

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

Name of Investment Adviser: Stoker Ostler Wealth Advisors, Inc.				
Address: (Number and Street) 4900 N. Scottsdale Road, Suite 2600	(City) Scottsdale	(State) AZ	(Zip Code) 85251	Area Code: Telephone Number: (480) 890-8088

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

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

**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.**

FORM ADV**Part II - Page 2**

Applicant:

Stoker Ostler Wealth Advisors, Inc.

SEC File Number:

801-54265

Date:

09/09/09**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 | <u>95%</u> |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | <u> % </u> |
| <input type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | <u> % </u> |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | <u> % </u> |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above | <u> % </u> |
| <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 | <u> % </u> |
| <input checked="" type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities | <u>5%</u> |
| <input type="checkbox"/> | (8) | Provides a timing service | <u> % </u> |
| <input type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | <u> % </u> |

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

B. Does applicant call any of the services it checked above financial planning or some similar term?Yes ☒ No ☐**C.** Applicant offers investment advisory services for: (check all that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input checked="" type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input 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 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).

FORM ADV**Part II - Page 3**

Applicant:

Stoker Ostler Wealth Advisors, Inc.

SEC File Number:

801- **54265**

Date:

09/09/09**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 | I. Options contracts on: |
| <input checked="" type="checkbox"/> (3) foreign issues | <input checked="" type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities | <input type="checkbox"/> (1) tangibles |
| (other than commercial paper) | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> (1) real estate |
| <input checked="" type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (2) oil and gas interests |
| | <input type="checkbox"/> (3) other (explain on Schedule F) |
| G. Investment company securities: | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (1) variable life insurance | |
| <input checked="" type="checkbox"/> (2) variable annuities | |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

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 type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (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 type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input checked="" 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 | |

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

FORM ADV**Part II - Page 4**

Applicant:

Stoker Ostler Wealth Advisors, Inc.

SEC File Number:

801-54265

Date:

09/09/09

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, describe these standards on Schedule F.)

6. Education and Business Background.

For:

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

On Schedule F, give the:

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

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

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

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

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

- | | |
|---|--|
| <input type="checkbox"/> A. Applicant is registered (or has an application pending) as a securities broker-dealer. | |
| <input type="checkbox"/> 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 checked="" type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input checked="" 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 checked="" 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.)

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

FORM ADV
Part II - Page 5

Applicant:

Stoker Ostler Wealth Advisors, Inc.

SEC File Number:

801- **54265**

Date:

09/09/09
9. Participation or Interest in Client Transactions.

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

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

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

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions 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 accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and 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.

Bond holdings are monitored and reviewed on a monthly basis. Individual stock holdings are also reviewed monthly by our Investment Committee.

Client portfolios are reviewed in detail on a semi-annual basis, or more often as conditions warrant. Such conditions include company news, major economic developments and political events. Reviews include an assessment of diversification by asset class, industry (and geography for municipal bonds). Accounts are reviewed by Creg Ostler-Principal, Philip Stoker-Principal, Michael Halls-Portfolio Manager, Michelle Decker-Portfolio Manager, Michael Bolar-Portfolio Manager, Michael Lossing-Portfolio Manager, Gregory Stott-Portfolio Manager and Kimberly Bridges-Financial Planner.

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

An inventory of assets showing market value and cost of each security is provided to each client on at least a quarterly basis. Detailed transactons and holdings are provided by the custodian on a monthly basis. Performance is calculated and provided to each client on at least an annual basis.

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

Applicant:

Stoker Ostler Wealth Advisors, Inc.

SEC File Number:

801-54265

Date:

09/09/09

12. Investment or Brokerage Discretion.

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

(1) securities to be bought or sold?

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ?

Yes No

☒ ☐

(3) broker or dealer to be used ?

Yes No

☒ ☐

(4) commission rates paid?

Yes No

☐ ☒

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 products and research services received.

13. Additional Compensation.

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

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals?

Yes No

☒ ☐

(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; 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: Stoker Ostler Wealth Advisors, Inc.	SEC File Number: 801- 54265	Date: 11/11/09
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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: Stoker Ostler Wealth Advisors, Inc.	IRS Empl. Ident. No.: 86-0862232
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Item of Form (identify)	Answer				
	As discussed below in this disclosure statement, the Registrant may provide its clients (i.e. individuals, trusts, and business entities) with financial planning, investment and non-investment related consulting, and discretionary investment management services.				
Items 1D and 7A	<p>FINANCIAL PLANNING AND CONSULTING</p> <p>Registrant may provide its clients with financial planning and/or consulting services (including investment and non-investment related matters). Unless these services are included as part of the investment management engagement for clients that maintain at least \$1 million under Registrant's management (see below), the Registrant will generally charge a fixed fee or hourly for these services. Registrant's financial planning and consulting fees are negotiable, but generally range from \$200 to \$275 on an hourly rate basis, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s). Prior to engaging the Registrant to provide financial planning and/or consulting services, the client will generally be required to enter into a Financial Planning and Consulting Agreement with Registrant setting forth the terms and conditions of the engagement, describing the scope of the services to be provided, and the portion of the fee that is due from the client prior to Registrant commencing services.</p> <p>In performing its services, Registrant shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. If requested by the client, Registrant may recommend the services of other professionals for implementation purposes. The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from the Registrant. Moreover, each client is advised that it remains his/her/its responsibility to promptly notify the Registrant if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Registrant's previous recommendations and/or services.</p> <p>INVESTMENT MANAGEMENT</p> <p>The client can determine to engage the Registrant to provide initial and ongoing financial planning and discretionary investment management services on a fee-only basis. The Registrant's annual investment management fee shall range between 0.50% and 1.50% of the assets placed under the Registrant's management. The current fee schedule is as follows:</p> <p style="text-align: center;">Annual Fee Schedule:</p> <table style="margin-left: auto; margin-right: auto;"> <tr> <td>For the first \$5 million:</td> <td>1.00%</td> </tr> <tr> <td>For the balance above \$5 million:</td> <td>0.75%</td> </tr> </table> <p>Registrant's annual investment management fee shall be prorated and paid monthly, in arrears, based upon the market value of the assets on the last business day of the previous month. The Registrant generally requires a minimum account of \$250,000 for discretionary investment management services. However, Registrant, in its sole discretion, may reduce its account minimum and/or charge a lesser investment management fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with</p>	For the first \$5 million:	1.00%	For the balance above \$5 million:	0.75%
For the first \$5 million:	1.00%				
For the balance above \$5 million:	0.75%				

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

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

Applicant: Stoker Ostler Wealth Advisors, Inc.	SEC File Number: 801- 54265	Date: 11/11/09
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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: Stoker Ostler Wealth Advisors, Inc.	IRS Empl. Ident. No.: 86-0862232
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Item of Form (identify)	Answer
	<p>client, etc.).</p> <p>For those clients that maintain a minimum of at least \$1 million under Registrant's management, ongoing financial planning and consulting services shall be included as part of the investment management fee, subject to Registrant's right, in its exclusive discretion, to charge the client (upon written notice) for extraordinary planning or consulting services.</p> <p>To the extent that the client requests that the Registrant recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct the Registrant to use a specific broker-dealer/custodian), Registrant generally recommends that investment management accounts be maintained at Charles Schwab & Co., Inc. ("Schwab"). Prior to engaging Registrant to provide investment management services, the client will be required to enter into a formal Investment Advisory Agreement with Registrant setting forth the terms and conditions under which Registrant shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian. When beneficial to the client, individual fixed income transactions may be effected through broker-dealers with whom Registrant has entered into arrangements for prime brokerage clearing services pursuant to the terms and conditions of a Prime Brokerage agreement between Schwab and the client.</p> <p>Currently, the Registrant recommends that clients primarily allocate investment management assets among various individual equities, mutual funds, exchange traded funds, fixed income securities, real estate investment trusts, and/or alternative investments on a discretionary basis and in accordance with the investment objectives of the client as is set forth in an Investment Policy Statement prepared by the Registrant for review and acceptance by the client. As discussed above, unless the client directs otherwise, Registrant shall generally recommend that Schwab serve as the broker-dealer/custodian for client investment management assets. Broker-dealers such as Schwab charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e. transactions fees are charged for certain no-load mutual funds, commissions are charged for individual fixed income securities transactions). In addition to Registrant's investment management fee, brokerage commissions and/or transaction fees, the client will also incur, relative to all mutual fund purchases, charges imposed at the mutual fund level (e.g. management fees and other fund expenses).</p> <p>Both Registrant's Investment Advisory Agreement and the custodial/clearing agreement shall authorize the custodian to debit the account for the amount of the Registrant's investment advisory fee and to directly remit that management fee to the Registrant in accordance with required SEC procedures. The Investment Advisory Agreement between the Registrant and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the Investment Advisory Agreement.</p> <p>Factors that the Registrant considers in recommending a particular broker-dealer/custodian to clients include historical relationship with the Registrant, financial strength, reputation, execution capabilities, pricing, research, and service. Neither the Registrant, nor any of its Principals or Associated Persons will receive any portion of the brokerage commissions or transactions fees charged to clients. In return for effecting securities transactions through a designated broker-dealer/custodian, Registrant may receive certain investment research products and/or services that assist the Registrant in its investment decision making process</p>

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

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

Applicant: Stoker Ostler Wealth Advisors, Inc.	SEC File Number: 801- 54265	Date: 11/11/09
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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: Stoker Ostler Wealth Advisors, Inc.	IRS Empl. Ident. No.: 86-0862232
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Item of Form (identify)	Answer
	<p>for the client pursuant to Section 28(e) of the Securities Exchange Act of 1934 (generally referred to as soft dollar arrangements). Investment research products or services received by Registrant may include, but are not limited to, analyses pertaining to specific securities, companies or sectors; market, financial and economic studies and forecasts; financial publications, portfolio management systems, and statistical and pricing services. Although the commissions paid by Registrant's clients shall comply with the Registrant's duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the Registrant determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of broker-dealer services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Registrant will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. Although the investment research products and/or services that may be obtained by Registrant will generally be used to service all of Registrant's clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client's account. With respect to investment research products or services obtained by the Registrant that have a mixed use of both a research and non-research (i.e., administrative, etc.) function, Registrant shall make a reasonable allocation of the cost of the product or service according to its use - the percentage of the product or service that provides assistance to the Registrant's investment decision-making process will be paid for with soft dollars while that portion which provides administrative or other non-research assistance will be paid for by the Registrant with hard dollars. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Registrant's investment management fee.</p> <p>MISCELLANEOUS</p> <p>In performing its services, Registrant shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, clients are advised that it remains their responsibility to promptly notify the Registrant if there is ever any change in their financial situation or investment objectives for the purpose of reviewing/evaluating/revising Registrant's previous recommendations and/or services, or if they wish to impose any reasonable restrictions upon Registrant's investment advisory services.</p> <p>Neither the Registrant nor the client may assign the Financial Planning and Consulting Agreement or Investment Advisory Agreement without the prior consent of the other party. Transactions that do not result in a change of actual control or management of the Registrant shall not be considered an assignment.</p> <p>A copy of Registrant's written disclosure statement as set forth on Part II of Form ADV (or an equivalent brochure) shall be provided to each client prior to or contemporaneously with the execution of the Financial Planning and Consulting Agreement or Investment Advisory</p>

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

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

Applicant: Stoker Ostler Wealth Advisors, Inc.	SEC File Number: 801- 54265	Date: 11/11/09
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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: Stoker Ostler Wealth Advisors, Inc.		IRS Empl. Ident. No.: 86-0862232
Item of Form (identify)	Answer	
	<p>Agreement. Any client who has not received a copy of Registrant's written disclosure statement at least 48 hours prior to executing the Financial Planning and Consulting Agreement or Investment Advisory Agreement shall have five business days subsequent to executing the agreement to terminate the Registrant's services without penalty.</p>	
Part II, Page 4, 5.	<p>Educational /Experience Standards: All individuals that give advice on behalf of the Registrant must have earned a college degree and/or have substantive investment-related experience. In addition, all such individuals shall have attained all required investment-related licenses and/or designations.</p>	
Part II, Page 4, 6.	<p>Education and Business Background:</p> <p>Philip M. Stoker, CFP®</p> <p>Philip M. Stoker is the Managing Partner for Stoker Ostler Wealth Advisors. Mr. Stoker consults with individual clients to assist them in achieving their financial goals. He has 26 years experience analyzing financial models, reviewing scenarios and recommending solutions to individuals and families.</p> <p>Prior to co-founding Stoker Ostler Wealth Advisors in 1997, Mr. Stoker was a Vice President and Senior Financial Planner for Harris Bank in Chicago, Illinois and Scottsdale, Arizona where he managed the financial planning operations for the Arizona offices and counseled clients throughout the country. Prior to joining Harris Bank, he worked for a private foundation, served as President of Spectrum Financial Group, Inc. and as a Financial Analyst with Morgan Stanley Dean Witter.</p> <p>Mr. Stoker earned his B.S. degree in Finance and Estate Planning from Brigham Young University. He received his M.B.A. degree in Finance from Brigham Young University's Marriott School of Management. He is a CERTIFIED FINANCIAL PLANNER™ professional, a member of the Financial Planning Association and the National Association of Personal Financial Planners. He was an Adjunct Faculty Member for the College for Financial Planning. Mr. Stoker was born in 1955.</p> <p>Creg D. Ostler, CFA, CFP®</p> <p>Creg D. Ostler is the Managing Partner for Stoker Ostler Wealth Advisors. Mr. Ostler also manages personal investment portfolios for some of the firm's clients. He directs the firm's investment research and portfolio strategies.</p> <p>Mr. Ostler develops long-term investment strategies and communicating complex financial concepts. He has spent 25 years analyzing investments and advising clients on the allocation of their portfolios. Prior to co-founding Stoker Ostler Wealth Advisors in 1997, he was Vice President and Senior Portfolio Manager at Harris Bank in Chicago where he managed portfolios for executives, business owners, attorneys and consultants. Prior to joining Harris Bank, he was a Senior Financial Advisor at Northern Trust Bank, Continental Bank and Shearson /American Express.</p>	

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

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

Applicant: Stoker Ostler Wealth Advisors, Inc.	SEC File Number: 801- 54265	Date: 11/11/09
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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: Stoker Ostler Wealth Advisors, Inc.	IRS Empl. Ident. No.: 86-0862232
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Item of Form (identify)	Answer
	<p>Mr. Ostler earned his B.S. degree in Finance and Estate Planning from Brigham Young University. He received his M.B.A. degree from the University of Chicago Graduate School of Business with a major in Finance. He has earned both the Chartered Financial Analyst® (CFA) and CERTIFIED FINANCIAL PLANNER™ professional designations. He is a member of the Certified Financial Analysts Institute. Mr. Ostler was born in 1957.</p> <p>Michael S. Bolar, CFA, CFP®</p> <p>Michael S. Bolar is a Senior Portfolio Manager for Stoker Ostler Wealth Advisors. Mr. Bolar works closely with individual clients to identify their financial goals. He then works with the clients to set portfolio objectives which include factors such as growth targets, income and liquidity needs, risk tolerance and tax sensitivity. He constructs a customized investment strategy to fit the specific needs of each client. He works with his clients on an ongoing basis, educating his clients and managing the portfolio.</p> <p>Mr. Bolar is a member of Stoker Ostler Wealth Advisors investment committee which sets the investment policies and portfolio strategies for the firm. He regularly contributes articles to the firm's publications.</p> <p>Prior to joining Stoker Ostler Wealth Advisors in 2003, he was a Principal and Senior Portfolio Manager at Wells Capital Management where he managed the assets of institutions. He was a member of a team that managed an equity mutual fund with more than \$1 billion in assets. He was also a Senior Portfolio Manager at Bank One.</p> <p>Mr. Bolar earned his B.A. in Economics from Wichita State University. He is a Chartered Financial Analyst® (CFA) and CERTIFIED FINANCIAL PLANNER™ professional. He is a member and past president of the Phoenix Society of Financial Analysts and is a member of the CFA Institute. He has also served as a board member for the City of Phoenix Deferred Compensation Plan Trust. Mr. Bolar was born in 1961.</p> <p>Michael C. Halls, CFA, CFP®</p> <p>Michael C. Halls is a Senior Portfolio Manager for Stoker Ostler Wealth Advisors. Mr. Halls works closely with individual clients to identify their financial goals. He then works with the clients to set portfolio objectives which include factors such as growth targets, income and liquidity needs, risk tolerance and tax sensitivity. He constructs a customized investment strategy to fit the specific needs of each client. He works with his clients on an ongoing basis, educating his clients and managing the portfolio.</p> <p>Mr. Halls is a member of Stoker Ostler Wealth Advisors investment committee which sets the investment policies and portfolio strategies for the firm. He regularly contributes articles to the firm's publications.</p> <p>Prior to joining Stoker Ostler Wealth Advisors in 2000, Mr. Halls was an analyst at Jacobsen Financial and a manager at the MONY Group.</p> <p>Mr. Halls earned his M.B.A degree from Arizona State University and his B.S. degree in</p>

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

Applicant: Stoker Ostler Wealth Advisors, Inc.	SEC File Number: 801- 54265	Date: 11/11/09
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

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	<p>Finance from Brigham Young University. He is a Chartered Financial Analyst® (CFA) and CERTIFIED FINANCIAL PLANNER™ professional. Mr. Halls was born in 1970.</p> <p>April M. Ward</p> <p>April Ward is a Senior Financial Advisor for Stoker Ostler Wealth Advisors. She works with high net-worth individuals focusing on solutions to their individual financial goals. Ms. Ward is an educator and communicator who generally begins the dialog with prospective clients and advisors. In these discussions, she gathers information regarding a client's needs, tax situation, estate planning circumstances and overall investment goals.</p> <p>Prior to joining Stoker Ostler Wealth Advisors in March 2004, she was Vice President for Wells Fargo Private Client Services where she offered financial advice utilizing knowledge of estate planning and related personal trust administration techniques. Mrs. Ward worked as a liaison between clients, estate planning attorneys, tax advisors and related investment management and personal trust staff. Previous to Wells Fargo, Mrs. Ward was a Financial Consultant for First Interstate Bank where she offered advice on brokerage, private banking, and investment management and personal trust products and services.</p> <p>Mrs. Ward earned her M.B.A. degree in Business Administration from the University of Phoenix. She earned her B.A. degree in Business Communication from Arizona State University. Mrs. Ward was born in 1970.</p> <p>Michelle L. Decker, CFP®</p> <p>Michelle L. Decker is a Senior Portfolio Manager for Stoker Ostler Wealth Advisors. Mrs. Decker works with investment clients managing portfolios and customer service. She is responsible for analyzing client portfolios and maintaining the proper asset allocation and diversification.</p> <p>Mrs. Decker is a member of Stoker Ostler Wealth Advisors investment committee which sets the investment policies and portfolio strategies for the firm. She regularly contributes articles to the firm's publications.</p> <p>Prior to joining Stoker Ostler Wealth Advisors in 1998, she was employed by American Express Financial Advisors.</p> <p>Mrs. Decker earned her M.B.A. degree from Arizona State University. She earned her B.B.A. degree in Finance from Idaho State University. She is a CERTIFIED FINANCIAL PLANNER™ professional. She received her Accredited Asset Management Specialist (AAMS) certification from the College of Financial Planning. Mrs. Decker was born in 1974.</p> <p>Kimberly A. Bridges, PhD, CFP®</p>

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	<p>Kimberly Bridges is a Manager, Financial Planner for Stoker Ostler Wealth Advisors. She works closely with clients providing personalized plans with emphasis on estate planning, retirement planning and unique client objectives. In addition, Mrs. Bridges has extensive knowledge in women's issues in financial planning and used her expertise to help develop the Stoker Ostler Wealth Advisors Women and Wealth seminar series.</p> <p>Mrs. Bridges is a member of the Stoker Ostler Wealth Advisors investment committee which sets the investment policies and portfolio strategies for the firm.</p> <p>Prior to joining Stoker Ostler in 2008, she taught Personal Finance and Estate Planning courses in the Division of Personal Financial Planning at Texas Tech University.</p> <p>Mrs. Bridges recently completed her doctorate (PhD) in personal financial planning at Texas Tech University. Her dissertation explored financial issues affecting women. She received her bachelor's degree in Human Ecology and her Master of Science in Family Studies and Human Services with an Emphasis in Family Financial Planning from Kansas State University. She is a CERTIFIED FINANCIAL PLANNER™ professional.</p> <p>Mrs. Bridges is a member of the Financial Planning Association (FPA), the Academy of Financial Services (AFS), East Valley Estate Planning Council, and Phi Kappa Phi Honor Society. Mrs. Bridges was born in 1963.</p> <p>Michael C. Lossing</p> <p>Michael Lossing is a Portfolio Manager for Stoker Ostler Wealth Advisors. Mr. Lossing works with clients to identify financial goals and provide solutions to obtaining them. He helps design a customized investment portfolio that balances the risk tolerance, liquidity needs, and return expectations of the client.</p> <p>Mr. Lossing is a member of the Stoker Ostler Wealth Advisors investment committee which sets the investment policies and portfolio strategies for the firm.</p> <p>Mr. Lossing has more than 13 years experience in financial services, working in retirement planning, independent financial planning, and wealth management. Prior to joining Stoker Ostler Wealth Advisors Inc. he was the Manager of Investment Research and Reporting for Inlign Wealth Management. He was also part of the Investment Advisory Services team at Arthur Andersen serving high-net worth investors.</p> <p>Mr. Lossing earned his B.A. degree in Financial Administration from Michigan State University. Mr. Lossing was born in 1967.</p> <p>Gregory D. Stott</p>

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	<p>Greg Stott is a Senior Portfolio Manager for Stoker Ostler Wealth Advisors. Mr. Stott is responsible for the day-to-day investment management of a complex high net worth book of accounts. Mr. Stott works closely with clients to identify their financial objectives including risk management, growth targets, income requirements and tax planning. Mr. Stott is a member of the Stoker Ostler Wealth Advisors investment committee that sets the investment policies, stock selection and portfolio strategy for the firm.</p> <p>Prior to joining Stoker Ostler Wealth Advisors in 2005, Mr. Stott was a senior portfolio manager for JP Morgan where he managed a complex book of investments for individuals, foundations and institutions. Mr. Stott managed over \$400 million in assets and has broad experience in financial planning, managing equities, fixed income, real estate, hedge funds, and private equity strategies.</p> <p>Prior to joining JP Morgan, Mr. Stott spent five years in corporate finance with Ernst and Young and KPMG Peat Marwick. Mr. Stott represented clients in mergers, acquisitions, and private equity funding.</p> <p>Mr. Stott earned his Bachelor of Science from Brigham Young University and holds a Masters of Business Administration from the University of Minnesota in finance. He was born in 1969.</p>	
Part II, Page 4, 8.C.(1) (3) (6)	<p>Registrant is affiliated with Bank of Montreal, a Canadian banking institution; Harris N.A., an OCC Chartered bank; and The Harris Bank N.A., an OCC-chartered bank. Bank of Montreal is the sole owner of Harris Financial Corp., a U.S. bank holding company, which is an indirect owner of Stoker Ostler. While registrant does not currently share client data, information and files with its affiliated entities (including The Harris Bank N.A., Harris N.A., and other entities in the Harris/Bank of Montreal family of companies), it may do so as reasonably needed to provide clients with the investment, tax, insurance and other financial services provided under the respective engagements that the client has engaged registrant to perform, or otherwise to identify services which may address a client's financial, investment or planning objectives. See separately distributed Privacy Policy Notice for additional details.</p> <p>Affiliated Entities: SEC-registered Investment Advisors: Harris Investment Management Inc.* HIM Money, Inc. (located in Toronto, Canada) Harris SBSB Harris myCFO IAS, LLC Pyrford International Ltd (located in the UK) * Harris Investment Management, Inc. ("HIM") is the sub-adviser and portfolio manager for certain of the Virtus (formerly Phoenix Insight Funds Trust) mutual funds. As such, HIM receives sub-advisory fees for advisory services provided to the Virtus mutual funds. HIM is an investment adviser registered with the SEC and under ultimate control and ownership with Registrant (as described below).</p>	

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	<p>Broker Dealers: BMO Capital Markets Corp, FINRA/SIPC BMO Capital Markets GKST Inc., FINRA/SIPC BMO Nesbitt Burns Trading Corp S.A., FINRA/SIPC BMO Nesbitt Burns Securities Ltd, FINRA/SIPC Dual SEC-registered Investment Advisors and Broker Dealers: Harris Investor Services, Inc., FINRA/SIPC</p> <p>As part of an agreement between HIM and The Phoenix Companies, Inc. ("Phoenix") to integrate the Harris Insight Funds Trust into the Phoenix fund family, effective March 28, 2006, Phoenix Investment Counsel, Inc., (renamed Virtus Investment Advisers, Inc. ("VIP") as of October 1, 2008), a SEC-registered investment adviser located in Hartford, Connecticut, and then wholly-owned subsidiary of Phoenix Investment Partners, Ltd., a member of Phoenix, serves as the investment adviser to the Virtus (formerly Harris) Insight Funds Trust and HIM serves as a sub-adviser to various Virtus (formerly Phoenix) Funds. On January 2, 2009, Phoenix announced that the spin-off of VIP was completed on December 31, 2008 with the distribution of Virtus stock to Phoenix shareholders. In connection with the spin-off, the previously announced equity investment in VIP by Harris Bankcorp Inc., a bank affiliate of Registrant, was also completed on December 31st. VIP and its affiliates provide investment advisory and other services to the Virtus funds, for which VIP receives fees. In addition, as part of the terms of the minority investment by Harris Bancorp Inc., Barry M. Cooper and Ross F. Kappele, executives of investment management subsidiaries of BMO Financial Group are also members of the Virtus Board of Directors. Mr. Cooper is chairman of Jones Heward Investment Counsel, the Canadian institutional management division of the BMO Financial Group. Mr. Kappele is president of Guardian Group of Funds Ltd, part of BMO Financial Group's private client group.</p>
Part II, Page 5,9.E.	<p>As discussed below, Registrant has implemented an investment policy relative to personal securities transactions. This investment policy is part of Registrant's overall Code of Ethics which serves to establish a standard of business conduct for all of Registrant's Associated Persons that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.</p> <p><u>Investment Policy</u></p> <p>None of Registrant's advisory representatives may effect for himself or herself or for his or her immediate family (i.e. spouse, minor children) (collectively "Covered Persons") any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of Registrant's clients, unless in accordance with the following Firm Procedures.</p> <p><u>Firm Procedures</u></p> <p>In order to implement Registrant's investment policy, the following procedures have been put into place with respect to Registrant and its Covered Persons:</p> <p>(1) If Registrant is purchasing or considering for purchase any security on behalf of Registrant's client, no Covered Persons may transact in that security prior to the client purchase having been completed by Registrant, or until a decision has</p>

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Item of Form (identify)	Answer	
	<p>been made not to purchase the security on behalf of the client; and</p> <p>(2) If Registrant is selling or considering the sale of any security on behalf of Registrant's client, no Covered Persons may transact in that security prior to the sale on behalf of the client having been completed by Registrant, or until a decision has been made not to sell the security on behalf of the client.</p> <p><u>Exceptions</u></p> <p>(1) This investment policy has been established recognizing that some securities being considered for purchase and sale on behalf of Registrant's clients trade in sufficiently broad markets to permit transactions to be completed without any appreciable impact on the markets of the securities. Under certain circumstances exceptions may be made to the policies stated above. Records of these trades, including the reasons for the exceptions, will be maintained with Registrant's records in the manner set forth above.</p> <p>(2) Open-end mutual funds and/or the investment subdivisions which may comprise a variable insurance product are purchased or redeemed at a fixed net asset value price per share specific to the date of purchase or redemption. As such, transactions in mutual funds and/or variable insurance products by Covered Persons are not likely to have an impact on the prices of the fund shares in which clients invest, and are therefore not prohibited by Registrant's Investment Policy and Procedures.</p> <p>In accordance with Section 204A of the Investment Advisers Act of 1940, the Registrant also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Registrant or any person associated with the Registrant.</p>	
Part II, Page 5,10	Please see previous disclosure set forth at Item 1D of this Schedule F relative to account minimums.	
Items 12A and B	<p>Please see the previous responses set forth on this Schedule F to Item 1D. In addition, Registrant's general policies relative to the execution of client securities brokerage transactions are as follows:</p> <p><u>Execution of Brokerage Transactions</u> (when applicable). If requested, Registrant will arrange for the execution of securities brokerage transactions for the account through broker-dealers that Registrant reasonably believes will provide "best execution". In seeking "best execution", the determinative factor is not the lowest possible commission cost but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services including execution capability, commission rates, and responsiveness. Accordingly, although Registrant will seek competitive commission rates, it may not necessarily obtain the lowest possible commission rates for account transactions. As previously set forth in the Item 1D disclosure on this Schedule F, Registrant will neither rely upon nor receive research products and/or services from designated broker-dealers in return for effecting transactions for a client's account; and, therefore, Registrant will not utilize such products and/or services as a determinative factor in seeking "best execution."</p> <p>Over-the-Counter (OTC) securities transactions for Registrant's clients are generally</p>	

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	<p>effected on an agency basis, which involve the services of two (2) separate broker-dealers: (1) a “dealer” or “principal” acting as market-maker; and (2) the executing broker-dealer that acts in an agency capacity for the client’s account. Dealers executing principal transactions typically include a mark-up/down, which is included in the offer or bid price of the securities purchased or sold. In addition to the dealer mark-up/down, the client will also incur the transaction fee imposed by the executing broker-dealer. Registrant does not receive any portion of the dealer mark-up/down or the executing broker-dealer transaction fee.</p> <p>Transactions for each client account generally will be effected independently, unless Registrant decides to purchase or sell the same securities for several clients at approximately the same time. Registrant may (but is not obligated to) combine or "batch" such orders to obtain “best execution”, to negotiate more favorable commission rates or to allocate equitably among Registrant’s clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among Registrant's clients in proportion to the purchase and sale orders placed for each client account on any given day. To the extent that Registrant determines to aggregate client orders for the purchase or sale of securities, including securities in which Registrant's principals) and/or associated persons) may invest, Registrant shall generally do so in accordance with the parameters set forth in SEC No-Action Letter, <i>SMC Capital, Inc.</i> Registrant shall not receive any additional compensation or remuneration as a result of the aggregation.</p> <p>In the event that the transactions for a client's accounts are effected through a broker-dealer that refers investment management clients to Registrant, there exists the potential for conflict of interest if the accounts incur higher commission or transaction costs than the accounts would otherwise have incurred had the client determined to effect account transactions through alternative clearing arrangements that may have been available through Registrant.</p> <p><u>Proxy Voting Policy.</u> Unless a client directs otherwise, in writing, the Registrant shall be responsible for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the assets. The Registrant and/or the client shall correspondingly instruct each custodian of the assets to forward to the Registrant copies of all proxies and shareholder communications relating to the assets. Absent mitigating circumstances and/or conflicts of interest (to the extent any such circumstance or conflict is presented, if ever, information pertaining to how the Registrant addressed any such circumstance or conflict shall be maintained by the Registrant), it is the Registrant’s general policy to vote proxies consistent with the recommendation of the senior management of the issuer. The Registrant shall monitor corporate actions of individual issuers and investment companies consistent with the Registrant’s fiduciary duty to vote proxies in the best interests of its clients. With respect to individual issuers, the Registrant may be solicited to vote on</p>	

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	<p>matters including corporate governance, adoption or amendments to compensation plans (including stock options), and matters involving social issues and corporate responsibility. With respect to investment companies (e.g., mutual funds), the Registrant may be solicited to vote on matters including the approval of advisory contracts, distribution plans, and mergers. The Registrant shall maintain records pertaining to proxy voting as required pursuant to Rule 204-2 (c)(2) under the Advisers Act. Copies of Rules 206(4)-6 and 204-2(c)(2) are available upon written request. In addition, information pertaining to how the Registrant voted on any specific proxy issue is also available upon written request.</p>	
Item 13A	<p>Registrant currently has soft dollar arrangements with Schwab. The commission rates charged by Schwab may be lower if Registrant did not have soft dollar arrangements with Schwab. For additional information regarding these soft dollar arrangements, please see the response to Item 1D regarding investment research products or services that assist the Registrant in its investment decision-making process for its clients. All services obtained with soft dollars from Schwab fall within the safe harbor provisions of Section 28(e) of the Securities Exchange Act of 1934. In addition, although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Registrant may receive from Schwab (or other designated broker-dealer/custodian), without cost (and/or at a discount) support services and/or products that assist Registrant to better monitor and service client accounts maintained at Schwab.</p>	
Part II, Page 6, 13.B.	<p>If a client is introduced to the Registrant by either an unaffiliated (including other investment advisers and financial planners) or an affiliated solicitor, Registrant may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements. Any such referral fee shall be paid solely from the Registrant's investment management fee, and shall not result in any additional charge to the client. If the client is introduced to the Registrant by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of his/her/its solicitor relationship, and shall provide each prospective client with a copy of the Registrant's written disclosure statement as same is set forth on Part II of Form ADV, including this Schedule F, together with a copy of the written disclosure statement from the solicitor to the client disclosing the terms of the solicitation arrangement between the Registrant and the solicitor, including the compensation to be received by the solicitor from the Registrant. Any affiliated solicitor of the Registrant shall disclose the nature of his/her relationship to prospective clients at the time of the solicitation.</p> <p><u>Schwab Advisor Network™</u></p> <p>Registrant receives client referrals from Charles Schwab & Co., Inc. ("Schwab") through Registrant's participation in Schwab Advisor Network™ ("the Service"), designed to help investors find an independent investment advisor. Schwab is a broker-dealer independent of and unaffiliated with Registrant. Schwab does not supervise Registrant and has no responsibility for Registrant's management of clients' portfolios or Registrant's other advice or services. Registrant pays Schwab fees to receive client referrals through the Service. Registrant's participation in the Service may raise potential conflicts of interest described below.</p>	

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	<p>Registrant pays Schwab a Participation Fee on all referred clients' accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on all accounts that are maintained at, or transferred to, another custodian. The Participation Fee paid by Registrant is a percentage of the value of the assets in the client's account. Registrant pays Schwab the Participation Fee for so long as the referred client's account remains in custody at Schwab. The Participation Fee is billed to Registrant quarterly and may be increased, decreased or waived by Schwab from time to time. The Participation Fee is paid by Registrant and not by the client. Registrant has agreed not to charge clients referred through the Service fees or costs greater than the fees or costs Registrant charges clients with similar portfolios (pursuant to Registrant's standard fee schedule as in effect from time to time) who were not referred through the Service.</p> <p>Registrant generally pays Schwab a Non-Schwab Custody Fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from Schwab, unless the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed in custody other than at Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees Registrant generally would pay in a single year. Thus, Registrant will have an incentive to recommend that client accounts be held in custody at Schwab.</p> <p>The Participation and Non-Schwab Custody Fees will be based on assets in accounts of Registrant's clients who were referred by Schwab and those referred clients' family members living in the same household. Thus, Registrant will have incentives to encourage household members of clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab and to instruct Schwab to debit Registrant's fees directly from the accounts.</p> <p>For accounts of Registrant's clients maintained in custody at Schwab, Schwab will not charge the client separately for custody but will receive compensation from Registrant's clients in the form of commissions or other transaction-related compensation on securities trades executed through Schwab. Schwab also will receive a fee (generally lower than the applicable commission on trades it executes) for clearance and settlement of trades to be executed through Schwab rather than another broker-dealer. Registrant nevertheless acknowledges its duty to seek best execution of trades for client accounts. Trades for client accounts held in custody at Schwab may be executed through a different broker-dealer than trades for Registrant's other clients. Thus, trades for accounts custodied at Schwab may be executed at different times and different prices than trades for other accounts that are executed at other broker-dealers.</p>

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