

FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1****OMB APPROVAL**

OMB Number: 3235-0049
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Hours per response.....4.07

Name of Investment Adviser: Kademian Financial Group, Inc.						
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code:	Telephone Number:
	111 E. Kilbourn Ave., Suite 1850	Milwaukee	WI	53202	(414)	289-9925

**This part of FORM ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any government authority.**

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(Schedule A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

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

Applicant: Kademian Financial Group, Inc.

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1. A. Advisory Services and Fees. (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

Applicant:

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

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

- | | | | |
|----|---|-------------------------------------|--------------------------|
| | | Yes | No |
| B. | Does applicant call any of the services it checked above financial planning or some similar term? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

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

- | | | | | | |
|-------------------------------------|-----|--|--------------------------|-----|-------------------|
| <input checked="" type="checkbox"/> | (1) | A percentage of assets under management | <input type="checkbox"/> | (4) | Subscription fees |
| <input checked="" type="checkbox"/> | (2) | Hourly charges | <input type="checkbox"/> | (5) | Commissions |
| <input checked="" type="checkbox"/> | (3) | Fixed fees (not including subscription fees) | <input type="checkbox"/> | (6) | Other |

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

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

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

- | | | | | | |
|-------------------------------------|----|----------------------------------|-------------------------------------|----|---|
| <input checked="" type="checkbox"/> | A. | Individuals | <input checked="" type="checkbox"/> | E | Trusts, estates, or charitable organizations |
| <input type="checkbox"/> | B. | Banks or thrift institutions | <input checked="" type="checkbox"/> | F. | Corporations or business entities other than those listed above |
| <input type="checkbox"/> | C. | Investment companies | <input type="checkbox"/> | G. | Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> | D. | Pension and profit sharing plans | | | |

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

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

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

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

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

- | | |
|---|--|
| (1) <input type="checkbox"/> Charting | (4) <input type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical | |

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

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

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

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

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5. Education and Business Standards.

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? ☐ Yes ☒ No

(If yes, please describe these standards on Schedule F)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- year of birth
- formal education after high school
- business background for the preceding five years

7. Other Business Activities. (check those that apply)

- ☒ A. Applicant is actively engaged in a business other than giving investment advice.
- ☒ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- ☐ C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.. ☐ Yes ☒ No

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

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9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☐ E. Buys or sell for itself securities it also recommended to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment advisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other condition for starting or maintaining an account?

Yes ☐ No ☒

(If yes, describe on Schedule F)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory account, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

See Schedule F

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

Clients will receive a monthly statement of account.

12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- | | | |
|--|-------------------------------------|-------------------------------------|
| | Yes | No |
| (1) securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (4) commission rates paid? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

B. Does applicant or a related person suggest brokers to clients? ☒ Yes ☐ No

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for product and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- | | | |
|---|-------------------------------------|-------------------------------------|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? | Yes | No |
| | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes | No |
| | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?..... ☐ Yes ☒ No

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

Applicant:
Kademian Financial Group, Inc.

SEC File Number:
801-

Date:
11/23/2009

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Kademian Financial Group, Inc.

IRS Empl. Ident. No.:

Item of Form (identify)	Answer												
Item 1D.	<p><u>Advisory Services and Fees</u></p> <p>Kademian Financial Group, Inc. (hereinafter "Adviser") primarily offers personalized investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations and corporations and other business entities.</p> <p>The Adviser is incorporated in the state of Wisconsin and is registered with the Securities and Exchange Commission as an investment adviser. This Schedule F provides clients with information regarding the Adviser and the qualifications, business practices and nature of advisory services that should be considered before becoming an advisory client.</p> <p>Please contact Marsha A. Kademian if you have any questions about this Schedule F. Additional information about Adviser is available on the internet at "www.adviserinfo.sec.gov." You can search this site by a unique identifying number known as a CRD number. The CRD number for the Adviser is 109459. The CRD number for Marsha A. Kademian is 1018201. The services provided and fee arrangements are described in the following pages.</p> <table border="1"> <thead> <tr> <th>Asset Breakpoint Levels</th><th>Equity/Balanced Mutual Fund Allocation Advisory Fees (%)</th><th>Fixed Income Advisory Fees (%)</th></tr> </thead> <tbody> <tr> <td>First \$1,000,000</td><td>0.75</td><td>0.25</td></tr> <tr> <td>Next \$1,000,000</td><td>0.50</td><td>0.20</td></tr> <tr> <td>Over \$2,000,000</td><td>Negotiable</td><td>Negotiable</td></tr> </tbody> </table> <p>All clients will be offered the above fee structure. However, fees are negotiated from time to time on size of account related account and length of relationship.</p> <p>Hourly Fees: Adviser may charge clients at the firm's hourly rate for certain consulting services. The Firm's hourly rate is \$200.00. Client shall pay 50% of the fee upon execution of the advisory contract or when consulting fees are requested and the balance upon completion of services. An approximate range of hours for consulting services will usually vary from 1 to 20 hours. In the event more consulting hours are required for a specific project, the client will be notified in advance. The Adviser may also charge clients an hourly fee for performing duties associated with ongoing maintenance of an account.</p> <p>Fees will be due after services have been received. Fees will be based and determined upon the type of portfolio entered into. These fees vary from portfolio to portfolio (see Item 11A).</p>	Asset Breakpoint Levels	Equity/Balanced Mutual Fund Allocation Advisory Fees (%)	Fixed Income Advisory Fees (%)	First \$1,000,000	0.75	0.25	Next \$1,000,000	0.50	0.20	Over \$2,000,000	Negotiable	Negotiable
Asset Breakpoint Levels	Equity/Balanced Mutual Fund Allocation Advisory Fees (%)	Fixed Income Advisory Fees (%)											
First \$1,000,000	0.75	0.25											
Next \$1,000,000	0.50	0.20											
Over \$2,000,000	Negotiable	Negotiable											

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

**Schedule F of
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Applicant:
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Kademian Financial Group, Inc.

IRS Empl. Ident. No.:

Item of Form (identify)	Answer
Item 6.	<p>Marsha A. Kademian, YOB 1950</p> <p>EDUCATION: University of Wisconsin, Madison, Wisconsin Bachelor of Arts Journalism University of Wisconsin, Madison, Wisconsin Master of Business Administration</p> <p>BUSINESS BACKGROUND: 6/99 to Present Kademian Financial Group, Inc. Registered Investment Adviser Position: President/Financial Adviser</p> <p>8/81 to 5/99 Merrill Lynch Financial Services/Brokerage Position: Vice President/Financial Consultant</p> <p>EXAMINATION/PROFESSIONAL DESIGNATIONS: Series 7 Series 24 Series 63 Series 65 Licensed Insurance Agent</p>
Item 7A. and B.	<p>The Adviser is a Licensed Insurance Agent and Marsha Kademian is affiliated with Advanced Equities Insurance Services. Upon reviewing a client's situation the Adviser may recommend suitable insurance and variable life annuity products to the client. The insurance company offering the product or service may pay the Adviser a fee or commission. Insurance companies are selected on the basis of their financial strength, reputation and breadth of product offering. All required prospectuses or illustrations would be provided to the client prior to completing any transaction. The client at all times has the final say in the selection of an insurance company.</p>

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

**Schedule F of
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Applicant:
Kademian Financial Group, Inc.

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Date:
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Kademian Financial Group, Inc.		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
Item 11A.	<p>The Adviser consults with clients and will manage accounts either on a discretionary or non-discretionary basis. The Adviser may direct clients to other investment advisers who will direct trading. In each and every instance, the third party investment adviser who is managing the account will have discretionary authority. Ms. Kademian may, from time to time on a non-custodial basis, obtain trading discretion from clients. She also offers financial consulting services to clients. As part of her service, she monitors accounts regularly, ranging from daily to monthly, depending on the account and the frequency of trading.</p> <p>Client is referred to the Lockwood ADV, Part II, Schedule H (wrap fee brochure) for a complete discussion and disclosure regarding its programs.</p> <p>The Adviser obtains investment advisory services and managed money products from Lockwood Advisors, Inc., an affiliate of Pershing, LLC, each of which are subsidiaries of the Bank of New York Mellon. Ms. Kademian may utilize these services and products to provide clients access to investment advisory services. Clients who utilize Lockwood Advisors' Managed Account Link and Mutual Fund Link programs will contract with Lockwood Advisors, Inc. for such services and programs. The Adviser may collect certain financial information regarding clients and make that information available to Lockwood.</p> <p>Since certain of the Adviser's clients' portfolios are invested in mutual funds, clients of these portfolios will ordinarily pay two levels of fees - an advisory fee to the Adviser directly and another indirectly to the managers of mutual funds held in a client's portfolio. For individually managed portfolios, the Adviser charges an advisory fee for its services in addition to and without reference to any other fees that may be charged by any other investment manager directly trading an account or any consultant or custodian providing services to the client.</p> <p>Adviser does not vote proxies. It is Adviser's clients' responsibility at all times to vote proxies for securities held in their portfolio.</p>	
Item 12B.	<p>The Adviser may from time to time suggest the brokerage services of First Allied Securities, Inc., a registered broker-dealer with whom she is registered as a representative, or other broker-dealers depending on the client consultation. The client at all times has final say in the selection of a broker-dealer.</p> <p>Brokers are selected on the basis of their financial strength, reputation, willingness to negotiate commissions, and best execution policies. Adviser does not direct client transactions to a particular broker in return for products and research services.</p> <p>The Adviser may from time to time obtain a limited power of attorney from clients in connection with various investment programs the client selects. Each power of attorney is strictly limited to the account and clients' objectives regarding investing.</p>	

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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Kademian Financial Group, Inc.		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
Item 12B. (contd.)	<p>Adviser may require that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Adviser is independently owned and operated and not affiliated with Schwab. Schwab provides Adviser with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. Schwab's services including brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.</p> <p>For Adviser's client accounts maintained in its custody, Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into Schwab accounts.</p> <p>Schwab also makes available to Adviser other products and services that benefit Adviser but may not benefit its clients' accounts. Some of these other products and services assist Adviser 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 Adviser's fees from its 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 Adviser's accounts including accounts not maintained at Schwab Institutional. Schwab Institutional also makes available to Adviser other services intended to help Adviser manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing.</p>	
Item 13A.	<p>The Adviser may receive commissions for recommending suitable insurance and variable life and annuity for clients.</p> <p>MISCELLANEOUS ANTI-MONEY LAUNDERING REGULATIONS</p> <p>As part of the Adviser's responsibility for the prevention for money laundering, the Adviser may require a detailed verification of a managed client account's identity, the identity of any beneficial owner of the account and the source of the funds deposited into the account.</p> <p>The Adviser reserves the right to request such information as is necessary to verify the identity of a client account and any underlying beneficial owner of an account. In the event of delay or failure by the client account, the Adviser may refuse to accept such account as a client or may terminate its agreement with such account party. In that event, the broker/dealer for the account may, by written notice, suspend the withdrawal rights of such account party if the broker/dealer reasonably deems it necessary to do so to comply with anti-money laundering regulations applicable to the Adviser.</p>	

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

**Schedule F of
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Applicant:
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Kademian Financial Group, Inc.

IRS Empl. Ident. No.:

Item of Form (identify)	Answer
	<p>Each client account shall be required to make such representation to the Adviser as required in connection with such anti-money laundering programs, including, without limitation, representations to the Adviser that such account party is not a prohibited country, territory, individual or entity listed on OFAC list or prohibited by any OFAC sanctions programs. Such client account shall also represent to the Adviser that amounts utilized for the account to be managed by the Adviser were not directly or indirectly derived from activities that may contravene U.S. federal, state or international laws and regulations, including anti-money laundering laws and regulations.</p> <p>CODE OF ETHICS The Adviser has adopted a Code of Ethics in compliance with Section 204A-1 of the Investment Advisers Act of 1940. Upon request, a client may receive a copy of the Adviser's Code of Ethics.</p> <p>PRIVACY POLICIES Protecting client privacy is very important to the firm. The Adviser views protecting its customers' private information as a top priority and, pursuant to the requirements of the Gramm-Leach-Bliley Act, the firm has instituted procedures and has adopted a Privacy Policy and a Privacy Statement to ensure that customer information is kept private and secure.</p> <p>The Adviser does not disclose any nonpublic personal information about its customers or former customers to any nonaffiliated third parties, except as permitted by law. In the course of servicing a client account, the Adviser may share some information with its service providers, such as transfer agents, custodians, broker/dealers, accountants and lawyers.</p> <p>The Adviser restricts internal access to nonpublic personal information about its clients to those employees who need to know that information in order to provide products or services to the client. The Adviser maintains physical and procedural safeguards that comply with federal standards to guard a client's nonpublic personal information and ensure its integrity and confidentiality. As emphasized above, it has always been and will always be the firm's policy never to sell information about current or former customers or their accounts to anyone. It is also the firm's policy not to share information unless required to process a transaction, at the request of the Adviser's customer, or as required by law.</p> <p>A copy of the Adviser's policy statement will be provided to each client prior to, or contemporaneously with, the execution of the advisory agreement. Thereafter, the Adviser will deliver a copy of the current privacy policy notice to its clients on an annual basis.</p> <p>PROXY VOTING The Adviser will not be required to take any action or render any advice with respect to voting of proxies solicited by, or with respect to, the issuers of securities in which client assets may be invested. The Adviser will not offer clients advice regarding corporate actions and the exercise of proxy voting rights.</p>

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