

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

| | | | | |
|---|----------------|-----------|--------------|------------------------------|
| Name of Investment Adviser: Thornton, Cameron Mitchell, dba Cameron Thornton Associates | | | | |
| Address: (Number and Street) | (City) | (State) | (Zip Code) | Area Code: Telephone Number: |
| 290 East Verdugo Avenue, Suite 205 | Burbank | CA | 91502 | (818) 841-1746 |

**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:

Thornton, Cameron Mitchell, dba Cameron Thornton Associates

SEC File Number:

801-60855

Date:

07-20-09

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>80%</u> |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | <u> %</u> |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | <u>15%</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>3%</u> |
| <input type="checkbox"/> | (8) | Provides a timing service | <u> %</u> |
| <input checked="" type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | <u>2%</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 |
| <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 | |

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| Applicant: | SEC File Number: | Date: |
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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 type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> B. Warrants | J. Futures contracts on: |
| | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> C. Corporate debt securities (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 checked="" type="checkbox"/> (1) real estate |
| <input checked="" type="checkbox"/> F. Municipal securities | <input checked="" type="checkbox"/> (2) oil and gas interests |
| | <input checked="" 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 checked="" type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" 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 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 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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| Applicant: | SEC File Number: | Date: |
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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, 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)

- ☐ 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 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 checked="" 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 checked="" 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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| | | |
|--|-------------------|-----------------|
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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 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.

Cameron Thornton Associates provides non-discretionary investment advisory services and fee-based planning services. Cameron M. Thornton, and/or Trevor M. Cole, or an advisory associate, reviews the accounts on a regular and ongoing basis as dictated by market fluctuations, client investment needs, changes in client's investment objective or status, among other reasons.

Cameron Thornton Associates endeavors to meet with each client to review accounts on a quarterly or semi-annual basis. In addition, some clients desire to have their investment program monitored and reviewed annually. This is done through an annual review at which time financial goals and objectives are updated and re-evaluated.

Reviews are conducted by Cameron M. Thornton and/or Trevor M. Cole. Generally, each reviewer is charged with no more than 150 accounts; however, there may be exceptions made in cases where a particular reviewer is best qualified to review a particular account. All reviews are supervised by Cameron M. Thornton.

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

Clients invested in a non-discretionary advisory account receive portfolio reports prepared by Cameron Thornton Associates ("the Adviser"), based on third-party information and data deemed reliable by the Adviser. These reports summarize and analyze important portfolio information and are presented quarterly, semi-annually or annually.

Financial planning clients receive a detailed initial report that is based on comprehensive data provided by the client and reviewed and evaluated by the Adviser. Each year, the financial planning client may opt to renew the agreement, at which time a new updated plan will be prepared.

In addition to the reports prepared and distributed by the Adviser, clients receive account statements from any custodians associated with the account. This is generally a brokerage firm or a product sponsor, such as a mutual fund company. These custodians also provide a written confirmation of each transaction in the account.

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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 <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (2) amount of the securities to be bought or sold ? | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (3) broker or dealer to be used ? | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (4) commission rates paid? | Yes <input type="checkbox"/> | No <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 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: | SEC File Number: | Date: |
| Thornton, Cameron Mitchell, dba Cameron Thornton Associates | 801- 60855 | 07-20-09 |

(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: Thornton, Cameron Mitchell | IRS Empl. Ident. No.: 95-3777165 |
|--|--|

| Item of Form (identify) | Answer |
|---------------------------------|--|
| Part II, Page 2 Item 1 A (1) | <p>ADVISORY SERVICES AND FEES</p> <p>Cameron Mitchell Thornton, CFP®, CWC™ doing business as Cameron Thornton Associates, (CTA), is a Securities and Exchange Commission (SEC) Registered Investment Advisor, (Adviser) offering financial planning and investment advisory services to its clients. Such services are offered through its Investment Advisory Representatives (Advisory Representatives).</p> <p>Separate and apart from their registration as Advisory Representatives of CTA, all Advisory Representatives of CTA are also Registered Representatives of Financial Network Investment Corporation (Financial Network), a nonaffiliated broker/dealer and SEC Registered Investment Advisor. Financial Network is also a member of the Financial Industry Regulatory Authority (FINRA) and various other regulatory bodies. Financial Network does not provide any investment advisory services in conjunction with or as part of the financial planning and/or investment advisory services provided by the Adviser.</p> <p>The Adviser provides personalized investment and financial planning advice to help clients try and achieve their financial objectives and overcome their challenges. Our investment strategies are based on the concepts of Modern Portfolio Theory, which identifies the most efficient combination of assets to establish a growth or income portfolio that will help preserve assets with a risk level appropriate for each individual investor we serve. Once the asset mix has been determined, the Adviser may either manage the assets directly or recommend one or more third party money managers to help implement the allocation strategy. While our goal is to help clients achieve investment success, we offer no guarantee that our advice will result in profit or provide protection from a loss.</p> <p style="text-align: center;">The Wealth Development System™</p> <p>The Wealth Development System™ is a unique and all-inclusive wealth growth and preservation process. It enables the Adviser to assist its clients in trying to achieve their lifetime goals by eliminating the guesswork from financial planning. The Wealth Development System™ preaches discipline, diversification, patience, and adherence to long-term investment principles. Through implementation of The Wealth Development System™, the Adviser follows a general process, enumerated in the individual components of The Wealth Development System™:</p> <ol style="list-style-type: none">1. Data gathering2. Identifying client goals3. Analyzing relevant information4. Identifying problems5. Writing recommendations6. Implementing an investment strategy and ongoing review <p>The specific services provided by the Adviser include:</p> <ul style="list-style-type: none">• Assisting the client in setting and monitoring goals and objectives |

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: | SEC File Number: | Date: |
| Thornton, Cameron Mitchell, dba Cameron Thornton Associates | 801- 60855 | 07-20-09 |

(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: Thornton, Cameron Mitchell | IRS Empl. Ident. No.: 95-3777165 |
| Item of Form (identify) | Answer |
| Part II, Page 2 Item 1 A (1) Continued | <ul style="list-style-type: none"> • Building a risk management profile for the client • Reviewing the client's present financial condition • Issuing a written report of recommendations as necessary • Monitoring and tracking assets under management • Providing client with financial statements for specific periods based on the anniversary date of the account • Providing the client with periodic rate of return reports • Advising the client on steps necessary to maintain the existing asset allocation strategy through the repositioning of assets, when appropriate • Other services, as may be requested by the client <p>These services are broken down into the following individual components of The Wealth Development System™:</p> <p>The Strategic Profile Process™ — The Strategic Profile Process™ is a data gathering and fact-finding discovery methodology that clearly identifies crucial financial issues to be evaluated during a 12 to 36-month period.</p> <p>The Critical Factors Analysis™ — The Critical Factors Analysis™ is a strategic evaluation of strengths and critical weaknesses. This process whittles down gathered data to clearly identify relevant factors of a client's financial situation.</p> <p>The Breakthrough Blueprint™ — The Breakthrough Blueprint™ is an easy-to-follow roadmap designed to lead the client to the achievement of life goals. The Breakthrough Blueprint™ is developed after the completion of The Strategic Profile Process™ and The Critical Factors Analysis™. This process results in the development of a personalized Investment Policy Statement and Asset Allocation Analysis, and includes implementation of the Blueprint.</p> <p>The Strategic Monitoring System™ — The Strategic Monitoring System™ provides for the planned periodic review and evaluation of client investment assets under management and client estate planning goals. Three processes are categorized under The Strategic Monitoring System™:</p> <p>The Investment Update Service™ — The Investment Update Service™ provides for either quarterly or semi-annual portfolio evaluation, as well as the ongoing monitoring of a client's progress toward long-term goals and objectives (more information on The Investment Update Service™ follows below).</p> <p>The Annual Review Process™ — The Annual Review Process™ provides for an annual portfolio evaluation, as well as goals and objectives monitoring.</p> <p>The Estate Monitoring Process™ — The Estate Monitoring Process™ is a bi-annual review of the titling of all client assets and liabilities, including all beneficiary</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: | SEC File Number: | Date: |
| Thornton, Cameron Mitchell, dba Cameron Thornton Associates | 801- 60855 | 07-20-09 |

(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: Thornton, Cameron Mitchell | IRS Empl. Ident. No.: 95-3777165 |
|--|--|

| Item of Form (identify) | Answer |
|--|--|
| Part II, Page 2 Item 1 A (1) Continued | <p>designations. It also provides a current analysis of a client's estate tax exposure based on their existing estate plan.</p> <p>The Retirement Feasibility Solution™ — The Retirement Feasibility Solution™ is a system through which the Adviser calculates projected retirement cash flow based upon employer pension programs and an individual's Qualified and Non-Qualified assets. This process may also incorporate The Pension Maximization Analysis™ (in which strategies for cash flow maximization are reviewed with the client) or The Pension Distribution/IRA Rollover Technique™ (in which strategies for lump-sum distribution of employer pension benefits and/or other employee retirement benefits are analyzed to determine the ideal process to follow to maximize client benefit).</p> <p>The Entrepreneur's Business Enhancement Process™ — The Entrepreneur's Business Enhancement Process™ provides one-on-one and team coaching to successful entrepreneurs and their management teams. This process is designed to provide dynamic strategies to position businesses for successful long-term growth and profitability.</p> <p style="text-align: center;">The Investment Update Service™</p> <p>All services offered by the Adviser through The Investment Update Service™ are on a non-discretionary basis. The Adviser must receive written or verbal authorization from a client prior to executing a transaction on their behalf.</p> <p>The Adviser provides continuous investment supervision of client assets based on individual client needs as part of The Investment Update Service™. Clients are involved in the management of their accounts to the degree they choose, and are free to impose reasonable investment restrictions. The Adviser does not manage accounts on a discretionary basis. The Adviser welcomes calls from clients at the office any time during normal business hours. It is the responsibility of each client to keep the Adviser informed of his or her financial situation to the extent that changes in that situation may affect the most prudent course of investment action.</p> <p>The Adviser will provide investment supervisory services based on a prior-established client profile, typically documented in what is known as an Investment Policy Statement. Investment policy is determined through personal discussions in which goals and objectives based on particular circumstances are established. In general, accounts are managed in accordance with the client's individual needs, risk tolerance, objectives and reasonable investment restrictions by purchasing and/or selling securities.</p> <p>The Investment Update Service™ allows the client to maintain investments in cash and cash-equivalent assets, stocks, bonds, institutional class, no-load or load-waived mutual funds, load mutual funds, variable annuity sub-accounts, variable life insurance sub-accounts and other asset types for a percentage of the assets being managed.</p> <p>Securities execution, custodial and other administrative services are provided by Financial Network Investment Corporation (Financial Network) and its clearing firm, Pershing LLC</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: | SEC File Number: | Date: |
| Thornton, Cameron Mitchell, dba Cameron Thornton Associates | 801- 60855 | 07-20-09 |

(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: Thornton, Cameron Mitchell | IRS Empl. Ident. No.: 95-3777165 |
| Item of Form (identify) | Answer | |
| Part II, Page 2 Item 1 A (1) Continued | <p>(Pershing), or by other firms, such as mutual fund companies, variable annuity sponsors, variable life insurance sponsors, and others. In no event will the Adviser or Financial Network accept or maintain custody of a client's funds or securities for an Investment Update Service™ account.</p> <p>In their separate capacity as Registered Representatives of Financial Network, the Advisory Representatives of the Adviser and Financial Network are subject to certain FINRA supervisory obligations which have caused Financial Network to select Pershing as an approved third-party clearing broker/dealer, which executes trades, settles securities transactions and custodies client assets on behalf of the Adviser and its Advisory Representatives.</p> <p>Factors considered in selecting Pershing include its existing broker/dealer clearing relationship with Financial Network, its extensive financial strength, reputation, reporting, execution pricing and research. Financial Network and Pershing charge commission rates which are generally considered discounted from customary retail commission rates. However, the commissions and/or ticket charges charged by Financial Network and Pershing may be higher or lower than those charged by other broker-dealer/custodians. Further, the fees charged by Financial Network and Pershing, or any other designated broker-dealer/custodian, are exclusive of, and in addition to, the Adviser's investment management fees. In addition, the clients shall also incur charges imposed at the mutual fund level (e.g. management fees and other fund expenses).</p> <p>The current Ticket Charges that are charged by Financial Network and Pershing to the Adviser are summarized as follows:</p> <p>Listed Equities - \$19.00 plus (+) \$0.015 cents per share.</p> <p>OTC Equities - \$22.00</p> <p>Exchange Traded Fund (ETF) - \$22.00</p> <p>Listed Corporate Bonds - \$30.00 per ticket plus \$1.00 per bond</p> <p>OTC Corporate Bonds - \$35.00 per ticket</p> <p>Municipal Bonds - \$40.00 per ticket</p> <p>Treasuries - \$35.00 per ticket</p> <p>Agencies and Zeros - \$45.00 per ticket</p> <p>Money Market Instruments, including Certificates of Deposit and Commercial Paper - \$45.00 per ticket</p> <p>No-Load Mutual Funds - \$20.00</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

| | | |
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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: Thornton, Cameron Mitchell | IRS Empl. Ident. No.: 95-3777165 |
| Item of Form (identify) | Answer | |
| Part II, Page 2 Item 1 A (1) Continued | <p>Unit Investment Trusts - \$30.00 per ticket</p> <p>Load Mutual Funds at NAV - \$11.00</p> <p>Mutual Fund Exchanges - \$4.00 round trip</p> <p>Based on the type of transaction, Financial Network/Pershing will generate a corresponding confirmation of the trading activity. Depending on the transaction type, these Ticket Charges will be reported as either a "Commission" or "Trade Cost" on the confirmation.</p> <p>A postage and handling charge of \$4.00 per transaction and certain other miscellaneous charges are also applicable. This charge will be reported on the confirmation as a "Service Charge."</p> <p>Before making recommendations or developing investment strategies, the Adviser will obtain financial data to help determine risk tolerance and set goals.</p> <p>Investors who participate in the Investment Update Service™ are individuals who invest with a long-term focus. These investors understand the long-term nature of an investment plan and understand that patience is an important virtue when seeking to achieve financial goals. It is important that the Adviser be apprised of changes to the client's financial situation and investment objectives as they may occur along the way.</p> <p>Recommendations for, or purchases of, mutual fund investments will be based on research reports, fund and manager performance analysis, computerized and other asset allocation models. Recommendations for, or purchases of, other securities will be based on publicly available research and reports.</p> <p>Each client participating in The Investment Update Service™ will receive confirmations from Pershing, or other account custodians, of every transaction within the account. They will receive monthly statements directly from Pershing or the custodian for any month in which there was account activity. They will also receive detailed performance reports from the Adviser that include data provided by Pershing, mutual funds, other custodians, and other sources deemed to be reliable by the Adviser in accordance with their report cycle. Because of the relationship among the Adviser, Financial Network and Pershing, charges and fees for the execution of transactions in The Investment Update Service™ account may be higher than other accounts available through Pershing, Financial Network, directly with mutual fund or annuity companies, or through unrelated broker/dealers.</p> <p style="text-align: center;">The Investment Update Service™ Fees and Account Termination</p> <p>The annual management fee for The Investment Update Service™ is negotiable and based on the value of assets in the account (not including the value of any limited partnership or similar illiquid investment). Fees typically run between .6% and 1.0% per year. However a</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

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| Applicant: | SEC File Number: | Date: |
| Thornton, Cameron Mitchell, dba Cameron Thornton Associates | 801- 60855 | 07-20-09 |

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| Part II, Page 2 Item 1 A (1) Continued | <p>minimum annual fee of \$2,500 applies. Transaction charges for trade executions may be earned in part by the Adviser, Financial Network and Pershing. Annualized investment advisory service fees are described in detail in the Investment Update Service™ Client Service Agreement signed by each client. The client should review, in detail, the Client Service Agreement for specific charges related to the client's account.</p> <p>Sometimes accounts are opened with assets already existing in a Pershing account. Commissions and transaction charges may already have been earned on these accounts by Financial Network, Pershing, other product sponsors, such as mutual fund or annuity companies, or Advisory Representatives of the Adviser.</p> <p>The Investment Update Service™ account fees are paid in arrears, upon receipt of an invoice, following every investment cycle. Cycles are quarterly or semiannually as described in the Client Service Agreement. The fee is payable following the first investment cycle. The fee is based on the account value at the end of the cycle. Thereafter, fees are payable following each successive investment or billing cycle. Additional deposits to the account are subject to the same fee procedures.</p> <p>Other fees unrelated to the account's investment advisory/management services may include retirement plan administration fees or account termination fees and will vary from account to account. In all instances, the Adviser will provide the client with appropriate documentation and information to explain other account charges and fees.</p> <p>Fees will not be based upon a share of capital gains or capital appreciation of the funds or any portion of the funds of an advisory client. Clients should also note that fees for comparable services vary and lower fees for comparable services may be available from other sources.</p> <p>The Adviser may not change the account fees payable by a client for an Investment Update Service™ account without 30 days prior written notice.</p> <p>The client shall have the right to terminate their IUS Client Service Agreement without penalty or incurring advisory fees within five (5) business days of the date set forth on this Agreement. If this Agreement is terminated after five (5) business days, any earned fees will be due and all unearned fees will be refunded.</p> <p style="text-align: center;">Terminology</p> <p>The client should be familiar with several terms used throughout this document:</p> <ul style="list-style-type: none"> • Mutual Fund Prospectus – A detailed document provided by each mutual fund company. A copy of the prospectus is provided to the client at or before the time of purchase of any mutual fund. The contents of the fund prospectus are a valuable resource and should be carefully reviewed by the client. • Load Mutual Funds – Mutual funds with a front-end load or deferred sales charge payable to Financial Network and the Advisory Representative. |

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| Part II, Page 2 Item 1 A (1) Continued | <ul style="list-style-type: none"> Institutional Class and No-Load Mutual Funds – Mutual funds with no front end or deferred sales charge payable to Financial Network and the Advisory Representative. <p>In both examples (load and no-load), and in money market funds, ongoing fees, such as internal administrative expenses, distribution expenses, and other advisory fees may apply. The mutual fund prospectus is the best source of further information regarding these fees. At times, a load fund may be available at Net Asset Value or NAV (i.e. without commission). In these situations, a conflict of interest exists if the Advisory Representative invests in the load versus the NAV fund. Such purchases will be conducted solely on a non-discretionary basis, providing the client with prior disclosure of the circumstances and costs.</p> 12(b)1 – Annual distribution charges, named in accordance with the statute under which they are paid. <p>A portion of the 12(b)1s are paid to the Advisory Representative, thereby providing an incentive to the Advisory Representative to offer mutual funds that pay 12(b)1s. Again, the best source of detailed information regarding any fund fees, including the 12(b)1s, is its prospectus.</p> |
| Part II, Page 2 Item 1 A (3),(7),(9) | <p>FINANCIAL PLANNING SERVICES</p> <p>The Adviser offers financial planning services to select individuals, families, pension and profit-sharing plans, trusts, corporations, and others. As CERTIFIED FINANCIAL PLANNERS™, Cameron M. Thornton and Trevor M. Cole lead the planning process, responsibly assisting clients to identify their individual goals and objectives. The Adviser offers a wide range of financial planning services to clients in the form of The Wealth Development System™, a unique and all-inclusive wealth growth and preservation process. The Wealth Development System™ preaches discipline, diversification, patience, and adherence to long-term investment principles, and enables the Adviser to try and assist clients in achieving their lifetime goals by eliminating the guesswork from financial planning. The Adviser employs a long-term focus, seeking reasonable and realistic goals. The Adviser also supplies analyses and recommendations as to actions and strategies necessary to attain the stated goals and objectives.</p> <p>The Wealth Development System™ is discussed in detail in Item 1(A)1 of this document.</p> <p>To fulfill the various processes associated with The Wealth Development System™, the Adviser utilizes proprietary methods and calculations, based largely on Cameron M. Thornton's personal experience as a CERTIFIED FINANCIAL PLANNER™ and on his other financial services industry experience.</p> <p>The financial planning work for a client will usually include general recommendations for a course of activity or specific actions to be taken by a client. Recommendations may be made that clients obtain insurance or revise existing coverage, establish retirement</p> |

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| Part II, Page 2 Item 1 A (3),(7),(9) Continued | <p>accounts, increase or decrease funds in savings accounts or invest in securities. The Adviser may develop retirement, estate or tax plans or refer clients to an accountant or attorney.</p> <p>As part of the financial planning analysis and engagement, the Adviser and its Advisory Representatives may assist clients in determining their investment goals and objectives; risk tolerance and retirement time horizons. The Adviser may then recommend an initial asset allocation to fund certain long-term objectives such as buying a home, planning for college or retirement, etc.</p> <p>For retirement assets held outside the control of the Adviser and Financial Network, such as external pension, profit sharing, 401(k) and 403(b) plans, clients will be responsible for implementing all recommendations accepted. Further, the Adviser will neither provide <i>Continuous Supervisory</i> or <i>Portfolio Monitoring</i> services for such accounts nor receive ongoing, asset-based compensation. However, clients will be able to engage Advisory Representatives to conduct a review of such accounts on a periodic or annual basis for an hourly or fixed-fee.</p> <p>The professional fees for financial planning, including components of estate planning ranges from \$85 per hour to \$750 per hour, but may also be billed on a flat per-project basis. Such flat per-project fees will typically range between \$5,000 and \$50,000, subject to negotiation.</p> <p>Fees for financial planning will vary according to the complexity of the engagement. The current hourly fees charged by the Adviser are summarized as follows:</p> <p>Advisory Supervisor Cameron M. Thornton, CFP®, CWC™ - an hourly fee range between \$300 to \$750 per hour. The actual fee to be charged for Mr. Thornton's professional time will be determined based on the scope and risk of the engagement.</p> <p>Advisory Representative and Senior Associate Trevor M. Cole, CFP® – an hourly fee of \$175 per hour.</p> <p>Advisory Representative Robert D. Crawford – an hourly fee of \$150 per hour.</p> <p>Staff Paraplanner – an hourly fee of \$100 per hour.</p> <p>Other support staff, including Database Manager and Case Writer – an hourly fee of \$85 per hour.</p> <p>All fees paid to the Adviser for financial planning services are separate from the fees and expenses charged to shareholders of mutual fund shares by the mutual funds. A complete explanation of these expenses is contained in the mutual fund prospectus. Clients are encouraged to read the fund prospectus for details regarding the fees and costs associated with the investment.</p> |

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| Part II, Page 2 Item 1 A (3),(7),(9) Continued | <p>Clients sign a Financial Planning Service Agreement prior to the onset of the Adviser's research and evaluation. The Financial Planning Service Agreement describes, in detail, the scope of each client's individual plan and other important aspects of the planning process, such as a reasonable time frame for completion, availability of annual renewal, cost of the plan or the renewal, and other information. Termination of the Financial Planning Service Agreement may be made in writing by either party. Upon termination, the Adviser will refund any unused portion of the fee.</p> | |
| Part II, Page 3 Item 3 K (3) | <p>TYPES OF INVESTMENTS</p> <p>The Adviser may suggest partnerships that invest in equipment leasing and cable television, among other investments. Clients owning any Limited Partnership units are advised that such units are generally illiquid, long-term investments. Partnership values may significantly differ from original cost. If any Limited Partnership holdings are shown unpriced, accurate valuation information may not be available. In that event, the client should refer to reports received from the general partner with regard to the current operation and status of the investment. When Limited Partnerships are valued, such values reflect only the general partner's evaluation. There is no assurance that this value would be realized upon the sale of these units or the conclusion of the program.</p> | |
| Part II, Page 3 Item 4 A(5) | <p>METHODS OF ANALYSIS, SOURCES OF INFORMATION AND INVESTMENT STRATEGIES</p> <p>In addition to fundamental research, the Adviser utilizes a proprietary method for researching and preparing the various processes associated with The Wealth Development System™. The method involves investment research gleaned from industry sources and the background and experience of the Adviser himself.</p> <p>The Adviser closely follows the asset allocation strategies developed by Harry Markowitz and Bill Sharpe. In general, these strategies demand a long-term perspective of a minimum of 5 to 10 years. The analysis of asset classes includes the development of average historical rates of return, standard deviation and correlation coefficients between the asset classes. An asset mix is developed that fits the client's respective risk tolerance with data generally derived from Morningstar, Inc.</p> | |
| Part II, Page 4 Item 5 | <p>EDUCATION AND BUSINESS STANDARDS</p> <p>The Adviser requires that Advisory Representatives have at least three years of securities industry experience and appropriate FINRA licensure. Further emphasis is placed on the individuals' education, including courses of study in financial planning. All Advisory Representatives are required to meet the standards for all continuing education requirements. In their capacity as Financial Network Registered Representatives they must participate in general compliance courses and training conducted by Financial Network in its capacity as their broker/dealer.</p> | |

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| Part II, Page 4 Item 5 Continued | All staff of the Adviser are encouraged to pursue post-high school and graduate education, industry certification, and other pertinent continuing education in addition to that which is required by the securities industry. |
| Part II, Page 4 Item 6 | <p>EDUCATION AND BUSINESS BACKGROUND—ADVISORY ASSOCIATES</p> <p>Cameron Mitchell Thornton, b. 09/30/1954</p> <p>Mr. Thornton is the Principal, Advisory Supervisor, and Chief Compliance Officer of Cameron Thornton Associates. Concurrently, Mr. Thornton is a Registered Principal and Investment Advisory Supervisor of Financial Network Investment Corporation (Financial Network), a Broker/Dealer and SEC Registered Investment Advisor. Mr. Thornton has been associated with Financial Network since 1983. Mr. Thornton became a CERTIFIED FINANCIAL PLANNER™ in 1986, and a Certified Wealth Consultant™ in 2007.</p> <p>University of Southern California, BA, Psychology, 1976 University of La Verne, Master of Business Administration, 1983</p> <p>Trevor Michael Cole, b. 07/05/1973</p> <p>Mr. Cole is an Advisory Associate and Director of Compliance of Cameron Thornton Associates. Mr. Cole is also a Registered Principal and Registered Representative of Financial Network, a Broker/Dealer and SEC Registered Investment Advisor. Mr. Cole has been associated with Financial Network since 2003. From 1996 to 2000, Mr. Cole was the Database Manager for Cameron Thornton Associates. During the period of 2000-2003 he was a recruiter for sales and marketing executives. Mr. Cole returned to Cameron Thornton Associates as the Senior Associate in 2003. Mr. Cole became a CERTIFIED FINANCIAL PLANNER™ in 2007.</p> <p>California State University, Northridge, BS, Business Administration – Finance, 1998</p> <p>Robert Douglas Crawford, b. 8/21/1953</p> <p>Mr. Crawford is an Advisory Associate of Cameron Thornton Associates, and is also a Registered Representative and Investment Advisory Associate of Financial Network, a Broker/Dealer and SEC Registered Investment Advisor. Mr. Crawford has been associated with Financial Network since 1998. In addition, Mr. Crawford is the owner of Robert Crawford Consulting (since 1998), and has been associated with Cameron Thornton Associates as a Senior Associate and Senior Consultant since 1996. Previously, Mr. Crawford was employed by Lockheed Martin, an aerospace company, as a program coordinator (1984-1996).</p> <p>University of Southern California, BS, Business and Finance, 1975 Pepperdine University, Master of Business Administration, 1986</p> |

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| Part II, Page 4 Item 7 A, B | <p>OTHER BUSINESS ACTIVITIES / OUTSIDE BUSINESS ACTIVITIES</p> <p>Associated persons of the Adviser are Registered Representatives of Financial Network and insurance agents/brokers of various insurance companies. In such capacities, associated persons of the Adviser may receive the normal commissions and/or other compensation.</p> <p>Since 1983, Cameron M. Thornton, CFP®, CWC™ has owned and operated a tax preparation practice. Associated persons of the Adviser are registered tax preparers with the California Tax Education Council.</p> <p>In 2006, Cameron M. Thornton, CFP®, CWC™ established a family legacy and philanthropy consultancy. Working in his role as a Certified Wealth Consultant™ within the structure of The Heritage Institute's The Heritage Process™, this business is guided by the idea that a bridge must be built between traditional financial and estate planning and the family so that an orderly and successful transition of a family's values along with their wealth can occur.</p> <p>These services account for approximately 35% of the Adviser's time.</p> |
| Part II, Page 4 Item 8 C (1), (3) | <p>OTHER FINANCIAL INDUSTRY ACTIVITIES OR AFFILIATIONS</p> <p>Advisory Representatives of the Adviser are registered securities representatives of Financial Network, a registered broker/dealer, member FINRA, and a registered investment adviser. Financial Network is a diversified financial services company engaged in the sale of specialized investment products. Advisory Representatives of the Adviser may recommend securities or insurance products offered by Financial Network and receive normal commissions if products are purchased through them. Thus, a conflict of interest exists between the interests of the Advisory Representatives and those of the advisory clients. The clients are under no obligation to purchase products recommended by these Advisory Representatives or to purchase products either through these Advisory Representatives or Financial Network.</p> <p>Under the rules and regulations of the FINRA, Financial Network has obligations to maintain records and perform other functions regarding certain aspects of the investment advisory activities of its Registered Representatives in relation to certain advisory accounts for which its Registered Representatives provide investment advice. These obligations require Financial Network to coordinate with, and have the cooperation of, the account custodian. In order to fulfill its obligation, Financial Network has established a list of custodian and brokerage firms with which it has arranged to obtain the required cooperation and which, therefore, may be utilized for custody of accounts directly advised either by Registered Representatives of Financial Network who are investment advisers or other investment advisory entities which are affiliated with Registered Representatives of Financial Network. In certain instances, Financial Network will collect, as paying agent for the Adviser, the investment advisory fee remitted to the Adviser by the account custodian,</p> |

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| Part II, Page 4 Item 8 C (1), (3) Continued | and Financial Network will retain a portion as a charge to the investment advisor (not the client) for the functions Financial Network is required to carry out by FINRA. This fee will not increase execution or brokerage charges to the client or the fee the client has agreed to pay to the Adviser pursuant to the client's advisory agreement. A portion of the fee retained by Financial Network may be re-allowed to other Registered Representatives of Financial Network who, as Registered Representatives of Financial Network, are responsible for the supervision of other representatives and assist Financial Network with the functions described above. | |
| Part II, Page 4 Item 8 C (9) | Associated persons of the Adviser are insurance agents/brokers of various insurance companies. In such capacities, associated persons of the Adviser may receive the normal commissions and/or other compensation. | |
| Part II, Page 4 Item 8 C (11) | Robert D. Crawford is a State of California Department of Real Estate registered real estate broker. | |
| Part II, Page 5 Item 9 | <p>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</p> <p>The Adviser has adopted a Code of Ethics for the purpose of instructing its personnel in their ethical obligations and to provide rules for their personal securities transactions. The Adviser and its personnel owe a duty of loyalty, fairness and good faith towards their clients, and the obligation to adhere not only to the specific provisions of the Code but to the general principles that guide the Code. The Code of Ethics covers a range of topics that may include: general ethical principals, reporting personal securities trading, exceptions to reporting securities trading, reportable securities, initial public offerings and private placements, reporting ethical violations, distribution of the Code of Ethics, review and enforcement processes, amendments to Form ADV and supervisory procedures. The Adviser will provide a copy of the Code of Ethics to any client or prospective client upon request.</p> | |
| Part II, Page 5 Item 9 B, D | Advisory Representatives may recommend to clients the purchase of investment products in which it or a related entity may have some financial interest, including the receipt of compensation. Certain mutual funds (and/or their related persons) in which a client may invest, make payments to broker/dealers. Such payments may be distributed pursuant to a 12(b)1 distribution plan or pursuant to another arrangement as compensation for distribution or administrative services and may be paid out of the fund's assets. Advisory Representatives of the Adviser in their capacities as Registered Representatives of Financial Network may receive such fees or other compensation to the extent permitted by applicable law. A fund that imposes a front-end sales load, but which waives that front-end sales load for purchases made on behalf of the client's account ("front-end load" fund at Net Asset Value), may bear 12(b)1 distribution or services fees in excess of .25% of a client's accounts' net assets invested in such fund. The 12(b)1 fee, deferred sales charges, and other fee arrangements will be disclosed upon request of the client and are typically described in the applicable fund's prospectus. Because of these compensation | |

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| Part II, Page 5 Item 9 B, D Continued | arrangements, a conflict of interest exists in connection with the recommendation of particular mutual fund investments for a client's account. |
| Part II, Page 5 Item 9 E | At times, the interests of the Adviser or its Advisory Representatives' accounts may coincide with the interests of clients' accounts'; however, at no time will the Adviser or any related person receive an added benefit or advantage over clients with respect to these transactions. The Adviser will maintain a record of personal securities transactions. All rules and regulations of the Investment Advisers Act of 1940 will be strictly enforced. The Adviser will not permit insider trading and has implemented procedures to ensure that its policy regarding insider trading is being observed by Advisory Representatives and associated staff. |
| Part II, Page 5 Item 10 | CONDITIONS FOR MANAGING ACCOUNTS The Adviser imposes an account minimum of \$250,000. The Adviser may, at its sole discretion, elect to raise or to waive the minimum. |
| Part II, Page 6 Item 12 B | INVESTMENT OR BROKERAGE DISCRETION The Adviser's Advisory Representatives are Registered Representatives of Financial Network and may suggest that clients execute transactions through Financial Network. If clients freely choose to execute transactions through Financial Network, such Advisory Representatives may receive the normal commissions and/or other compensation. Registered Representatives of Financial Network who are also independent Investment Advisers are limited to securities products that are offered by Financial Network. Other suitable investment products may be available through other broker/dealers or investment advisers. A conflict of interest exists because of Financial Network and the Adviser's duty to provide unbiased advice to clients and the potential receipt of commissions on transactions effected through Financial Network. |
| Part II, Page 6 Item 13 A | ADDITIONAL COMPENSATION Through the supervision of Financial Network, an associated person of the Adviser (Advisory Representative) may act as a solicitor and refer clients to third party money managers. Full disclosure will be provided at the time of solicitation pursuant to Rule 206(4)-3 of the Investment Advisers Act of 1940. Among the third party programs to which the Adviser and Advisory Representatives may refer clients is Financial Network's Preferred Asset Management program which is a proprietary asset management program offered by Financial Network. |

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| Part II, Page 6 Item 13 A Continued | <p>Through a selling agreement that Financial Network has with Loring Ward Advisor Services (Loring Ward), a division of LWI Financial Inc., an Advisory Representative of the Adviser may assist clients in establishing asset-class portfolios serviced by Loring Ward. Loring Ward develops, offers, and makes available to Advisory Representatives of the Adviser, an investment planning service referred to as Structured Investing and Structured Investing Advantage used to help educate clients about the benefits of asset allocation and diversification, to document client suitability information, and to help investors determine their preferred asset allocation percentages. These accounts are managed in accordance with the client's individual needs, risk tolerance, objectives, and reasonable investment restriction, which are expressed in an asset allocation model.</p> <p>Structured Investing accounts are invested wholly in mutual funds managed by Loring Ward known as the SA Funds. Loring Ward provides quarterly reports of performance and account holdings, historical performance and transaction data. In addition, Loring Ward provides a quarterly rebalancing service designed to keep portfolios consistent with the client's desired allocation amounts. The Structured Investing program also provides a mechanism for the collection of investment advisory fees payable to Financial Network. Financial Network then passes a percentage of the fees collected to the corresponding Advisory Representative of the Adviser. Loring Ward receives no fees from the Adviser or their clients for these services; however, Loring Ward receives investment advisory and administrative fees and shareholder servicing fees as advisor of the SA Funds.</p> <p>Clients may choose to invest Structured Investing Advantage account assets in shares of mutual funds managed by Loring Ward (the SA Funds), other institutional class mutual funds, no-load or load-waived mutual funds, individual stocks, bonds, commercial paper, and municipal or U.S. government securities. Loring Ward benefits if clients choose to invest in SA Funds through internal mutual fund expenses paid directly to them. Loring Ward provides quarterly reports of performance and account holdings, historical performance and transaction data and a quarterly rebalancing service designed to keep portfolios consistent with the client's desired allocation. The Structured Investing Advantage program also provides a mechanism for collection of investment advisory fees payable to Financial Network. Financial Network then passes a percentage of the fees collected to the corresponding Advisory Representative of the Adviser. For the services it provides, Loring Ward receives an administration fee on all Non-SA Fund assets held in Structured Investing Advantage accounts. (Administration fees previously charged will not be refunded in the event a client sells assets and uses the proceeds to purchase shares of SA Funds). Users of Structured Investing Advantage are under no obligation to purchase shares of SA Funds or to subscribe to any of Loring Ward's affiliated products or services.</p> <p>Structured Investing and Structured Investing Advantage Management Fee Schedule (blended rate):</p> <table border="0"> <tr> <td></td> <td style="text-align: right;"><u>Per Annum</u></td> </tr> <tr> <td>First \$1,000,000</td> <td style="text-align: right;">1.00%</td> </tr> <tr> <td>Amounts between \$1,000,001 to \$2,000,000</td> <td style="text-align: right;">0.80%</td> </tr> <tr> <td>Amounts above \$2,000,001</td> <td style="text-align: right;">0.60%</td> </tr> </table> | | | <u>Per Annum</u> | First \$1,000,000 | 1.00% | Amounts between \$1,000,001 to \$2,000,000 | 0.80% | Amounts above \$2,000,001 | 0.60% |
| | <u>Per Annum</u> | | | | | | | | | |
| First \$1,000,000 | 1.00% | | | | | | | | | |
| Amounts between \$1,000,001 to \$2,000,000 | 0.80% | | | | | | | | | |
| Amounts above \$2,000,001 | 0.60% | | | | | | | | | |

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:

**Thornton, Cameron
Mitchell, dba Cameron
Thornton Associates**

SEC File
Number:

801- 60855

Date:

07-20-09

(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: Thornton, Cameron Mitchell | IRS Empl. Ident. No.: 95-3777165 | | | | | | | | | | | | | | |
|--|--|--|------------------|---|-------|---|-------|---|-------|---|-------|---|-------|--|-------|
| Item of Form (identify) | Answer | | | | | | | | | | | | | | |
| Part II, Page 6 Item 13 A Continued | <p>Administration and Servicing Fees for Structured Investing Advantage: Loring Ward's administrative fee is not applied to assets invested in shares of SA Funds. In calculating and collecting these fees due on a clients Structured Investing Advantage account, Loring Ward will determine the applicable rate of payment based on the gross value of the account, and multiply the annualized percentage thereby determined by the value of all assets in the clients account not invested in shares of SA Funds. Client agrees and understands that Loring Ward will calculate and distribute its quarterly fees according to the following schedule:</p> <table data-bbox="430 720 1232 932"> <thead> <tr> <th></th> <th><u>Per Annum</u></th> </tr> </thead> <tbody> <tr> <td>For accounts valued from \$0 to \$249,999</td> <td>0.90%</td> </tr> <tr> <td>For accounts valued from \$250,000 to \$499,999</td> <td>0.55%</td> </tr> <tr> <td>For accounts valued from \$500,000 to \$999,999</td> <td>0.40%</td> </tr> <tr> <td>For accounts valued from \$1,000,000 to \$1,999,999</td> <td>0.35%</td> </tr> <tr> <td>For accounts valued from \$2,000,000 to \$4,999,999</td> <td>0.30%</td> </tr> <tr> <td>For accounts valued from \$5,000,000 and above</td> <td>0.25%</td> </tr> </tbody> </table> | | <u>Per Annum</u> | For accounts valued from \$0 to \$249,999 | 0.90% | For accounts valued from \$250,000 to \$499,999 | 0.55% | For accounts valued from \$500,000 to \$999,999 | 0.40% | For accounts valued from \$1,000,000 to \$1,999,999 | 0.35% | For accounts valued from \$2,000,000 to \$4,999,999 | 0.30% | For accounts valued from \$5,000,000 and above | 0.25% |
| | <u>Per Annum</u> | | | | | | | | | | | | | | |
| For accounts valued from \$0 to \$249,999 | 0.90% | | | | | | | | | | | | | | |
| For accounts valued from \$250,000 to \$499,999 | 0.55% | | | | | | | | | | | | | | |
| For accounts valued from \$500,000 to \$999,999 | 0.40% | | | | | | | | | | | | | | |
| For accounts valued from \$1,000,000 to \$1,999,999 | 0.35% | | | | | | | | | | | | | | |
| For accounts valued from \$2,000,000 to \$4,999,999 | 0.30% | | | | | | | | | | | | | | |
| For accounts valued from \$5,000,000 and above | 0.25% | | | | | | | | | | | | | | |

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