

Green Wealth Management, LLC

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March 23, 2011

This Brochure provides information about the qualifications and business practices of Green Wealth Management, LLC (“GWM”). If you have any questions about the contents of this Brochure, please contact us at (503) 391-1040. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

GWM 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 GWM also is available on the SEC’s website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for GWM is 139587.

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 23, 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 section 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 clients 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 clients 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 L. Stephen Younger at (503) 391-1040. Our Brochure is also available on our web site www.greenwealthllc.com, also free of charge.

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

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Advisory Business

Green Wealth Management, LLC is owned by Phillip Green and has been providing advisory services since 2006.

As of February 28, 2011, GWM managed \$62,051,129 on a discretionary basis and \$3,027,742 on a nondiscretionary basis.

Investment Management Services:

GWM manages investment portfolios for individuals, qualified retirement plans, trusts, charitable and non-profit organizations and small businesses. After entering into an advisory relationship, we will typically:

1. work with the client to determine the client's investment objectives and investor risk profile,
2. design a written investment policy statement, using investment and portfolio allocation software to evaluate alternative portfolio designs,
3. evaluate the existing investments with respect to the client's investment policy statement,
4. work with new clients to develop a plan to transition from the client's existing portfolio to the portfolio recommended by us,
5. continuously monitor the client's portfolio holdings and the overall asset allocation strategy, and
6. hold regular review meetings with the client regarding the account as necessary.

We will typically create a portfolio of no-load mutual funds, and may use model portfolios if the models match the client's investment policy. We will allocate the client's assets among various investments taking into consideration the overall management style selected by the client. We primarily recommend portfolios consisting of mutual funds which follow a passive asset class investment philosophy with low holdings turnover. Client portfolios may also include some individual equity securities in situations where disposition of these securities would present an overriding tax implication or the client specifically requests they be retained for a personal reason.

GWM manages mutual fund and equity portfolios on a discretionary or nondiscretionary basis. A client may impose any reasonable restrictions on our discretionary authority, including restrictions on the types of securities in which we may invest client's assets and on specific securities, which the client may believe to be appropriate.

We may also recommend fixed income portfolios to advisory clients, which consist of managed accounts of individual bonds. We will request discretionary authority from advisory clients to manage fixed income portfolios, including the discretion to retain a third party fixed income manager. We will prepare a separate Fixed Income Investment Policy Statement for any client qualifying for separate fixed income portfolio services.

Pursuant to our discretionary authority, we will retain a fixed income securities manager. The fixed income securities manager will be provided with the discretionary authority to invest client assets in fixed income securities consistent with the clients Fixed Income Investment Policy Statement. The manager will also monitor the account for changes in credit ratings, security call provisions, and tax loss harvesting opportunities (to the extent that the manager is provided with cost basis information). The manager will obtain our consent prior to the sale of any client securities.

On an ongoing basis, we will answer clients' inquiries regarding their accounts and review periodically with clients the performance of their accounts. We will periodically, and at least annually, review clients' investment policy, risk profile and discuss the re-balancing of each client's accounts to the extent appropriate. We will provide to the third-party investment manager any updated client financial information or account restrictions necessary to provide sub-advisory services.

In addition to managing the client's investment portfolio, we may consult with clients on various financial areas including income and estate tax planning, business sale structures, college financial planning, retirement planning, insurance analysis, personal cash flow analysis, establishment and design of retirement plans and trust designs, among other things. We may also prepare a client's tax returns through our affiliated accounting firm as part of our wealth management services.

Employee Benefit Plan Services:

GWM also provides advisory services to participant-directed employee retirement benefit plans. We will analyze the plan's current investment platform, and assist the plan in creating an investment policy statement defining the types of investments to be offered and the restrictions that may be imposed. We will recommend investment options to achieve the plan's objectives, provide participant education meetings, and monitor the performance of the plan's investment vehicles.

We will recommend changes in the plan's investment vehicles as may be appropriate from time to time. We generally will review the plan's investment vehicles and investment policy as necessary.

Financial Consulting Services:

GWM also provides financial consulting advice to advisory clients. In general, financial consulting may address any or all of the following areas of concern:

- **PERSONAL:** Family records, budgeting, personal liability, estate information and financial goals.
- **EDUCATION:** Education IRAs, financial aid, state savings plans, grants and general assistance in preparing to meet dependents continuing educational needs through development of an education plan.
- **TAX & CASH FLOW:** Income tax and spending analysis and planning for past, current and future years. We will illustrate the impact of various investments on a client's current income tax and future tax liability.
- **DEATH & DISABILITY:** Cash needs at death, income needs of surviving dependents, estate planning and disability income analysis.
- **RETIREMENT:** Analysis of current strategies and investment plans to help the client achieve his or her retirement goals.
- **INVESTMENTS:** Analysis of investment alternatives and their effect on a client's portfolio.

We may also provide advice on non-securities matters, including but not limited to, estate planning, insurance, and/or annuity advice.

Fees and Compensation

In certain circumstances, all fees, account minimums and their applications to family circumstances may be negotiable.

GWM has contracted with BAM Advisor Services, LLC ("BAM"), for services including trade processing, collection of management fees, record maintenance, report preparation, marketing assistance, and research. We have also contracted with BAM for sub-advisory services with respect to clients' fixed income accounts. We pay a fee for BAM's services based on management fees paid to GWM on accounts that use BAM. The fee paid to BAM consists of a portion of the fee paid by clients to GWM and varies based on the total client assets participating in BAM through GWM. These fees are not separately charged to advisory clients. As a service provider assisting with trade processing, trade errors in client accounts may be caused by BAM. According to BAM's policies, our clients will be made whole by BAM in the event of any losses caused by BAM. BAM however will keep gains that it causes as a result of trade errors in client accounts.

The specific manner in which fees are charged by GWM is established in a client's written agreement with us. Investment Management and Employee Benefit Plan clients will be invoiced in advance at the beginning of each calendar quarter based upon the value (market value based on independent third party sources or fair market value in the absence of market value; client account balances on which we calculate fees may vary from account custodial statements based on independent valuations and other accounting variances, including mechanisms for including accrued interest in account statements) of the client's account at the end of the previous quarter. New accounts are charged a prorated fee for the remainder of the quarter in which the account is incepted (date of first trade).

For Investment Management and Employee Benefit Plan Services, we will typically request authority from the client to receive quarterly payments directly from the client's account held by an independent custodian. Clients may provide written limited authorization to GWM or our designated service provider, BAM, to withdraw fees from the account. Clients will receive custodial statements showing the advisory fees debited from their account(s). Certain third party administrators will calculate and debit our fee and remit such fee to us.

A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded.

Our 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, 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. These fees will generally include a management fee and other fund expenses. All fees paid to us for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and ETFs to their shareholders. Such charges, fees and commissions are exclusive of and in addition to our fee, and GWM shall not receive any portion of these commissions, fees, and costs.

Advisory Fees

Investment Management Services:

The annual fee for investment management services will be charged as a percentage of assets under management, according to the schedule below:

Assets under management	Annual Fee (%)
On the first \$500,000*	1.25%
On the next \$500,000	0.90%
On the next \$1,000,000	0.70%
On the next \$1,000,000	0.50%
On the next \$2,000,000	0.40%
On all amounts thereafter	0.35%
Minimum Annual Fee: \$5,000.00	

Pre-existing advisory clients will continue to be billed management fees as originally contracted for. This fee rate applies to new investment management clients.

Individual Accounts for immediate family members (such as husband, wife and dependent children) may be aggregated, and the fee charged based on the total value of family members' accounts. We also reserve the right to reduce or waive advisory fees and/or minimum account requirements for services provided to family members and friends. Such rates are not available to all of our advisory clients.

*Client accounts where the total balance of all accounts falls within this range will be accepted only on a case-by-case basis.

Financial Consulting:

Financial consulting fees will be charged in one or both of two ways:

1. As a fixed fee, typically ranging from \$1,000 to \$10,000, depending on the nature and complexity of each client's circumstances.
2. On an hourly basis, ranging from \$150 to \$295 per hour, depending on the nature and complexity of each client's circumstances, and the individual performing the service(s). An estimate for total hours will be determined at the start of the advisory relationship.

A retainer may be requested upon completion of our fact-finding session with the client, however, advance payment will never exceed \$1200 for work that will not be completed within six months. The balance will be due upon completion of the consulting service.

A financial consulting fee may be waived or reduced at our discretion if the client chooses to engage GWM for our portfolio management services.

Performance-Based Fees and Side-By-Side Management

GWM 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). All fees are calculated as described above and are not charged on the basis of income or capital gains or capital appreciation of the funds or any portion of the funds of an advisory client.

Types of Clients

GWM provides services to individuals, qualified retirement plans, trusts, charitable and non-profit organizations, and small businesses.

We require a minimum account of \$500,000 for Investment Management Services. A minimum account size of \$400,000 is generally required for fixed income portfolio management services. These minimum account sizes may be negotiable under certain circumstances.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis and Investment Strategy

Our services are based on long-term investment strategies incorporating the principles of Modern Portfolio Theory. Our investment approach is firmly rooted in the belief that markets are "efficient" over periods of time and that investors' long-term returns are determined principally by asset allocation decisions, rather than market timing or stock picking. We recommend diversified portfolios, principally through the use of passively managed, asset class mutual funds. We select or recommend to clients portfolios of securities, principally broadly-traded open end mutual funds or conservative fixed income securities to implement this investment strategy.

Although all investments involve risk, our investment advice seeks to limit risk through broad diversification among asset classes and, as appropriate for particular clients the investment directly in conservative fixed income securities to represent the fixed income class. Our investment philosophy is designed for investors who desire a buy and hold strategy. Frequent trading of securities increases brokerage and other transaction costs that our strategy seeks to minimize.

In the implementation of investment plans, we therefore primarily uses mutual funds and, as appropriate, portfolios of conservative fixed income securities. We may also utilize Exchange Traded Funds (ETFs) to represent a market sector.

Clients may hold or retain other types of assets as well, and we may offer advice regarding those various assets as part of our services. Advice regarding such assets will generally not involve asset management services but may help to more generally assist the client.

Our strategies do not utilize securities that we believe would be classified as having any unusual risks, and we do not recommend frequent trading, which can increase brokerage and other costs and taxes.

We receive supporting research from BAM and from other consultants, including economists affiliated with Dimensional Fund Advisors (“DFA”). BAM and DFA provide historical market analysis, risk/return analysis, and continuing education to us.

Analysis of a Client’s Financial Situation

In the development of investment plans for clients, including the recommendation of an appropriate asset allocation, we rely on an analysis of the client’s financial objectives, current and estimated future resources, and tolerance for risk. To derive a recommended asset allocation, we may use a Monte Carlo simulation, a standard statistical approach for dealing with uncertainty. As with any other methods used to make projections into the future, there are several risks associated with this method, which may result in the client not being able to achieve their financial goals. They include:

- The risk that expected future cash flows will not match those used in the analysis
- The risk that future rates of return will fall short of the estimates used in the simulation
- The risk that inflation will exceed the estimates used in the simulation
- For taxable clients, the risk that tax rates will be higher than was assumed in the analysis

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear.

All investments present the risk of loss of principal – the risk that the value of securities (mutual funds, ETFs and individual bonds), when sold or otherwise disposed of, may be less than the price paid for the securities. Even when the value of the securities when sold is greater than the price paid, there is the risk that the appreciation will be less than

inflation. In other words, the purchasing power of the proceeds may be less than the purchasing power of the original investment.

The mutual funds and ETFs utilized by us may include funds invested in domestic and international equities, including real estate investment trusts (REITs), corporate and government fixed income securities and commodities. Equity securities may include large capitalization, medium capitalization and small capitalization stocks. Mutual funds and ETF shares invested in fixed income securities are subject to the same interest rate, inflation and credit risks associated with the underlying bond holdings.

Among the riskiest mutual funds used in our investment strategies funds are the U.S. and International small capitalization and small capitalization value funds, emerging markets funds, and commodity futures funds. Conservative fixed income securities have lower risk of loss of principal, but most bonds (with the exception of Treasury Inflation Protected Securities, or TIPS) present the risk of loss of purchasing power through lower expected return. This risk is greatest for longer-term bonds.

Certain funds utilized by us may contain international securities. Investing outside the United States involves additional risks, such as currency fluctuations, periods of illiquidity and price volatility. These risks may be greater with investments in developing countries.

More information about the risks of any particular market sector can be reviewed in representative mutual fund prospectuses managing assets within each applicable sector.

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to an evaluation of GWM or the integrity of our management. We have no information applicable to this section.

Other Financial Industry Activities and Affiliations

Affiliated Accounting Firm

GWM is a SEC-registered investment adviser. However, the Managing Member of GWM, in his separate capacity, is licensed as a certified public accountant and provides accounting services as a sole proprietor d/b/a Phillip F. Green, CPA.

Mr. Green may recommend GWM to accounting clients in need of advisory services. We may recommend Phillip F. Green, CPA to advisory clients in need of accounting services.

Accounting services provided by Phillip F. Green, CPA are separate and distinct from the advisory services of GWM, and are provided for separate and typical compensation. There are no referral fee arrangements between GWM and Phillip F. Green, CPA for these recommendations. No GWM client is obligated to use Phillip F. Green, CPA for any accounting services as no Phillip F. Green, CPA client is obligated to use GWM for advisory services.

Affiliated Insurance Firm

GWM is affiliated with Green Risk Management, LLC ("Green Risk Management"), a company formed to offer insurance products and services. Green Risk Management will offer risk management services through the sale of insurance-based products. Certain individuals associated with GWM are also licensed to sell insurance products and will offer such products through Green Risk Management. As such, Green Risk Management will be able to receive separate, yet customary commission compensation resulting from implementing product transactions on behalf of advisory clients.

No client is under any obligation to engage Green Risk Management when considering implementation of insurance recommendations. The implementation of any or all recommendations is solely at the discretion of the client. While we endeavor at all times to put the interest of the clients first as part of our fiduciary duty, clients should be aware that the receipt of separate compensation can itself create a conflict of interest.

BAM Advisor Services, LLC

As described above under "Advisory Business," GWM may exercise discretionary authority provided by a client to select an independent third party investment manager for the management of portfolios of individual fixed income securities. We select BAM for such fixed income management. We also contract with BAM for back office services and assistance with portfolio modeling. We have a fiduciary duty to select qualified and appropriate managers in the client's best interest, and believe that BAM effectively provides both the back office services that assist with our overall investment advisory practice and fixed income portfolio management services. The management of GWM continuously makes this assessment. While GWM has a contract with BAM governing a time period for back office services, we have no such fixed commitment to the selection of BAM for fixed income management services and may select another investment manager for clients upon reasonable notice to BAM.

Code of Ethics

GWM has adopted a Code of Ethics expressing the firm's commitment to ethical conduct. Our Code of Ethics describes the firm's fiduciary duties and responsibilities to clients and sets forth our practice of supervising the personal securities transactions of employees with access to client information. Individuals associated with GWM may buy or sell securities for their personal accounts identical or different than those recommended to clients. It is our expressed policy that no person employed by the firm shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on investment decisions of advisory clients.

To supervise compliance with our Code of Ethics, we require that anyone associated with this advisory practice with access to advisory recommendations provide annual securities holding reports and quarterly transaction reports to the firm's principal. We also require such access persons to receive approval from the Chief Compliance Officer prior to investing in any IPO's or private placements (limited offerings).

Our Code of Ethics further includes the firm's policy prohibiting the use of material non-public information and protecting the confidentiality of client information. We require that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices. Any individual not in observance of the above may be subject to discipline.

We will provide a complete copy of our Code of Ethics to any client or prospective client upon request.

It is our policy that the firm will not affect any principal or agency cross securities transactions for client accounts. We will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an advisor, acting as principal for their 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 private fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment advisor in relation to a transaction in which the investment advisor, or any person controlled by or under common control with the investment advisor, 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 advisor is dually registered as a broker-dealer or has an affiliated broker-dealer.

Brokerage Practices

GWM arranges for the execution of securities transactions with the assistance of BAM. Through BAM, we participate in the Schwab Advisor Services (SAS) program offered to independent investment advisers by Charles Schwab & Company, Inc., and the TD Ameritrade Institutional (“TDA”) services program offered to independent investment advisers by TD Ameritrade, Inc. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA / SIPC, an unaffiliated SEC-registered broker-dealer. TD Ameritrade and Schwab offer to independent investment advisers services which include custody of securities, trade execution, clearance and settlement transactions. Schwab is also a FINRA registered broker dealer.

The Schwab and TD Ameritrade brokerage programs will generally be recommended to advisory clients for the execution of mutual fund and equity securities transactions. We regularly reviews these programs to ensure that our recommendations are consistent with our fiduciary duty. These trading platforms are essential to our service arrangements and capabilities, and we may not accept clients who direct the use of other brokers. As part of these programs, we receive benefits that we would not receive if we did not offer investment advice (See the disclosure below under “Client Referrals and Other Compensation”).

As we will not request the discretionary authority to determine the broker dealer to be used or the commission rates to be paid for mutual fund and equity securities transactions, clients must direct us as to the broker dealer to be used. In directing the use of a particular broker or dealer, it should be understood that we will not have authority to negotiate commissions among various brokers or obtain volume discounts, and best execution may not be achieved. Not all investment advisers require clients to direct the use of specific brokers.

GWM will not exercise authority to arrange client transactions in fixed income securities. Clients will provide this authority to a fixed income manager retained by us on the client's behalf by designating the portfolio manager with trading authority over client's brokerage account. Clients will be provided with the Disclosure Brochure (Form ADV Part 2) of the portfolio manager.

SAS and TDA do not generally charge clients a custody fee and are compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through the broker or that settle into the clients' accounts at the brokers. Trading client accounts through other brokers may result in fees (including mark-ups and mark-downs) being charged by the custodial broker and an additional broker. While we

will not arrange transactions through other brokers, the authority of the fixed income portfolio manager includes the ability to trade client fixed income assets through other brokers.

We do not block affiliated trades with any client trades. We also do not have any arrangements to compensate any broker dealer for client referrals.

GWM does not maintain any client trade error gains. We make clients whole with respect to any trade error losses incurred by clients caused by us

We generally do not aggregate any client transactions in mutual fund or other securities. Client accounts are individually reviewed and managed, and transaction costs are not saved by aggregating orders in almost all circumstances in which we arrange transactions. BAM, in the management of fixed income portfolios, will aggregate certain transactions among client accounts that it manages, in which case our client's orders may be aggregated with an order for another client of BAM who is not a GWM client. See BAM's Form ADV Part 2.

Employee Benefit Plan Services:

GWM does not arrange for the execution of securities transactions for 401k plans as a part of this service. Transactions are executed directly through employee plan participation.

Financial Consulting Services:

Our investment management practice, due to the nature of our business and client needs, does not include blocking trades, negotiating commissions with broker dealers or obtaining volume discounts, nor necessarily obtaining the best price. Clients will be required to select their own broker dealers and insurance companies for the implementation of our recommendations. We may recommend any one of several brokers. Our clients must independently evaluate these brokers before opening an account. The factors considered by us when making this recommendation are the broker's ability to provide professional services, our experience with the broker, the broker's reputation, and the broker's financial strength, among other factors. Our financial planning clients may use any broker or dealer of their choice.

Review of Accounts

Reviews:

Investment Management Services:

Account assets are supervised continuously and formally reviewed quarterly by the Managing Member or Investment Advisor Representatives of GWM. The review process contains each of the following elements:

- a. assessing client goals and objectives;
- b. evaluating the employed strategy(ies);
- c. monitoring the portfolio(s); and
- d. addressing the need to rebalance.

Additional account reviews may be triggered by any of the following events:

- a. a specific client request;
- b. a change in client goals and objectives;
- c. an imbalance in a portfolio asset allocation; and
- d. market/economic conditions.

For fixed income portfolios, certain account review responsibilities are delegated to a third party investment manager as described above under "Advisory Business."

Employee Benefit Retirement Plan Services:

Retirement plan assets are reviewed no more than quarterly, and according to the standards and situations described above for investment management accounts.

Financial Consulting Services:

Due to the nature of this service, these client accounts will not typically be reviewed unless otherwise contracted for at the inception of the advisory relationship.

Reports:

Investment Management Services:

All clients will receive quarterly performance reports, prepared by BAM and reviewed by GWM, that summarize the client's account and asset allocation. Clients will also receive

monthly statements from their account custodian, which will outline the client's current positions and current market value.

Employee Benefit Retirement Plan Services:

Employee Benefit Retirement Plan clients generally receive statements only from their account custodian.

Financial Consulting Services:

GWM may or may not provide a written report to Financial Consulting clients, based on the nature of the services contracted for. Additional reports will not typically be provided unless otherwise contracted for at the inception of the advisory relationship.

Client Referrals and Other Compensation

Client Referrals

GWM may from time to time compensate, either directly or indirectly, any person (defined as a natural person or a company) for client referrals. We are aware of the special considerations promulgated under Section 206(4)-3 of the Investment Advisers Act of 1940 and similar state regulations. As such, appropriate disclosure shall be made, all written instruments will be maintained by us and all applicable Federal and/or State laws will be observed.

Other Compensation

As indicated above under the disclosure for "Brokerage Practices," SAS and TDA each respectively provide GWM with access to services, which are not available to retail investors. These services generally are available to independent investment advisors on an unsolicited basis at no charge to them.

These services benefit GWM but may not benefit our clients' accounts. Many of the products and services assist us in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of advisory fees from clients' accounts, and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of our accounts. Recommended brokers also make available to us other services intended to help

us manage and further develop our business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. We do not, however, enter into any commitments with the brokers for transaction levels in exchange for any services or products from brokers. While as a fiduciary, we endeavor to act in our clients' best interests, our requirement that clients maintain their assets in accounts at Schwab or TDA may be based in part on the benefit to GWM of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by the brokers, which may create a potential conflict of interest.

GWM also receives software from DFA, which we utilize in forming asset allocation strategies and producing performance reports. DFA also provides continuing education for GWM personnel. These services are designed to assist us in planning and designing our services for business growth.

Our website provides a link to Amazon.com for which GWM receives a fee for books purchased through that link.

Custody

Investment Management and Employee Benefit Plan clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. We urge clients to carefully review such statements and compare such official custodial records to the account statements that we may provide. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Investment Discretion

GWM requests that we be provided with written authority to determine which securities and the amounts of securities that are bought or sold. For fixed income securities, this authority will include the discretion to retain a third party money manager for fixed income accounts. Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change/amend these limitations as required. Such amendments shall be submitted in writing.

When selecting securities and determining amounts, we observe the investment policies, limitations and restrictions of the clients for which we advise. Investment guidelines and restrictions must be provided to us in writing.

Voting Client Securities

Proxy Voting:

As a matter of firm policy and practice, GWM does not accept the authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Clients will receive applicable proxies directly from the issuer of securities held in clients' investment portfolios. We may, however, provide advice to clients regarding the clients' voting of proxies.

Class Actions, Bankruptcies and Other Legal Proceedings:

Clients should note that GWM will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held or previously were held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

Financial Information

Registered investment advisers are required in this section to provide certain financial information or disclosures about their financial condition. GWM has no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.