item 15 for more information regarding custody.

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

The firm may enter into agreements with non-related individuals or organizations who may receive compensation for soliciting clients for the firm. These agreements are governed by Rule 206(4)-3 of the Investment Advisers Act of 1940. All clients procured by solicitors will be given full disclosure describing the terms and fee arrangements between the firm and the solicitor.

As disclosed under Item 12. above, Advisor participates in TD Ameritrade's institutional customer program and Advisor may recommend TD Ameritrade to Clients for custody and brokerage services. There is no direct link between Advisor's participation in the program and the investment advice it gives to its Clients, although Advisor receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Advisor by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by Advisor's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit Advisor but may not benefit its Client accounts. These products or services may assist Advisor in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help Advisor manage and further develop its business enterprise. The benefits received by Advisor or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, Advisor endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Advisor or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Advisor's choice of TD Ameritrade for custody and brokerage services.

Advisor may receive client referrals from TD Ameritrade through its participation in TD Ameritrade AdvisorDirect. In addition to meeting the minimum eligibility criteria for participation in AdvisorDirect, Advisor may have been selected to participate in AdvisorDirect based on the amount and profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade. TD Ameritrade is a discount broker-dealer independent of and unaffiliated with Advisor and there is no employee or agency relationship between them. TD Ameritrade has established AdvisorDirect as a means of referring its brokerage customers and other investors seeking fee-based personal investment management services or financial planning services to independent investment advisors. TD Ameritrade does not supervise Advisor and has no responsibility for Advisor's management of client portfolios or Advisor's other advice or services. Advisor pays TD Ameritrade an on-going fee for each successful client referral. This fee is usually a percentage (not to exceed 25%) of the advisory fee that the client pays to Advisor ("Solicitation Fee"). Advisor will also pay TD Ameritrade the Solicitation Fee on any advisory fees received by Advisor from any of a referred client's family members, including a spouse, child or any other immediate family member who resides with the referred client and hired Advisor on the recommendation of such referred client. Advisor will not charge clients referred through AdvisorDirect any fees or costs higher than its standard fee schedule offered to its clients or otherwise pass Solicitation Fees paid to TD Ameritrade to its clients. For information regarding additional or other fees paid directly or indirectly to TD Ameritrade, please refer to the TD Ameritrade AdvisorDirect Disclosure and acknowledgement Form.

Advisor's participation in AdvisorDirect raises potential conflicts of interest. TD Ameritrade will most likely refer clients through AdvisorDirect to investment advisors that encourage their clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to obtain client referrals from TD Ameritrade, Advisor may have an incentive to recommend to clients that the assets under management by Advisor be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. In addition, Advisor has agreed not to solicit clients referred to it through AdvisorDirect to transfer their accounts from TD Ameritrade or to establish brokerage or custody accounts at other custodians, except when its fiduciary duties require doing so. Advisor's participation in AdvisorDirect does not diminish its duty to seek best execution of trades for client accounts.

Advisor also receives from TD Ameritrade certain additional economic benefits ("Additional Services") that may or may not be offered to any other independent investment Advisors participating in the program. Specifically, the Additional Services include Advent Axys, Thompson Financial, and Thompson Baseline. TD Ameritrade provides the Additional Services to Advisor in its sole discretion and at its own expense, and Advisor does not pay any fees to TD Ameritrade for the Additional Services. Advisor and TD Ameritrade have entered into a separate agreement ("Additional Services Addendum") to govern the terms of the provision of the Additional Services.

Advisor's receipt of Additional Services raises potential conflicts of interest. In providing Additional Services to Advisor, TD Ameritrade most likely considers the amount and profitability to TD Ameritrade of the assets in, and trades placed for, Advisor's Client accounts maintained with TD Ameritrade. TD Ameritrade has the right to terminate the Additional Services Addendum with Advisor, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TD Ameritrade, Advisor may have an incentive to recommend to its Clients that

the assets under management by Advisor be held in custody with TD Ameritrade and to place transactions for Client accounts with TD Ameritrade. Advisor's receipt of Additional Services does not diminish its duty to act in the best interests of its Clients, including to seek best execution of trades for Client accounts.

Additionally, brokerage transactions may be directed to certain broker dealers in return for investment research products and services which assist the firm in its investment decision-making process. These arrangements are often called soft dollar arrangements. Such products and services may include, but are not limited to, research reports, discussions with research analysts and corporate executives, seminars or conferences, financial and economic publications that are not targeted to a wide audience, market research, and market data. The research products and services may include both products and services created by such broker and products and services created by a third party.

These products and services may be used to service all of our client's accounts, not just the accounts that pay for the services. Soft dollar benefits are not proportionally allocated to any accounts that may generate a portion of the soft dollar benefits.

The firm reviews its soft dollar arrangements on at least an annual basis. The firm will make a good faith determination that the amount of commissions allocated to the broker is reasonable in relation to the value of the brokerage and research services provided by the broker. This may create a conflict of interest.

### **Item 15 – Custody**

Sandhill does not accept custody of client funds. The custodian of the account will hold all customer assets. All clients will receive a confirmation of every trade and quarterly statements which outline the clients' current position, security cost basis, and current market value. Clients will receive monthly account statements only if a qualifying activity occurs. The custodian will be responsible for sending periodic statements to the client. At a minimum, statements will be sent quarterly. The custodian will be responsible for sending the client and the firm confirmations of purchase and sale transactions in client's account.

### **Item 16 – Investment Discretion**

Sandhill usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, Sandhill observes the investment policies, limitations and restrictions of the clients for which it advises.

Investment guidelines and restrictions must be provided to Sandhill in writing.

### **Item 17 – Voting Client Securities**

Sandhill only votes proxies on behalf of clients who have specifically requested us to do so and for ERISA accounts unless prohibited by the governing documents of the account. As a matter of policy and

as a fiduciary to our clients, the firm will take responsibility for voting proxies consistent with the best economic interests of the clients. The firm maintains written policies and procedures as to the handling, research, voting and reporting of proxy voting. Our policy and practice includes the responsibility to monitor corporate actions, receive and vote client proxies and disclose any potential conflicts of interest.

### **Item 18 – Financial Information**

Registered investment advisers are required in some cases to provide certain financial information and or disclosures about financial condition. For example, if the firm requires prepayment of fees six months or more in advance, has custody of client funds, or has a condition that is reasonably likely to impair its ability to meet its contractual commitments to its clients, it must provide financial information and make disclosures. The firm has no financial or operational conditions which trigger such additional reporting requirements.



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Edwin M. Johnston III  
Matthew J. Wiens  
Larry S. Stolzenburg, CPA  
Gary M. Stott  
Christopher Kicinski, CPA, CFP®  
Richard W. Ryskalczyk  
Kelly A. Marshall  
Elizabeth A. Greno

### Form ADV, Part 2B – Brochure

Item 1 – Cover Page

August 1, 2011

**This Brochure Supplement provides information about Edwin M. Johnston III, Matthew J. Wiens, Larry S. Stolzenburg, Gary M. Stott, Christopher Kicinski, Richard W. Ryskalczyk, Kelly A. Marshall, and Elizabeth A. Greno that supplements the Sandhill Investment Management Brochure. You should have received a copy of that Brochure. Please contact Kelly Marshall at (716) 852-0279 x307 or [kmarshall@sandhill-im.com](mailto:kmarshall@sandhill-im.com) if you did not receive Sandhill's Brochure or if you have any questions about the contents of this supplement.**

## **Item 2 – Educational Background and Business Experience**

**Edwin M. Johnston III      DOB: 6/30/1960**

### Education Background

Yale University: BA History – 1982  
New Haven, CT

Boston University: MBA Finance - 1991  
Boston, MA

### Employment History

Sandhill Investment Management: 12/2003 - Present  
Managing Partner

O’Keefe Shaw & Co., Inc.: 10/2002 – 02/2004  
President

Harold C. Brown & Co., Inc.: 07/1995 – 10/2002  
Portfolio Manager

**Matthew J. Wiens      DOB: 11/24/1975**

### Education Background

St. Bonaventure University: BBA Finance – 1997  
Olean, NY

### Employment History

Sandhill Investment Management: 12/2003 - Present  
Partner  
Chief Equity Analyst

O’Keefe Shaw & Co., Inc.: 10/2002 – 02/2004  
Research Analyst

Harold C. Brown: 05/2000 – 10/2002  
Research Analyst

M&T Bank: 12/1999 – 05/2000  
FX Sales

M&T Bank: 05/1997 – 12/1999  
Treasury Ops

**Larry S. Stolzenburg, CPA\* DOB: 04/24/1956**

Education Background

Niagara University: BBA Accounting – 1978

Lewiston, NY

Employment History

Sandhill Investment Management: 06/2008 - Present  
Partner

Larry S. Stolzenburg, CPA, P.C.: 01/1983 - Present  
President

**Gary M. Stott DOB: 05/17/1950**

Education Background

Canisius College: BS Accounting – 1972

Buffalo, NY

Employment History

Sandhill Investment Management: 12/2007 - Present  
Partner

GS Consulting: 1/1998 - Present  
President

Supplement HealthCare Services: 4/1994 – 12/1997  
Vice President

Dunhill Staffing: 11/1988 – 5/1994  
President

Wayne S. Mello & Associates: 4/1987 – 11/1988  
Regional Vice President

Robert Half: 11/1979 – 3/1987  
Placement Manager

Sister's Hospital: 10/1975 – 01/1979  
Business Manager

PriceWaterhouseCoopers: 1/1972 – 10/1975  
Senior Accountant

**Christopher Kicinski, CPA \*, CFP®\*\***      **DOB: 12/17/1980**

Education Background

University at Buffalo: BS Accounting and Finance - 2003  
Buffalo, NY

Employment History

Sandhill Investment Management: 8/2011 - Present  
Vice President Sales and Marketing

Lumsden McCormick Financial Services, LLC: 03/2007 - 07/2011  
Financial Advisor

Lumsden McCormick, LLP: 07/2003-07/2011  
Manager

**Richard W. Ryskalczyk**      **DOB: 02/13/1989**

Education Background

Canisius College: BS Economics and Finance - 2010  
Buffalo, NY

Employment History

Sandhill Investment Management: 6/2010 - Present  
Associate Analyst

**Kelly A. Marshall**      **DOB: 06/05/1976**

Education Background

Niagara University: BBA Accounting – 1998  
Lewiston, NY

Employment History

Sandhill Investment Management: 10/2004 - Present  
Partner  
Chief Operating/Compliance Officer

A&G Accounting Services: 6/2004 – 12/2006  
Partner

M&T Mortgage Corporation: 4/2001 – 5/2004  
Supervisor

M&T Bank – Audit Department: 6/1998 – 3/2001  
Supervisor

**Elizabeth A. Greno    DOB: 06/22/1956**

Education Background

The College of Wooster: BA Religion and Art - 1978  
Wooster, OH

Business Background

Sandhill Investment Management: 12/03 - Present  
Investment Advisory Representative

Trubee, Collins & Co., Inc.: 03/09 - Present  
Financial Consultant

O'Keefe Shaw & Co., Inc.: 07/00 - 03/19  
Financial Consultant

The Legend Group: 10/95 - 07/00  
Administrative Assistant

\*CPAs are licensed and regulated by their state boards of accountancy. While state laws and regulations vary, the education, experience and testing requirements for licensure as a CPA generally include minimum college education (typically 150 credit hours with at least a baccalaureate degree and a concentration in accounting), minimum experience levels (most states require at least one year of experience providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA), and successful passage of the Uniform CPA Examination. In order to maintain a CPA license, states generally require the completion of 40 hours of continuing professional education (CPE) each year (or 80 hours over a two year period or 120 hours over a three year period). Additionally, all American Institute of Certified Public Accountants (AICPA) members are required to follow a rigorous Code of Professional Conduct which requires that they act with integrity, objectivity, due care, competence, fully disclose any conflicts of interest (and obtain client consent if a conflict exists), maintain client confidentiality, disclose to the client any commission or referral fees, and serve the public interest when providing financial services. The vast majority of state boards of accountancy have adopted the AICPA's Code of Professional Conduct within their state accountancy laws or have created their own.

\*\*The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the "CFP® marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board").

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board’s *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board’s enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

### **Item 3 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

### **Item 4 – Other Business Activities**

Elizabeth Greno is a representative of the firm and also a representative of a non-affiliated broker/dealer. Ms. Greno receives compensation from the broker/dealer for the sale of investment related products. This practice gives Ms. Greno the incentive to recommend investment products based on the compensation received, rather than on the client’s needs. Her relationship with the broker/dealer does not cause a conflict of interest with Sandhill clients.

Larry Stolzenburg and Kelly Marshall periodically perform accounting services independent of Sandhill. These accounting services are not material and do not create a conflict of interest with Sandhill clients.

## **Item 5 – Additional Compensation**

The supervised persons listed above do not receive any form of compensation from a non-client in conjunction with the advisory services they provide to their clients.

## **Item 6 - Supervision**

Sandhill has written policies and procedures which are designed to set standards and internal controls for the firm, its employees, and its businesses and are also reasonably designed to detect and prevent any violations of regulatory requirements and the firm's policies and procedures. The Compliance Officer, Kelly Marshall, is designated as responsible for implementing and monitoring the firm's policies and procedures. Every employee has a responsibility for knowing and following the firm's policies and procedures. Kelly Marshall reports directly to Edwin M. Johnston III. Ms. Marshall reviews Mr. Johnston's activities; however, as managing partner he does not report to a supervisor. You may contact either Ms. Marshall or Mr. Johnston as follows:

Edwin M. Johnston III  
Managing Partner  
(716) 852-0279 x302  
emj@sandhill-im.com

Kelly A. Marshall  
Partner/Chief Operating and Compliance Officer  
(716) 852-0279 x307  
kmarshall@sandhill-im.com