

FORM ADV

OMB APPROVAL	
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Uniform Application for Investment Adviser Registration

Part II - Page 1

Name of Investment Adviser: First Allied Securities, Inc.					
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
655 W. Broadway, 12 th Floor San Diego, CA 92101					(619) 702-9600

**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.)

Applicant:

First Allied Securities, Inc.

SEC File Number:

801-47805

Date:

02/18/2009

Definitions for Part II

Related person -- Any officer, director or partner of applicant or any person directly or indirectly controlling, controlled by, or under common control with the applicant, including any non-clerical, non-ministerial employee.

Investment Supervisory Services -- Giving continuous investment advice to a client (or making investments for the client) based on the individual needs of the client. Individual needs include, for example, the nature of other client assets and the client's personal and family obligations.

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.

Applicant:

(See instruction below.)

ESTIMATED

- | | |
|--|------|
| <input checked="" type="checkbox"/> (1) Provides investment supervisory services | 60 % |
| <input checked="" type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services | 20 % |
| <input checked="" type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above | 10 % |
| <input type="checkbox"/> (4) Issues periodicals about securities by subscription | % |
| <input type="checkbox"/> (5) Issues special reports about securities not included in any service described above | % |
| <input type="checkbox"/> (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | % |
| <input checked="" type="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities | 5 % |
| <input type="checkbox"/> (8) Provide a timing service | % |
| <input checked="" type="checkbox"/> (9) Furnishes advice about securities in any manner not described above | 5 % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its 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 checked="" 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 checked="" type="checkbox"/> B. Banks or thrift institutions | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

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

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

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Equity Securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> I. Options contracts on: |
| <input checked="" type="checkbox"/> (3) foreign issuers | <input checked="" type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> B. Warrants | |
| | <input type="checkbox"/> J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities
(other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | |
| | <input type="checkbox"/> 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"/> (2) oil and gas interests |
| <input checked="" type="checkbox"/> F. Municipal securities | <input checked="" type="checkbox"/> (3) other (explain on Schedule F) |
| | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) |
| <input type="checkbox"/> G. Investment company securities: | |
| <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 checked="" type="checkbox"/> Charting | (4) <input checked="" 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 checked="" type="checkbox"/> Timing services |
| (2) <input checked="" 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 checked="" type="checkbox"/> Other (explain on Schedule F) |

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

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

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

Applicant:

First Allied Securities, Inc.

SEC File Number:

801-47805

Date:

02/18/2009

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 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.)

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

Applicant:

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02/18/2009

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.

Review – For accounts managed on a continuous basis, the Investment Adviser Representative (IAR) servicing the account is responsible for reviewing the accounts at least once a quarter. Some IARs are supervised by a Designated Registered Principal (“DRP”). In these cases the DRP is obliged to review the accounts at least quarterly and is responsible for ongoing supervision of the IAR. In addition, the home office Compliance and Supervision Departments are provided with exception reports that help to identify problem situations. Exception reports are designed to detect transactions in designated securities, excessive transactions, front-running, and suitability. Clients may be sent activity letters when their account exhibits a change in trading pattern, or a large number of transactions in a single month.

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

Confirms of all buys and sells are sent to the client by the custodian, unless the client opts to suppress confirmations. Statements are provided to the client from the custodian at least quarterly if there is no activity and monthly if there is activity. In addition Clients may receive a quarterly performance report. IARs may meet with clients as frequently as is agreed or as requested by the client or IAR, but are encouraged to meet with clients at least annually. Clients may receive reports generated by Albridge at the discretion of the investment adviser representative assigned to the account. Reports generated by Albridge use an internal rate of return or the Modified-Dietz method of calculating performance.

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

Applicant:

First Allied Securities, Inc.

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801-47805

Date:

02/18/2009

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 ☒

Answer all items. 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:
First Allied Securities, Inc.	801-47805	02/18/2009

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: First Allied Securities, Inc.	IRS Empl. Ident. No.: 11-3152836
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Item of Form (identify)	Answer
Item 1A(1)(2)(3) (7) (9), 1D	<p>First Allied Securities, Inc. ("FASI") is a fully disclosed, full service broker-dealer and Registered Investment Adviser, clearing its business primarily through J.P. Morgan Clearing Corp. a wholly-owned subsidiary of JPMorgan Chase & Co. ("JP Morgan") and Pershing, LLC ("Pershing"). First Allied's principal activities include retail and institutional private client services, including but not limited to providing advice with respect to financial markets and executing securities transactions as a broker or dealer. First Allied is a member of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investor Protection Corporation ("SIPC"), and a member of the National Futures Association.</p> <p>First Allied Securities, Inc. (First Allied), its affiliated representatives, and solicitors provide a variety of services designed to meet the varying investment advisory and related needs of individual and institutional clients. Each program described in this brochure offers some or all of the following services for a fee: selection of or assistance in selecting an investment adviser, ongoing evaluation and review of investment advisers, evaluation and review of portfolio composition, execution, reports of activity in a client's account, financial planning and consultation on client assets. Some programs may charge small transaction charges to defray the costs of trade execution. Day-to-day portfolio management of client accounts may be undertaken by affiliated registered investment advisers, independent unaffiliated investment management firms or by First Allied's Investment Adviser Representatives ("IARs").</p> <p>Unless otherwise noted, the annual fee is payable quarterly in advance, based on the asset value of the account(s) on the last calendar day of each calendar quarter. The fee will be payable on the business day following the end of the previous calendar quarter. The fee for the portion of the first quarter the account(s) is managed will be calculated on a pro rata basis. In the event a large deposit occurs mid-quarter, the fee will be recalculated at quarter-end and the account will be billed a second fee, in arrears, on the additional deposits.</p> <p>Certain of the programs and services described below involve day-to-day portfolio management systems of investment management firms retained by the client. Information about each manager is available upon request.</p> <p>FIRST ALLIED ETF SELECT</p> <p>First Allied ETF Select ("ETF Select") is a wrap-fee program offering services that include portfolio management by affiliated investment advisers and investment advisory services by IARs or representatives of solicitors (collectively referred to "IARs"), execution services, or custodial and cash management services. Clients in ETF Select work with an IAR to determine an investment objective and, upon determining that ETF Select is appropriate for the client, selecting a suitable ETF Select portfolio.</p> <p>Portfolios in ETF Select are managed by Advanced Equities Asset Management, Inc., ("AEAM") an affiliate registered investment adviser.</p> <p>First Allied, through its IARs, will obtain sufficient client information to be able to assist the client in determining their investment objectives and financial goals. Using the guidance provided by the IAR, the client selects a core portfolio from those included in the ETF Select program. AEAM individually manages a client's portfolio held at Pershing. First Allied does not manage ETF Select accounts and does not exercise any discretion in ETF Select accounts.</p> <p>In this program the client enters into an investment advisory agreement with First Allied (the wrap sponsor) and with Advanced Equities Asset Management ("AEAM"). Although clients are not prohibited from directly contacting AEAM, clients are encouraged to work directly with their FASI IAR.</p>

Schedule F - Page 1

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:
First Allied Securities, Inc.	801-47805	02/18/2009

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:	IRS Empl. Ident. No.: 11-3152836
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Item of Form (identify)	Answer
	<p>The highest annual fee payable for ETF Select accounts (other than ERISA and IRA accounts as set forth below) is 2.50% (0.6275% per quarter) , payable quarterly in advance, based on the asset value of the account(s) on the last calendar day of each calendar quarter. For ERISA and IRA accounts, FASI utilizes an offset method to account for certain 12b-1 and other marketing payments that FASI may receive, and so the stated highest annual fee for ERISA and IRA ETF Select accounts is 2.75%, although in all cases the maximum annual fee amount actually deducted from the ERISA and IRA client accounts will be 2.5%, with the balance of 0.25% being offset through FASI's receipt, if any, of 12b-1 and other marketing payments from certain mutual fund companies.</p> <p>Fees are negotiable based on a number of factors, which may result in a client paying a fee which is less than the highest annual fee, or more or less than other ETF Select clients.</p> <p>The IAR is compensated with a portion of the fee. The amount of this compensation may or may not be more than that which would be received by the IAR if the client paid separately for investment advice, brokerage and other services, or participated in other programs offered by First Allied. The IAR may therefore have a financial incentive to recommend the program over other programs and services.</p> <p>AEAM is compensated with a portion of the fee. The amount of this compensation may or may not be more than AEAM would have received if the client paid separately for AEAM's or other third-party managers' investment advice or participated in other programs. AEAM may have a financial incentive to recommend the program over other programs or services.</p> <p>Details of the ETF Select program can be found in the First Allied Form ADV Schedule H.</p> <p>FIRST ALLIED MANAGED ACCOUNT COMMAND</p> <p>First Allied Managed Account Command ("MAC") is a wrap-fee program offering services that include investment advice by third-party investment advisers, reporting, execution services, or custodial and cash management services. Through a relationship with Pershing/Lockwood, clients in the MAC program work with a FASI representative or solicitor's representative (collectively referred to as "IARs") to develop an investment policy statement and select one or more participating third-party investment advisers to manage their assets. First Allied, through its IARs, will obtain sufficient client information to be able to assist the client in determining their investment objectives and financial goals. Using the guidance provided by the IAR, the client selects their participating investment adviser (the "Participating Adviser") from among those advisers included in the MAC program. Each Participating Adviser individually manages a client's portfolio held at Pershing. First Allied does not manage MAC accounts and does not exercise any discretion in MAC accounts. Participating Advisers in the MAC program are selected by FASI from advisers determined by Pershing/Lockwood through a due diligence process.</p> <p>Although the majority of Participating Advisers are all independently registered and not affiliated with First Allied, clients may utilize Advanced Equities Asset Management, an affiliate registered investment adviser, through MAC. In this program the client enters into an investment advisory agreement with First Allied (the wrap sponsor) and with the selected Participating Adviser. Although clients are not prohibited from directly contacting the Participating Adviser retained to manage their accounts, clients are encouraged to work directly with their IAR.</p> <p>MAC fees are based on a percentage of assets under management, with "breakpoints" (fee reductions) for larger accounts. Fees are negotiable, payable quarterly in advance, based on the asset value of the account(s) on the last calendar day of each calendar quarter. The fee will be payable on the business day following the end of the previous calendar quarter. Fees for any partial billing period will be prorated. Participating Adviser fees are included in the MAC fee. For equity and balanced accounts, fees generally range from 2.50% to 3.00%; and for fixed income accounts, from 1.50% to 2.00%.</p> <p>Details of the MAC program can be found in the First Allied Form ADV Schedule H.</p>

Schedule F - Page 2

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:
First Allied Securities, Inc.

SEC File Number:
801-47805

Date:
02/18/2009

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident. No.: 11-3152836
Item of Form (identify)	Answer	
	<p>ADVISOR CHOICE MANAGEMENT</p> <p>In the Advisor Choice Management program ("ACM"), First Allied IARs recommend pre-approved investment management firms to manage client accounts. First Allied has entered into agreements with various wrap-fee providers such as JP Morgan's Stratis, PMC, Lockwood, Brinker Capital, and others. In these programs First Allied provides money manager search and monitoring, trade execution, custodial services and performance reporting for a single all inclusive wrap fee. Custodians include JP Morgan, Pershing, Schwab, First Clearing or other approved custodians. The custodian provides clients with confirmations of all transactions and with monthly account statements, unless the client opts to suppress these confirmations. The sponsor also provides clients with a quarterly review of their accounts, containing statistical reviews and analyses of the accounts.</p> <p>The minimum account size for these programs varies from \$100,000 to \$1,000,000 depending on the individual investment manager. In the ACM program, the IAR analyzes the client's investment objectives and recommends one or more investment management firm(s) to manage assets in accordance with those objectives.</p> <p>Such investment managers are all independently registered. While most managers are not affiliated with First Allied, Advanced Equities Asset Management ("AEAM"), an affiliated registered investment adviser, may manage ACM accounts. Clients who select AEAM will receive a copy of AEAM's Form ADV Part II.</p> <p>In this program the client enters into an investment advisory agreement with First Allied (the wrap sponsor) and with the selected investment management company. Although clients are not prohibited from directly contacting the investment management firm retained to manage their accounts, clients are encouraged to work directly with their IAR.</p> <p>ACM clients work with an IAR to establish the investment objectives of their accounts. The IAR will assist the client in selecting one or more investment management firms to provide day-to-day portfolio management of client accounts based on each client's objectives and circumstances.</p> <p>All investment managers are evaluated by the wrap program sponsors and/or First Allied before being considered eligible to participate in the ACM program. Each such manager provides the product sponsor with relevant documentation, which may include sample portfolios, asset allocation histories, copies of Form ADV, past performance information, marketing literature, key personnel biographies and other relevant documents.</p> <p>The continued recommendation of investment managers is subject to ongoing review by the wrap sponsor. The sponsor and First Allied periodically review a broad range of factors in order to determine whether the manager is likely to be successful in meeting client objectives going forward. Factors considered include investment performance, staffing, operational issues, disciplinary history and financial conditions. If, as a result of its ongoing evaluation, First Allied finds it necessary and in the client's best interest to either remove the investment management company from its approved list or recommend the termination of the management firm, First Allied will inform the client and attempt to obtain the client's permission to terminate the relationship. In the event that the client requests the continued management of the client's assets by a terminated manager, the client may be allowed to maintain such relationship.</p> <p>ACM is available only on the basis of an all inclusive wrap fee paid to First Allied. This fee covers all the services described above, as well as custody of securities, execution of trades and the fee charged by the investment manager.</p> <p>Fees range from .50% to 3%, depending upon the investment manager, the type of account (equity, balanced, fixed income) and the size of the account.</p>	
Schedule F - Page 3		

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:
First Allied Securities, Inc.

SEC File Number:
801-47805

Date:
02/18/2009

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident. No.: 11-3152836															
Item of Form (identify)	Answer																
	<p>Fees are negotiable based on a number of factors, including the types of securities invested in, and the investment management company, which may result in a client paying a fee which is more or less than the client might pay by obtaining the investment manager's services through another avenue. Fees are prorated and payable quarterly in advance. The portion of the wrap fee paid to the investment manager ranges from the annual rate of 0.50% to 1.25% (at the highest level) of assets under management.</p> <p>The IAR is compensated with a portion of the fee. The amount of this compensation may or may not be more than that which would be received by the IAR if the client paid separately for investment advice, brokerage and other services. The IAR may therefore have a financial incentive to recommend the program over other programs or services.</p> <p>PRIME ASSET MANAGEMENT PROGRAM</p> <p>The Prime Asset Management ("PAM") program offers discretionary management services to clients. Discretionary authority may be limited to mutual funds, depending on the investment vehicle and the IAR. The minimum account size for such an account is \$25,000. The minimum may be waived by the IAR and First Allied under certain circumstances. Waivers may be granted in situations where a client intends to make additional contributions to the account sufficient to meet the minimum or if the IAR manages accounts for family members of the prospective client, bringing the overall family account values to the minimum account size.</p> <p>PAM accounts are managed by affiliated individuals registered as an IAR through First Allied, and are held to compliance guidelines established by the First Allied compliance department</p> <p>IARs assist their clients by determining investment objectives and risk tolerance ("Investor Profile"). The IAR is responsible for ongoing review of the account, regular communication with the client, portfolio re-balancing as necessary, and attempting to equate the performance of the account with the investment objectives of the client. Account activity is reviewed quarterly by First Allied personnel.</p> <p>Accounts are custodied at JP Morgan, Pershing, or another approved custodian. The accounts are charged a fee and small transaction charges that cover investment advisory services, custody of securities and trade execution with or through First Allied. Fees paid for First Allied investment advisory services are separate from fees and expenses charged to shareholders of mutual fund shares by the mutual fund. A complete explanation of these expenses is contained in the mutual fund prospectus. First Allied and IARs receive 12b(1) fees for investments in mutual funds.</p> <p>The standard annual fees for equity, balanced and fixed income accounts in the program are as follows:</p> <table border="1"> <thead> <tr> <th></th> <th><u>Qtr.</u></th> <th><u>Annual</u></th> </tr> </thead> <tbody> <tr> <td>First \$25,000 to \$250,000</td> <td>0.5%</td> <td>2.0%</td> </tr> <tr> <td>\$250,000 to \$750,000</td> <td>0.437%</td> <td>1.75%</td> </tr> <tr> <td>\$750,000 to \$2,000,000</td> <td>0.312%</td> <td>1.25%</td> </tr> <tr> <td>amount over \$2,000,000</td> <td></td> <td>negotiable</td> </tr> </tbody> </table>			<u>Qtr.</u>	<u>Annual</u>	First \$25,000 to \$250,000	0.5%	2.0%	\$250,000 to \$750,000	0.437%	1.75%	\$750,000 to \$2,000,000	0.312%	1.25%	amount over \$2,000,000		negotiable
	<u>Qtr.</u>	<u>Annual</u>															
First \$25,000 to \$250,000	0.5%	2.0%															
\$250,000 to \$750,000	0.437%	1.75%															
\$750,000 to \$2,000,000	0.312%	1.25%															
amount over \$2,000,000		negotiable															
Schedule F - Page 4																	

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:
First Allied Securities, Inc.

SEC File Number:
801-47805

Date:
02/18/2009

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident. No.: 11-3152836
Item of Form (identify)	Answer	
	<p>The transaction fee is charged to defray the costs associated with trade execution. Each clearing firm may charge additional transaction charges, depending on the type of security, such as a foreign securities transaction fee or securities registration fee; charges by the clearing firm are not included in the First Allied transaction charge and are the responsibility of the client. Although the transaction charge may be identified under the commission column on the confirmation, it represents a reimbursement of transaction costs and not commissions. The IAR does not receive any portion of the transaction charge. The transaction charges are detailed on the service fee schedule for each clearing firm.</p> <p>Clients may pay more or less in transaction fees, depending on the clearing firm where their account is custodied. Additional account servicing fees may be assessed by the clearing firm. Please ask the IAR for the current client service schedule for the respective clearing firm where the account is custodied.</p> <p>Fees may be negotiable based upon a number of factors including, but not limited to, the type and size of the account and the range of services provided by the portfolio manager. Fees are payable quarterly and in advance. Where the portfolio manager and client agree to use mutual funds as an investment vehicle, clients may be charged a separate investment advisory fee and other expenses by the mutual fund as stated in the mutual fund prospectus, which is provided to the client. First Allied and IARs also receive 12b(1) fees for investments in mutual funds.</p> <p>PRIME ASSET MANAGEMENT II PROGRAM</p> <p>Prime Asset Management II (PAM II) is a wrap-fee program offering discretionary management services to clients. Discretionary authority may be limited to mutual funds, depending on the investment vehicle and the IAR. The minimum account size for such an account is \$50,000. The minimum may be waived by the IAR and First Allied under certain circumstances. Waivers may be granted in situations where a client intends to make additional contributions to the account sufficient to meet the minimum or if the IAR manages accounts for family members of the prospective client, bringing the overall family account values to the minimum account size.</p> <p>IARs assist clients in determining their financial goals and risk tolerance, and selecting investments. The IAR is responsible for ongoing review of the account, regular communication with the client, portfolio re-balancing as necessary, and attempting to equate the performance of the account with the investment objectives of the client. First Allied and the custodian execute trades for client accounts; and provide custody, performance monitoring, reporting, and other services for a single asset-based fee.</p> <p>PAM II fees are based on a percentage of assets under management, with "breakpoints" (fee reductions) for larger accounts. Fees are negotiable, payable quarterly in advance, based on the asset value of the account(s) on the last calendar day of each calendar quarter. The fee will be payable on the business day following the end of the previous calendar quarter. Fees for any partial billing period will be prorated. Fees generally range from 1.75% to 2.50%.</p> <p>Details of the PAM II program can be found in the First Allied Form ADV Schedule H.</p>	

Schedule F - Page 5

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: First Allied Securities, Inc.	SEC File Number: 801-47805	Date: 02/18/2009
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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: First Allied Securities, Inc.	IRS Empl. Ident. No.: 11-3152836
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Item of Form (identify)	Answer																					
	<p>PROFESSIONAL FUND MANAGEMENT</p> <p>The Professional Fund Management (“PROFUND”) program offers discretionary management services through investments in "no-load" mutual funds and "load" mutual funds purchased at net asset value and/or without deduction for sales charges, and cash. The minimum account size for such an account is \$50,000. The minimum may be waived in certain circumstances.</p> <p>First Allied shall appoint an Investment Strategist to develop, monitor and manage on an ongoing basis five model portfolios consisting of a pre-selected, pre-qualified group of mutual funds. IARs will assist their clients by determining investment objectives and selecting the most appropriate of the five model portfolios. Information from the Investor Profile is utilized to determine the client's tolerance to risk. The IAR and client select the model portfolio that offers diversification consistent with the appropriate level of risk and investment objective.</p> <p>First Allied reserves the right, at its sole discretion, to replace or appoint an alternative Investment Strategist if it deems such action to be in the best interest of the investors. Affiliated registered investment advisers may be appointed as Investment Strategist.</p> <p>The determination of the pre-selected, pre-qualified mutual funds to be included in the model portfolios will be made by First Allied. First Allied may at its own discretion add new funds or remove existing funds from this list if it deems such action to be in the best interest of the investors.</p> <p>The IAR is responsible for ongoing review of the account, regular communication with the client, and determining that the model portfolio selected is appropriate with regard to the client's investment objective. Periodically, the IAR will communicate with the client to reconfirm the client's investment objectives and risk tolerance. Account activity is reviewed quarterly by First Allied personnel.</p> <p>Accounts are custodied at JP Morgan, Pershing, or another approved custodian. The account is charged a fee and small transaction charges which cover investment advisory services, custody of securities and trade execution with or through First Allied. Fees paid for First Allied investment advisory services are separate from fees and expenses charged to shareholders of mutual fund shares by the mutual fund. A complete explanation of these expenses is contained in the mutual fund prospectus. First Allied and IARs also receive 12b(1) fees for investments in mutual funds.</p> <p>The standard annual fees for all five model portfolios in the program are as follows:</p> <table><tr><td></td><td><u>Account Size</u></td><td><u>Annual Fee</u></td></tr><tr><td>On the first</td><td>\$250,000</td><td>1.75%</td></tr><tr><td>On the next</td><td>\$500,000</td><td>1.65%</td></tr><tr><td>On the next</td><td>\$1,250,000</td><td>1.55%</td></tr><tr><td>Over \$2,000,000</td><td></td><td>Negotiable</td></tr></table> <p>The transaction fee is charged to defray the costs associated with trade execution. Although the transaction charge is identified under the commission column on the confirmation, it represents a reimbursement of transaction costs and not commissions. The IAR and the Investment Strategist do not receive any portion of the transaction charge. The transaction charges are as follows:</p> <table><tr><td>MUTUAL FUNDS</td><td>CHARGE PER TRANSACTION</td></tr><tr><td>"No-Load" funds</td><td>\$19.50</td></tr><tr><td>"Load" funds at NAV</td><td>\$19.50</td></tr></table>		<u>Account Size</u>	<u>Annual Fee</u>	On the first	\$250,000	1.75%	On the next	\$500,000	1.65%	On the next	\$1,250,000	1.55%	Over \$2,000,000		Negotiable	MUTUAL FUNDS	CHARGE PER TRANSACTION	"No-Load" funds	\$19.50	"Load" funds at NAV	\$19.50
	<u>Account Size</u>	<u>Annual Fee</u>																				
On the first	\$250,000	1.75%																				
On the next	\$500,000	1.65%																				
On the next	\$1,250,000	1.55%																				
Over \$2,000,000		Negotiable																				
MUTUAL FUNDS	CHARGE PER TRANSACTION																					
"No-Load" funds	\$19.50																					
"Load" funds at NAV	\$19.50																					

Schedule F - Page 6

Schedule F - Page 6

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:
First Allied Securities, Inc.	801-47805	02/18/2009

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: First Allied Securities, Inc.	IRS Empl. Ident. No.: 11-3152836
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Item of Form (identify)	Answer												
	<p>Additional account servicing fees may be assessed by the clearing firm. Please ask the IAR for the current client service schedule for the respective clearing firm where the account is custodied.</p> <p>As of January 2009, no new PROFUND accounts will be accepted.</p> <p>FINANCIAL ADVISORY NETWORK</p> <p>The Financial Advisory Network ("FAN") program is a commission-based discretionary advisory product. This product is appropriate for clients who prefer to allow the IAR to exercise discretion in their account and who would rather pay commissions on a transactional basis (rather than a management fee as a percentage of assets in the account). The client pays customary brokerage commissions and related transactions charges. The IAR maintains discretion over all securities in the account, after receiving approval from FASI to exercise full discretion. Accounts are custodied at JP Morgan, Pershing, or another approved custodian. Either party may terminate the contract at any time upon written notice to the other party. The client receives transaction confirmations and account statements from the custodian quarterly or monthly, if there has been activity in the account.</p> <p>OTHER INVESTMENT ADVISORY PROGRAMS</p> <p>Assetmark</p> <p>First Allied has entered into an agreement with AssetMark Investment Services. AssetMark is an unaffiliated registered investment advisor. AssetMark developed their managed account program, which allows the arrangement of a customized asset allocation portfolio through which IARs can access both strategic models and quality mutual funds. AssetMark's asset allocation models are developed through portfolio optimization by leading institutional strategists, including Value Line Quantitative Research Group, Standard & Poors, Wells Fargo Nikko and other "quantitative" methods of security analysis. IARs are provided with AssetMark's point of sale asset allocation software. This fully automated software selects and re-balances model portfolios and assists with proper documentation in account management and maintenance. This is accomplished by profiling the client with an automated questionnaire, selecting a proposed model portfolio and accessing daily and historical account positions.</p> <p><u>Fee Schedule</u></p> <p>The standard annual fees for the AssetMark program are as follows:</p> <table> <tr> <th><u>Account Size</u></th><th><u>Annual Fee</u></th></tr> <tr> <td>On the first \$250,000</td><td>1.95%</td></tr> <tr> <td>On the next \$250,000</td><td>1.80%</td></tr> <tr> <td>On the next \$500,000</td><td>1.60%</td></tr> <tr> <td>On the next \$1,000,000</td><td>1.30%</td></tr> <tr> <td>Over \$2 million</td><td>1.00%</td></tr> </table> <p>The First Allied IAR will periodically review the AssetMark reports, the client's current financial objectives and assist the client in understanding and evaluating the AssetMark services and performance. Detailed information regarding the AssetMark program is disclosed in the Form ADV Part II of AssetMark.</p> <p>BTS/Bond Timing, Inc.</p> <p>First Allied has entered into an agreement with BTS/Bond Timing, Inc. ("BTS"). BTS is an unaffiliated Registered Investment Adviser who specializes in market timing and risk management. The accounts are custodied directly at the mutual fund and there is a \$10,000 minimum account size. The BTS annual fee structure is as follows:</p>	<u>Account Size</u>	<u>Annual Fee</u>	On the first \$250,000	1.95%	On the next \$250,000	1.80%	On the next \$500,000	1.60%	On the next \$1,000,000	1.30%	Over \$2 million	1.00%
<u>Account Size</u>	<u>Annual Fee</u>												
On the first \$250,000	1.95%												
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On the next \$1,000,000	1.30%												
Over \$2 million	1.00%												

Schedule F - Page 7

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:
First Allied Securities, Inc.	801-47805	02/18/2009

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: First Allied Securities, Inc.	IRS Empl. Ident. No.: 11-3152836
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Item of Form (identify)	Answer																																																											
	<table><tr><th><u>Account Size</u></th><th><u>Annual Fee</u></th></tr><tr><td>Under \$100,000</td><td>2.9%</td></tr><tr><td>\$100,000-\$499,000</td><td>2.0%</td></tr><tr><td>\$500,000-\$999,999</td><td>1.5%</td></tr><tr><td>\$1,000,000-\$5,000,000</td><td>1.0%</td></tr><tr><td>Over \$5,000,000</td><td>Negotiable</td></tr></table> <p>The First Allied IAR will review the BTS accounts, the client's current financial objectives and assist the client in understanding and evaluating the BTS services and performance. Detailed information regarding the BTS program is disclosed in the Form ADV Part II of BTS/Bond Timing, Inc.</p> <p>RTE Asset Management</p> <p>First Allied has entered into an agreement with RTE Asset Management (“RTE”). RTE is an unaffiliated Registered Investment Adviser who specializes in tactical asset allocation and market timing. These accounts are custodied with First Trust Co. or Charles Schwab and there is a \$25,000.00 minimum account size. The RTE annual fee structure is as follows:</p> <table><tr><th><u>Account size</u></th><th><u>Annual Fee</u></th></tr><tr><td>Under \$100,000</td><td>2.2%</td></tr><tr><td>Next \$400,000</td><td>2.0%</td></tr><tr><td>Next \$500,000</td><td>1.75%</td></tr><tr><td>Next \$1 million</td><td>1.5%</td></tr><tr><td>Over \$2 million</td><td>Negotiable</td></tr></table> <p>JP Morgan Consultant’s Edge</p> <p>First Allied provides advisory services through the Consultant’s Edge Program (the “Program”) sponsored by JP Morgan Clearing Corp. (“JP Morgan”). Through the Program, First Allied IARs will assist clients in selecting discretionary money managers, mutual funds and/or exchange-traded funds (each a “Fund”). While Adviser is solely responsible for selecting which money managers and Funds are presented to clients, JP Morgan or a third party with which it may contract determines which money managers and Funds are available through the Program. JP Morgan and its affiliates provide execution and custody services. Clients pay an asset-based fee, which will be specified in the client agreement, for services provided by JP Morgan and its affiliates and any money manager(s) selected. Clients generally will pay a separate fee to First Allied as set forth below:</p> <table><tr><th>Account Balance</th><th>Equity 1</th><th>Equity 2</th><th>Fixed Income</th><th>Mutual Funds/ ETFs</th></tr><tr><td>Up to \$100,000</td><td>2.00%</td><td>2.05%</td><td>1.35%</td><td>1.25%</td></tr><tr><td>\$100,000 to \$500,000</td><td>2.00%</td><td>2.05%</td><td>1.35%</td><td>1.00%</td></tr><tr><td>\$500,000 to \$1 million</td><td>1.55%</td><td>1.60%</td><td>1.47%</td><td>0.85%</td></tr><tr><td>\$1 million to \$2 million</td><td>1.50%</td><td>1.55%</td><td>1.07%</td><td>0.63%</td></tr><tr><td>\$2 million to \$5 million</td><td>1.57%</td><td>1.60%</td><td>1.12%</td><td>0.66%</td></tr><tr><td>over \$5 million</td><td>1.63%</td><td>1.65%</td><td>1.15%</td><td>0.70%</td></tr></table> <p>For additional information about the fees and termination provisions associated with the Program, see the Consultant’s Edge Program Disclosure Brochure, which will be provided to Consultant’s Edge clients that enter the Program and upon request.</p>	<u>Account Size</u>	<u>Annual Fee</u>	Under \$100,000	2.9%	\$100,000-\$499,000	2.0%	\$500,000-\$999,999	1.5%	\$1,000,000-\$5,000,000	1.0%	Over \$5,000,000	Negotiable	<u>Account size</u>	<u>Annual Fee</u>	Under \$100,000	2.2%	Next \$400,000	2.0%	Next \$500,000	1.75%	Next \$1 million	1.5%	Over \$2 million	Negotiable	Account Balance	Equity 1	Equity 2	Fixed Income	Mutual Funds/ ETFs	Up to \$100,000	2.00%	2.05%	1.35%	1.25%	\$100,000 to \$500,000	2.00%	2.05%	1.35%	1.00%	\$500,000 to \$1 million	1.55%	1.60%	1.47%	0.85%	\$1 million to \$2 million	1.50%	1.55%	1.07%	0.63%	\$2 million to \$5 million	1.57%	1.60%	1.12%	0.66%	over \$5 million	1.63%	1.65%	1.15%	0.70%
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Schedule F - Page 8

Schedule F - Page 8

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: First Allied Securities, Inc.	SEC File Number: 801-47805	Date: 02/18/2009
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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: First Allied Securities, Inc.	IRS Empl. Ident. No.: 11-3152836
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Item of Form (identify)	Answer
	<p>FTJ FundChoice</p> <p>First Allied has entered into an agreement with FTJ FundChoice. FTJ FundChoice is an unaffiliated Registered Investment Adviser who provides re-balancing of model portfolios of mutual funds managed by First Allied investment adviser representatives. FTJ FundChoice accounts are custodied at Mid Atlantic Trust Co. Client fees are up to 2.0% of the assets under management. Up to 0.30% of this fee is retained by FTJ FundChoice. Clients may pay lower fees for accounts valued over \$5 million. Clients may also pay an annual account maintenance fee to FTJ FundChoice. Detailed information regarding the FTJ FundChoice program is disclosed in the Form ADV Part II of FTJ FundChoice.</p> <p>ADVISORPort</p> <p>First Allied has entered into an agreement with ADVISORPort, Inc. so that First Allied IARs may utilize ADVISORPort's managed account platform. Accounts through this platform will be custodied at Pershing, LLC. ADVISORPort accounts may be managed by a third-party manager or by the First Allied IAR. Quarterly performance reports are prepared and distributed by ADVISORPort.</p> <p>Client will pay an all-inclusive fee for advisory services, brokerage, custody and processing services offered by First Allied and ADVISORPort, not to exceed 2.5% of the account value. For accounts managed by a First Allied IAR, clients pay a transaction charge that is not to exceed \$100 per transaction. ADVISORPort, First Allied and IAR receive a portion of the fee. If a third-party manager is utilized, the manager also receives a portion of the fee. Fees may be negotiable based upon a number of factors including, but not limited to, the type and size of the account and the range of services provided by the portfolio manager. Fees are payable quarterly and in advance. Where the portfolio manager and client agree to use mutual funds as an investment vehicle, clients may be charged a separate investment advisory fee and other expenses by the mutual fund as stated in the mutual fund prospectus, which is provided to the client. First Allied and IARs may also receive 12b(1) fees for investments in mutual funds.</p> <p>OTHER SERVICES OFFERED THROUGH FASI</p> <p>Certain IARs may manage investment advisory accounts by providing Investment Supervisory Services that are not part of any of the programs previously described. Certain IARs may manage advisory accounts not involving investment supervisory services that are not part of any of the programs previously described. IARs may manage accounts on a discretionary or non-discretionary basis, based upon the client's stated risk tolerance, market sophistication and financial goals. Account supervision is guided by the stated objectives of the client (i.e., maximum capital appreciation, growth, income, or growth and income).</p> <p>Individually Managed Accounts</p> <p>Each portfolio is designed to meet a particular investment goal which the IAR has determined is suitable to the client's circumstances. Once the appropriate portfolio has been determined, the portfolio will be continuously managed based on the portfolio's goal, and on each client's individual needs. Each client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio, which, if applicable, should be stated, in writing, in the Investment Management Agreement in the space provided.</p> <p>When appropriate to the needs of the client, IAR may recommend the use of trading (securities sold within 30 days), short sales, margin transactions and/or option writing. Because these investment strategies involve a generally higher degree of risk, they will only be recommended when consistent with the client's stated tolerance for risk and investment objectives.</p>
	Schedule F - Page 9

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:
First Allied Securities, Inc.

SEC File Number:
801-47805

Date:
02/18/2009

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident. No.: 11-3152836
Item of Form (identify)	Answer	
	<p>METHODS OF IAR COMPENSATION FOR MANAGED ACCOUNTS</p> <p>Advisory clients are advised that lower fees for comparable services may be available from other sources. Fees for the services described immediately above may be any of the following:</p> <p>Percentage of Assets Under Management</p> <p>The annual fee for portfolio management will be charged as an annual percentage of assets under management, according to the schedule shown below: Fees for these accounts are negotiable but are not to exceed 3% annually.</p> <p>Certain IARs may impose a minimum dollar requirement of assets under management. IAR will disclose the fee range to the client in advance of any advisory services and the fee charged to each client will be established prior to any service and will be based on both the nature and total dollar value of that account.</p> <p>IARs may charge fees in advance on a quarterly basis, or in arrears on a quarterly or semi-annual basis.</p> <p>For those IARs billing in advance, accounts will be debited in advance at the beginning of each calendar quarter or calendar month based upon the month end values (market value, or fair market value in the absence of market value, of the account on the last business day of the previous calendar quarter or calendar month, plus any credit balance or minus any debit balance), of the client's account during the previous quarter or month.</p> <p>For those IARs billing in arrears, accounts will be debited in arrears at the end of each calendar period based upon the month end values (market value, or fair market value in the absence of market value, of the account on the last business day of the calendar period, plus any credit balance or minus any debit balance), of the client's account.</p> <p>In certain circumstances, all fees and account minimums may be negotiable.</p> <p>The fee charged is calculated as described above and is not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client (SEC Rule 205 (a)(1)).</p> <p>Fixed/Flat Fees</p> <p>IARs may charge a fixed or flat rate for investment advice and/or advisory services. This fee is negotiable at the discretion of the IAR and shall be disclosed to the client in advance of rendering any advisory service. These fees may be payable in advance or in arrears for a period of time to be specified in the investment management agreement and agreed to in writing by both the client and the IAR.</p> <p>COMMISSIONS AND 12-B-1 FEES</p> <p>Mutual Fund Fees and Expenses</p> <p>All fees paid to FASI for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. Fees and expenses charged by mutual funds are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. The IAR may receive a portion or all of this sales charge/commission in their separate capacities as Financial Consultants. IAR may also receive 12(b)1 fees in this manner.</p> <p>A client may also have the ability to invest in a mutual fund directly, without the services of FASI and/or the IAR. In that case, the client would not receive the services provided by FASI and/or IAR which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by FASI and/or the IAR to fully understand the total amount of fees to be paid by the client.</p> <p style="text-align: center;">Schedule F - Page 10</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: First Allied Securities, Inc.	SEC File Number: 801-47805	Date: 02/18/2009
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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: First Allied Securities, Inc.		IRS Empl. Ident. No.: 11-3152836
Item of Form (identify)	Answer	
	<p>Insurance and Annuities IARs may at times provide advice to clients regarding life insurance and annuities for a fee. If the client implements this advice through the IAR, the IAR may receive additional compensation in the form of a commission from the life insurance/annuity company. The IAR receives this commission in their separate capacity as insurance agents or brokers.</p> <p>Brokerage Charges/Commissions IARs may provide advice to clients regarding brokerage products. If the client implements this advice through the IAR, the IAR may receive additional compensation in the form of brokerage commissions from FASI. FASI pays transaction-based commissions in its separate capacity as a FINRA member broker dealer. The IAR would receive this commission in their separate capacity as a Financial Consultant. This method of compensation would be fully disclosed to the client on the trade confirmation.</p> <p>For managed client accounts involving any brokerage commissions and/or transaction charges, a schedule of these commission/transaction charges must be included in the Investment Management Agreement prior to execution of the contract by both the client and IAR.</p> <p>Fees may be waived for brokerage commissions at the IAR's discretion.</p> <p>INFORMATION ON ALL PROGRAMS In all the investment advisory programs offered by First Allied, the IAR will assist the client in completing adequate suitability information to formulate recommendations for the account by completing an account information form. These profiles contain the financial data and general information necessary to set the appropriate investment objectives for the managed accounts. The IAR will then submit the completed profile to the corporate office for final approval and review.</p> <p>Custody of accounts may be at JP Morgan, Pershing, or through another approved custodian. The use of an outside custodian will not change the fee structure. The custodian provides clients with confirmation of all transactions and monthly account statements, unless the client has opted for confirmation suppression where offered. For most products, First Allied or, in the case of wrap fee programs, a co-sponsor or the wrap-fee sponsor, provides clients with a quarterly performance report of their accounts, containing statistical reviews and analyses of the accounts.</p> <p>Fees may be paid direct by the client or client may authorize the custodian holding client funds and securities to deduct First Allied advisory fees directly from the client account in accordance with statements prepared and submitted to the custodian by First Allied. The custodian will provide periodic account statements to the client no less than quarterly. Such statements will reflect all fee withdrawals by First Allied. It is the client's responsibility to verify the accuracy of the fee calculation. The custodian will not determine whether the fee is properly calculated.</p> <p>Clients who participate in the programs or retain the services described in this brochure and who pay inclusive fees for a variety of services may pay more or less for such services than if they purchase such services separately. Factors that bear upon the cost of First Allied fee-based programs in relation to the cost of the same services if purchased separately include the type and size of the account, the expected number of trades in the account, the range of supplementary advisory and client related services provided to the account, among other things.</p> <p>In addition to the fees specified above and any dealer mark-ups, clients of First Allied may pay additional fees, certain odd lot differentials, exchange fees, transfer taxes, electronic funds and wire transfer fees, custodial fees in connection with trust service. In addition to fees paid for First Allied advisory services, mutual funds charge an additional advisory or management fee.</p> <p style="text-align: center;">Schedule F - Page 11</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: First Allied Securities, Inc.	SEC File Number: 801-47805	Date: 02/18/2009
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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:		IRS Empl. Ident. No.: 11-3152836
Item of Form (identify)	Answer	
	<p>A portion of the fees and charges imposed by First Allied programs offered herein may be paid to the IAR, investment managers, and co-sponsors. The amount of the fees received by the IAR may or may not be greater if the client participates in a wrap fee program instead of paying separately for investment advice, brokerage and other services. The portion of the fee received by IARs may vary, based on the total relationship between the IAR and FASI. Because of this the IAR may have a financial incentive to recommend certain alternative methods of paying program fees and charges (e.g. wrap fee) over other alternatives (e.g. fee plus commission).</p> <p>Transactions are effected "net," (i.e., without commission), and a portion of the fee is generally considered as being in lieu of commissions. The client should consider that, depending on activity in the account, clients may pay more or less if they were to effect the transactions in a brokerage account.</p> <p>The Account may be terminated by any party at any time upon five days written notice to the others. Client agrees that such termination will not affect the liabilities or obligations of the parties under this Agreement which arise from transactions initiated prior to termination. Notwithstanding anything to the contrary herein, Client shall have the right to terminate the Agreement without fee or penalty within five (5) business days of the execution of this Agreement. If the Account is liquidated as the result of a termination notice, Account assets will be payable to Client within ten (10) days of liquidation, subject to normal brokerage settlement terms. If Client sends written notice to terminate this Agreement after five (5) business days of execution of this Agreement, Client will receive a pro-rated refund of the pre-paid fee for the applicable quarter based upon the number of days remaining in the quarter after termination.</p> <p>Should the IAR terminate his/her relationship with FASI and the client's account remains with FASI, FASI may assign the account to an IAR who is registered in the client's home state.</p> <p>As part of its internal compliance program, First Allied has adopted policies and procedures imposing certain conditions on transactions for accounts of its IARs and associated persons. Such policies and procedures are designed to prevent any improper conduct when potential conflicts of interest may exist with respect to a client, among other things. Additionally, restrictions are periodically imposed by First Allied to address potential conflicts of interest arising from First Allied's business as a broker-dealer. First Allied adopts various procedures to guard against insider trading, pursuant to which information known within one area may not be distributed to other areas .</p> <p>Generally, First Allied considers it appropriate to use its own execution services for the purchase and sale of securities for investment management clients where clients have so agreed.</p> <p>First Allied and its IARs may give advice and take action in the performance of their duties to clients which differs from advice given, or the timing and nature of action taken, with respect to other clients' accounts, or the timing and nature of action taken with respect to IAR or employee accounts.</p> <p>Although the majority of securities held in managed accounts have daily liquidity and valuation, from time to time, securities with longer-term liquidity and valuation may be purchased in a managed account.</p> <p>IARs may designate certain holdings in a client account as not eligible to be included in the calculation of the management fee. Typically, this occurs when the IAR has received a commission on the security in the recent past.</p> <p>Electronic Delivery of Documents Upon written client acknowledgement and demonstration of ability to receive documents electronically, First Allied may distribute disclosure, client consent documents, and client statements in portable document format (PDF). Clients may obtain a free copy of Adobe Reader via download from http://adobe.9-pdf-pro.com. Clients must demonstrate the ability to receive electronic documents by responding to an e-mail from their FASI IAR prior to any additional documentation being sent electronically.</p>	
	Schedule F - Page 12	

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: First Allied Securities, Inc.	SEC File Number: 801-47805	Date: 02/18/2009
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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: First Allied Securities, Inc.	IRS Empl. Ident. No.: 11-3152836
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Item of Form (identify)	Answer
	<p>When acting in its investment adviser capacity, IARs and First Allied may utilize money market funds for client accounts in "sweep" arrangements under which a client's cash balances automatically are invested in such funds. Such investments will result in First Allied earning advisory, distribution and other fees in addition to the fees described herein.</p> <p>FINANCIAL PLANNING</p> <p>First Allied's IARs may offer financial plans for a fixed or hourly fee or on a commission basis upon implementation of the plan. Fees charged by one IAR may differ from fees charged by another IAR and are determined by the IAR. Fees are based on the complexity of the plan and the qualifications of the IAR. Fixed fees range from \$200 to \$10,000. In rare instances, First Allied may approve an IAR charging more for a financial plan. Hourly fees range from \$100 to \$500. Fees are shared between the IAR and FASI. In some instances clients may choose to retain a First Allied IAR to provide regular (annually or quarterly) updates to the financial plan. Contracts for financial plans that result in fees of more than \$5,000 are reviewed by the First Allied Compliance Department to ensure the IAR's qualifications and the scope of the plan justify the fee. First Allied's Compliance and Supervision Departments randomly review financial plans to verify the qualifications of the IAR and the scope of the plan justify the fee charged.</p> <p>Fees for financial planning services are negotiable based on several factors including but not limited to: the time involved in the production of the plan, the specificity or depth of the plan, and the range of services provided. Commissions upon implementation of the plan may be in addition to any pre-arranged fee. On occasion, the fee may be waived upon implementation of the plan and the IAR may be compensated through regular commission payments upon completion of implementation. Fees will be agreed upon in advance.</p> <p>Financial plans are held to certain guidelines and plan software or outline will be pre-approved for use by the Compliance Department.</p> <p>Through an agreement with an affiliate registered investment adviser, Greenbook Investment Management, ("GBIM") IARs may provide clients with a financial plan prepared by GBIM. Fees for these plans will be shared between IAR, FASI and GBIM. Clients receiving these plans may receive a copy of GBIM's Form ADV Part II.</p> <p>CONSULTING SERVICES</p> <p>FASI IARs may offer investment advice for specific situations. This advice is typically offered outside the scope of the management of specific client accounts or financial planning. Examples of permissible consulting services include advising a client on specific securities not managed or recommended by the IAR, initial client meeting, advising clients on accounts that are not managed by the IAR, estate distribution, or other situations that require the expertise of an IAR. On a limited basis with prior approval of FASI management, IARs may charge a fee for services the individual IAR (and his/her supervisor) is qualified to provide. In such instances, the services must be related to the financial industry. Fees for consulting services will be agreed upon by the client and the IAR as either an hourly or flat fee. Half the fee is payable in advance with the balance due at the time the advice is delivered to the client. Hourly fees may be billed at a rate between \$100 and \$500 per hour. Flat fees exceeding \$2,500 will be reviewed by the Compliance or Supervision Department of FASI. Fees are shared between FASI and the IAR. Advice given to clients on a consulting basis may differ from advice given to managed clients or brokerage clients. Consulting clients may receive the same advice elsewhere for lower fees. Neither FASI nor the IAR is responsible for implementation of consulting advice unless the client retains FASI and the IAR to implement the advice by entering into a Consulting Agreement.</p> <p>There is no assurance that the level of experience and service each individual IAR provides is uniform.</p> <p style="text-align: center;">Schedule F - Page 13</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: First Allied Securities, Inc.	SEC File Number: 801-47805	Date: 02/18/2009
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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: First Allied Securities, Inc.		IRS Empl. Ident. No.: 11-3152836
Item of Form (identify)	Answer	
Item 3K & 3L	<p>There is no guarantee that the advisory services offered will result in the client's goals and objectives being met. Nor is there any guarantee of profit or protection from loss. No assumption can be made that any wrap fee arrangement, timing service, portfolio management service, or other advisory service of any nature will provide a better return than other less sophisticated investment strategies.</p> <p>Any controversy or claim between Client and First Allied, including, but not limited to, errors and omissions arising out of or relating to our Agreement or the breach thereof, shall be settled by arbitration in accordance with the securities arbitration rules then in effect with FINRA, and judgment upon the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof. Client understands that this agreement to arbitrate does not constitute a waiver of the right to seek a judicial forum where such waiver would be void under the federal securities laws. Arbitration is final and binding on the parties.</p> <p>First Allied may, in addition, provide investment advice concerning limited partnerships in cable television, leasing, venture capital, real estate investment trusts, managed futures offerings and debt related real estate offerings. Clients may also arrange for advice of a financial nature, not specifically related to securities.</p> <p>For accounts in the Consultant's Edge Program or MAC programs, First Allied IARs assist clients in selecting participating third-party investment managers to manage their assets on a discretionary basis, mutual funds and/or exchange-traded funds. For additional information about these programs, see the corresponding program's Disclosure Brochure.</p> <p>For accounts in the ETF Select Program, First Allied IARs assist clients in selecting an appropriate portfolio for an affiliate, AEAM, to manage their assets on a discretionary basis. For additional information about these programs, see the corresponding program's Disclosure Brochure.</p> <p>For the managed accounts offered through FASI, the IAR may use asset allocation software to help determine objectives and risk tolerance for clients. Based on the analysis provided by the software, the IAR is able to determine the client's tolerance to risk. The software is used to optimize the client's portfolio and assist the IAR in selecting an appropriate investor portfolio, which offers diversification consistent with varied levels of risk tolerance and in selecting individual securities (including mutual funds) within the scope of that portfolio. Some IARs may analyze individual securities but generally IARs provide overall plan allocation.</p> <p>OTHER SOURCES OF INFORMATION:</p> <p>First Allied has an arrangement with various wrap fee sponsors to perform due diligence and reporting services on available money managers. The wrap fee sponsors also assist representatives in selecting a manager that is appropriate for the client's investment objectives.</p> <p>First Allied has entered into an agreement with third-party vendors for First Allied investment adviser representatives to use software for financial planning clients.</p>	
Item 6	<p>EDUCATION AND BUSINESS STANDARDS:</p> <p>First Allied generally requires that individuals involved in determining or giving investment advice meet the requirements for dispensing investment advice in any state in which the IAR intends to prospect advisory clients. These requirements may include IAR registration in the state, qualification by exam (Series 65 or equivalent), qualification demonstrated by experience as allowed by the individual state, or professional certification. In addition, First Allied requires that each IAR possess a FINRA Series 6 or Series 7 and valid securities registration in these states.</p> <p>Following is brief description including the name, year of birth, formal education after high school and business background for the preceding five years for each principal executive officer of the applicant or each person with similar status or performing similar functions.</p>	
Schedule F - Page 14		
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: First Allied Securities, Inc.	SEC File Number: 801-47805	Date: 02/18/2009
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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: First Allied Securities, Inc.	IRS Empl. Ident. No.: 11-3152836
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Item of Form (identify)	Answer
	<p>Adam Nicholas Antoniades, born 1964, Chief Executive Officer of FASI since August 2007, and Chairman of FASI since July 2008. Mr. Antoniades served as President of FASI from February 2007 through August 2007. Mr. Antoniades has served as President of Advanced Equities Financial Corp. since 2004. He was formerly employed with First Allied Securities, Inc. as President, CEO and Corporate Secretary from 1994 until 2004. Prior to that Mr. Antoniades was employed by Bishop Saxony Corporation as Corporate Secretary and, prior to that, was employed with Berkeley Safe Deposit as Head Currency Trader. Mr. Antoniades is a graduate of Trent Polytechnic, Nottingham England.</p> <p>Robert J. Moses, born 1966, is Senior Vice President, General Counsel of FASI. Prior to that he was Associate General Counsel of Josephthal & Co. Incorporated, which he joined in 1991. Mr. Moses holds a BS from Long Island University and a JD from the Benjamin N. Cardozo School of Law. Mr. Moses has been with FASI since its inception in 1994.</p> <p>Vere Reynolds-Hale, born 1968, is Senior Vice President of the Financial Services Group at First Allied. His responsibility is to create a product sales- and marketing-focused department that ultimately drives company revenue. Mr. Reynolds-Hale manages First Allied's Partners Program and continuously seeks to increase its value to business owners, sponsors and the company. He also develops new and existing fee-based products, and educates business owners on products and services. Most recently, Mr. Reynolds-Hale served as the Executive Vice President of Product Marketing and Development at Summit Brokerage Services in Boca Raton, Florida. He was responsible for building relationships with sponsors and for developing product marketing efforts for Summit's financial advisors. Prior to joining Summit in 2007, he served as Vice President of Sponsor Relations at LPL Financial Services where he was responsible for the strategic planning, financial management and successful execution of LPL's sponsor relations program. He also led sales and marketing efforts of mutual funds, retirement plans, and the investment product sales desk. Mr. Reynolds-Hale studied political science at the University of South Carolina, and marketing management at Emeritus College in South Africa. He is currently studying to obtain his B.S. in Management from Pepperdine University. He holds Series 6 and 7 licenses, and has served on the board of directors for the Forum for Investor Advice.</p> <p>Tiy O'Neal, born 1967, is Chief Operating Officer of First Allied Securities, Inc. and is responsible for back office operations including the areas of brokerage and advisory operations and trading, administration, escalation, integration, technical support and others. Ms. O'Neal has been in the financial services industry for over 19 years with her expertise being in back-office operations, trading, administration and management. She has been with First Allied since its inception in 1994 and has held positions as president of Western Securities Clearing Corp. and president of Tradewell Discount Investing, LLC. Ms. O'Neal with her husband and four children, reside in San Diego, California. She is involved with organizations such as the San Diego Center for Children and the Securities Industry Association.</p> <p>JC Young, born 1964, has been the Vice President of Supervision at First Allied since 1997. Prior to joining First Allied Securities, Mr. Young held positions as an independent Financial Consultant with First Wall Street Securities, a Branch Manager with RAS Securities, and as a Financial Consultant with Robert Baird and Dickinson & Co. Mr. Young obtained a BA from the University of Iowa in 1986.</p> <p>Donna B. Lawson, born 1964, is the VP and Chief Compliance Officer of First Allied. She was formerly employed as A.V.P. Compliance with Bishop Saxony Corporation, for four years; and, prior to that as Due Diligence Coordinator of Sentra Securities Corporation. Ms. Lawson holds a BS in Business Management from the University of Phoenix. Ms. Lawson has been with First Allied since its inception in 1994.</p>
	Schedule F - Page 15

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: First Allied Securities, Inc.	SEC File Number: 801-47805	Date: 02/18/2009
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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:	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
Item 7 A, B, C Item 8 A and B	<p>Luanne Borowski, born 1962, has been the RIA Chief Compliance Officer of FASI since February 2007. Ms. Borowski has been the Chief Compliance Officer of Greenbook Investment Management, Inc. and Advanced Equities Asset Management, Inc. since February 2007. Ms. Borowski's experience in the securities industry began in 1992. She has been an investment advisory compliance analyst with First Allied Securities, Inc. since February 2002. Ms. Borowski's most recent positions include Chief Compliance Officer of Asset Planning Associates, a broker/dealer, and Ken Stern & Associates, a registered investment adviser, from August 2000 until January 2002; Chief Compliance Officer for Cornerstone Wealth Management, a registered investment adviser, from November 1999 until January 2000; and Compliance Director for Dunham and Associates from 1996 until October 1999.</p> <p>Robert M. Milburn, CPA, was born in 1958. He received a BS in Business Administration from Virginia Commonwealth University in 1981. Mr. Milburn's business experience includes:</p> <p>Greenbook Investment Management, Inc., CFO, 06/2007 to present Greenbook Financial Services, Inc., CFO, 06/2007 to present Advanced Equities Asset Management, Inc. CFO, 06/2007 to present Advanced Equities Financial Corp. Controller, 06/2006 to present First Clearing, LLC, Project Manager, 10/1998 to 03/2005 Wachovia Securities, Treasury Manager, 01/2004 to 01/2005 Caspian Securities, Regional Controller, 08/1996 to 07/1998 ING Baring, Regulatory Supervisor, 08/1995 to 08/1996</p> <p>Shannon Condra, born 1959, is Senior Vice President – Business Strategies Group of First Allied Securities, Inc. Ms. Condra has been with First Allied since its inception in 1994.</p> <p>Gregg Glaser, born 1959, was named an Executive Vice President of First Allied Securities in January 2009. Mr. Glaser also served as the Financial and Operations Principal of First Allied Securities, Inc. since February 2005. Mr. Glaser has been the Chief Financial Officer of Advanced Equities, Inc. since September 2004. Mr. Glaser's experience as an Executive Officer in the securities industry began in 1986. His most recent positions include Chief Financial Officer for the Independent Brokerage Group of Wachovia Securities, LLC. from January 2001 through August 2004. Mr. Glaser obtained a Bachelor of Science - Accounting from the University of Florida.</p> <p>Joel Marks, born 1956, was named an Executive Vice President of First Allied Securities in January 2009. In addition to this responsibility, Mr. Marks has served as Vice Chairman and Chief Operating Officer of Advanced Equities Financial Corp. since July 2004. Mr. Marks previously was a co-founder of JWGenesis Financial Corp. where he served as its Vice Chairman and Chief Operating Officer until it was acquired by Wachovia Securities in January 2001. Following the Wachovia acquisition, Mr. Marks served as Senior Vice President and Managing Director of Wachovia Securities through May 2002. Prior to founding JWGenesis, Mr. Marks served as Chief Financial Officer of Automobile Protection Corp., a third-party administrator which; in 1999, was acquired by Ford Motor Credit Corporation. Prior to his employment with Automobile Protection Corp., Mr. Marks was employed by the international accounting and consulting firm of Deloitte & Touche, LLP. Mr. Marks is a graduate of the University of Florida.</p> <p>OTHER BUSINESS ACTIVITIES First Allied is registered as a securities broker dealer, a member of the Financial Industry Regulatory Authority and Securities Investors Protection Corp and affiliates of First Allied are engaged in the business of buying and selling stocks, bonds, mutual funds, options, insurance, and direct participation programs, plus financial consulting and securities analysis. As a broker/dealer, First Allied effects transactions in securities including stocks, bonds, options, mutual funds, variable insurance products and limited partnerships. First Allied may participate as a member of a selling group for initial public offerings.</p>

Schedule F - Page 16

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: First Allied Securities, Inc.	SEC File Number: 801-47805	Date: 02/18/2009
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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: First Allied Securities, Inc.		IRS Empl. Ident. No.: 11-3152836
Item of Form (identify)	Answer	
	<p>The principal and advisory affiliates are associated with First Allied as Financial Consultants. IARs may recommend securities or asset management products offered by First Allied or its affiliates. If clients purchase these products through First Allied, First Allied may receive the normal commissions or fees. Thus, a potential conflict exists between First Allied's interests and those of First Allied advisory clients. The client is under no obligation to purchase products First Allied recommends, or to purchase products through First Allied or its affiliates.</p> <p>Due to the fact that First Allied is both a securities broker-dealer and registered investment adviser, clients may have both an advisory account and brokerage account with the firm. First Allied representatives may offer clients advisory services, brokerage services, or both, depending upon what is most suitable for the client in light of his or her financial needs. Advisory accounts are generally offered to investors that meet the account minimums and have a long-term investment horizon.</p> <p>IARs of First Allied may offer insurance services through Advanced Equities Insurance Services or other insurance agencies. The principal and advisory affiliates of First Allied are licensed with several life, disability, and other insurance companies. IARs may recommend insurance products offered by these companies. The client is under no obligation to purchase products First Allied IARs recommend, or to purchase products through First Allied or through these insurance companies.</p> <p>First Allied Securities, Inc. is registered as an introducing broker with the National Futures Association. The principal executive officers spend 90% of their time on normal broker/dealer activities, and 10% on Investment Advisory activities.</p> <p>IARs of First Allied Securities, Inc. may engage in outside business activities that are not subject to securities regulations. These businesses are monitored for potential conflicts of interest by the FASI Compliance and Supervision departments to the extent required by regulations.</p>	
Item 8 C(1)(3)	<p>OTHER FINANCIAL INDUSTRY ACTIVITIES OR AFFILIATIONS</p> <p>First Allied is a wholly owned indirect subsidiary of Advanced Equities Financial Corp.</p>	
Item 8 C(9)	<p>Advanced Equities Financial Corp. is a private holding company divided into two primary business units: (a) the Financial Services Group; and (b) the Capital Markets Group. The Financial Services Group engages primarily in retail and institutional securities brokerage, investment banking, private equities and asset management services through its subsidiaries, Advanced Equities, Inc., First Allied Securities Inc., Advanced Equities Asset Management, Inc., First Allied Advisory Services, Inc., and Advanced Equities Wealth Management which is comprised of Greenbook Investment Management, Inc, Advanced Equities Pension Services and Advanced Equities Insurance Services. First Allied is part of the Financial Services Group. The Capital Markets Group primarily provides investment banking and late stage private equity financing to emerging companies through subsidiary Advanced Equities, Inc.</p> <p>Advanced Equities, Inc. is a related broker/dealer and registered investment adviser. First Allied does not provide advice that is formulated by this related entity, nor does this related entity appear to present any potential conflicts of interest with First Allied's clients.</p> <p>Greenbook Investment Management , Inc. ("Greenbook"), Advanced Equities Asset Management, Inc. ("AEAM"), and First Allied Advisory Services, Inc. are related registered investment advisers. First Allied may utilize the investment management products and services of these firms from time to time. These products and services are described more fully in the Form ADV Part II of each firm. Potential conflicts of interest will be disclosed to clients who utilize these services through delivery of the respective Form ADV Part II.</p>	
	Schedule F - Page 17	

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: First Allied Securities, Inc.	SEC File Number: 801-47805	Date: 02/18/2009
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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: First Allied Securities, Inc.	IRS Empl. Ident. No.: 11-3152836
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Item of Form (identify)	Answer
Item 9 A, B, C, D, E	<p>First Allied Securities, Inc. is a member of the National Futures Association.</p> <p>FASI IARs may be dually registered with affiliated RIAs or RIAs owned by the IAR.</p> <p>Many FASI IARs are licensed life insurance agents. An inherent conflict of interest exists since the adviser may receive insurance commissions in addition to advisory fees. All FASI advisory clients will be advised in advance of all sources of compensation. Clients are also advised that they are under no obligation to purchase insurance products through FASI or FASI IARs.</p> <p>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</p> <p>First Allied is a registered securities broker dealer, and as such, may buy and sell securities for its own account, and may buy and sell the same securities on behalf of other clients of First Allied. First Allied is not the custodian of the accounts. All client funds and client accounts are custodied by JP Morgan or Pershing on a fully disclosed basis or another approved custodian.</p> <p>First Allied broker dealer activities are separate from First Allied asset management activities. With regard to First Allied investment advisory accounts, First Allied directors, officers, employees, advisory associates and Financial Consultants may own an interest in, and buy or sell for their own accounts, the same securities which may be purchased or sold for the accounts of First Allied advisory clients.</p> <p>From time to time, First Allied may direct equity trades to certain third market execution providers ("third market") in an effort to obtain best execution for client transactions. In the event that a trade is directed to the third market, First Allied may receive order flow payment. The order flow payment is generally greater for securities with larger spreads between the bid and ask prices. As a result, a conflict of interest may exist in regard to where trades are directed. It is the intention of First Allied to utilize these market centers only when it appears that the client will receive the most favorable price.</p> <p>Additionally, First Allied receives a rebate on all margin interest for accounts custodied through Pershing and JP Morgan. As a result, a conflict of interest exists with the establishment and maintenance of margin accounts and with First Allied's added incentive to recommend higher levels of margin to clients. FASI and certain IARs receive a rebate on money market balances maintained with certain money market funds. This rebate is less than or equal to 0.0025% of the combined balances in these funds.</p> <p>Current regulations place substantial limits on the ability of First Allied to execute principal trades for investment advisory clients, for fixed income and certain other securities generally traded on a principal basis. Accordingly, trades involving such securities for clients of the programs described in this brochure generally are executed by dealers other than First Allied.</p> <p>Should it be in the best interest of the client to execute a principal trade, First Allied will provide the required disclosure to the client and obtain the client's consent prior to settlement of the trade. Dealers executing principal trades typically include a mark-up or spread in the net price at which the transaction is executed. As a result, such trades will include the payment of mark-ups or similar compensation to such unaffiliated dealers.</p> <p>Principal transactions in which First Allied buys or sells a security from its own inventory from or to a client, may be effected with investment advisory clients only after appropriate disclosure is made by First Allied and consent obtained from client. Significant conflicts of interest exist in principal transactions, including the possibility that the client could receive a better price if the trade were transacted in a non-principal capacity and First Allied's incentive to generate a profit by buying or selling from its own inventory. Unless otherwise specified, all executions must be effected through First Allied. With most FASI advisory products, the Investment Adviser Representative may act as both an Investment Manager and broker dealer Financial Consultant for an advisory client.</p> <p style="text-align: center;">Schedule F - Page 18</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: First Allied Securities, Inc.	SEC File Number: 801-47805	Date: 02/18/2009
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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: First Allied Securities, Inc.		IRS Empl. Ident. No.: 11-3152836
Item of Form (identify)	Answer	
Item 10	<p>As appropriate, transaction orders in the same security for clients may be aggregated (or "batched") for execution purposes. Such batching ordinarily will not affect commissions charged on such transactions. When the orders placed for two or more client accounts for the same security are batched but cannot be filled completely, First Allied will generally average price the transaction. In the event that First Allied does not use average price, First Allied will allocate the partial execution among clients in a manner believed to be equitable to each client.</p> <p>In the event a trade error is discovered in a client account, the trade will be moved to First Allied's error account "net" of any profit or loss.</p> <p>In the event a Financial Consultant wishes to buy or sell for himself/herself a security that has also been recommended to clients, the client's order(s) is given priority.</p> <p>First Allied is primarily a securities broker/dealer; certain Financial Consultants may provide investment advisory services for fees and effect securities transactions for commissions. In addition IARs may receive payments from certain mutual funds distributed pursuant to a 12b-1 or 12b-2 distribution plan or other such plans as compensation for administrative services. As such, a substantial conflict of interest may exist with respect to recommendations to buy or sell securities. Such conflicts are disclosed in the applicable advisory contract with clients.</p> <p>Advisory account transactions executed with the affiliates listed in response to Item 8.C. above (collectively, the "Affiliates") will be limited by stringent requirements and subject to supervisory review. Certain Affiliates may make markets in securities, and may buy and sell for their own accounts. The Affiliates and their Financial Consultants and employees may own an interest in or buy or sell for their own accounts, the same securities which may be purchased or sold for the account of advisory clients.</p> <p>First Allied conducts computerized surveillances and periodic on-site audits and file reviews designed to detect evidence of insider trading and other conflicts of interest.</p> <p>CONDITIONS FOR MANAGING ACCOUNTS: A minimum account value of \$100,000 is recommended for ACM. Higher minimums may be set by the third party Investment Adviser; a minimum account value of \$25,000 is recommended for PAM, \$50,000 for PAM II and ProFund. AssetMark requires a \$50,000 minimum and RTE requires a \$25,000 minimum. MAC requires a minimum of \$100,000 for equity accounts and \$250,000 for fixed income accounts. Please see Schedule H for details on MAC. ETF Select requires a minimum of \$25,000 or \$50,000, depending on the strategy utilized. The minimum for FASI PCS is \$1 million. Please see Schedule H for details on ETF Select or FASI PCS. From time to time, account minimums may be waived by the IAR and First Allied under certain circumstances, such as situations where a client intends to make additional contributions to the account sufficient to meet the minimum or if the IAR manages accounts for family members of the prospective client, bringing the overall family account values to the minimum account size.</p>	
Item 12A(1)(2)(4)	<p>INVESTMENT OR BROKERAGE DISCRETION: As part of its primary business as a broker-dealer, First Allied effects securities transactions for its brokerage and advisory clients. With respect to PAM and PAM II accounts and upon approval, the IAR may be granted the authority to determine the securities to be bought and sold, and the amount to be bought or sold without obtaining the prior consent of the client. With respect to ACM, ProFund, Consultant's Edge and FAMAC, the third party money manager retains discretionary authority regarding securities and amount.</p>	
Schedule F - Page 19		

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: First Allied Securities, Inc.	SEC File Number: 801-47805	Date: 02/18/2009
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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: First Allied Securities, Inc.		IRS Empl. Ident. No.: 11-3152836
Item of Form (identify)	Answer	
Item 12 B	<p>With respect to ETF Select or FASI PCS, the Portfolio Manager, an affiliate registered investment adviser, retains discretionary authority regarding securities and amount. This affiliate also votes client proxies.</p> <p>First Allied does not vote client proxies, as stated in the client contract. IARs may record and submit the votes of clients as an administrative service.</p> <p>First Allied is appointed sole and exclusive broker-dealer in most cases with respect to handling securities transactions for PAM, PAM II, ProFund, and some other advisory accounts. No commissions are charged in connection with the PAM, PAM II or ProFund Programs. There are Transaction Charges in the PAM and ProFund Programs.</p> <p>Because transactions in the Consultant's Edge Program generally are executed through JP Morgan and its affiliates, by recommending one of these programs, First Allied is recommending brokerage through JP Morgan and/or its affiliates. For additional information regarding brokerage services and costs in the Consultant's Edge Program, see the Consultant's Edge Disclosure Brochure.</p> <p>First Allied, as a broker/dealer may effect certain securities transactions for various mutual funds that in its investment advisory capacity, recommends for purchase to its clients. As a result, First Allied would receive securities brokerage commissions for effecting these transactions. In addition, a portion of the total compensation received by First Allied and the IAR may take the form of a trailer (12(b)1 fees) that may be paid periodically during the time the client holds mutual fund shares in the account.</p> <p>First Allied's IARs offering advisory services are also eligible to receive incentive prizes or awards offered by product promoters. The policy of First Allied is to permit all representatives to accept such awards and prizes to the extent that they are usual and customary within the industry and in compliance with the Securities and Exchange Commission, Financial Industry Regulatory Authority, or state rules, regulations or guidelines concerning the receipt of such awards or incentives. First Allied, in accordance with Financial Industry Regulatory Authority regulations, generally must recognize compensations, awards, and prizes as commissions and report them to the Internal Revenue Service as revenues.</p> <p>First Allied is primarily a securities broker/dealer and certain Financial Consultants may provide investment advisory services for fees and effect securities transactions for commissions. In addition First Allied Financial Consultants may receive payments from certain mutual funds distributed pursuant to a 12b-1 distribution plan or other such plans as compensation for administrative services. As such, a substantial conflict of interest may exist with respect to recommendations to buy or sell securities. Such conflicts are disclosed in the applicable advisory contract with clients.</p> <p>In most cases, for discretionary accounts, FASI has complete discretion over the compensation to be paid to effect securities transactions so long as that compensation is in line with the transaction charges stated in the investment advisory agreement.</p>	
Item 12 A (4)	<p>FASI may buy for the accounts of advisory clients securities from underwriters or dealers in public offerings at prices that include compensation to the underwriters or dealers.</p> <p>First Allied receives marketing support and sponsorship at First Allied-sponsored conferences, described more fully in Item 13.B. The IAR does not receive any benefits directly from mutual fund companies other than the aforementioned 12b-1 fees.</p>	
Schedule F - Page 20		

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:
First Allied Securities, Inc.	801-47805	02/18/2009

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:	IRS Empl. Ident. No.: 11-3152836
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Item of Form (identify)	Answer
Item 13 A	First Allied may exercise agreements with other Registered Investment Advisers and recommend other Advisers to clients. In such instances, First Allied receives a portion of the account fee or commissions. The client is under no obligation to use the services of the other Adviser(s) First Allied recommends. The client will receive a "Compensation Disclosure Statement" when/if we make these recommendations. In instances of a "wrap fee" program, clients will receive a Schedule H wrap fee brochure in lieu of the Form ADV Part II disclosures. The Schedule H is prepared by the outside money manager. First Allied may pay cash fees to third parties who refer potential advisory clients to First Allied. Referred clients will not pay higher fees because of these arrangements. All solicitors' agreements are in compliance with the Investment Adviser Act of 1940 Section 275.206(4)-3. All clients procured by solicitors will be given full written disclosures describing the terms and fee arrangements between the adviser and the solicitor prior to or at the time of entering into the advisory agreement.
Item 13 B	<p>OUR RELATIONSHIP WITH MUTUAL FUND COMPANIES, INSURANCE COMPANIES AND OTHER PRODUCT SPONSORS</p> <p>As representatives of an independent broker/dealer, First Allied Financial Consultants have the ability to build investment portfolios based on the specific needs and goals of each individual client. First Allied offers a wide variety of approved products and programs including stocks, bonds, options, mutual funds, annuities, life insurance, alternative investments, college savings plans, and asset management programs. Because there are hundreds of investment choices within this universe of approved products, First Allied's marketing resources are focused on a select group of companies (the "Product Sponsors") that offer a broad spectrum of products and meet First Allied's due diligence criteria. The Product Sponsors have greater access to our Financial Consultants to market, train and educate them on their products and industry related topics with the intent to better serve their mutual clients.</p> <p>It is important to know that although the Product Sponsors pay extra compensation to First Allied and/or its affiliates; clients do not pay more to purchase these products through First Allied than clients would pay to purchase them through another broker-dealer. The payment of this additional compensation to First Allied by these Product Sponsors may pose a financial incentive for us to promote certain products over other products, although we believe that these arrangements do not compromise the advice provided by First Allied Financial Consultants.</p> <p>Companies that are not Product Sponsors may at times send First Allied payments in recognition of our sales and marketing efforts, and may have additional opportunities to provide marketing services to our Financial Consultants. Also, both Product Sponsors and other companies may pay marketing allowances to First Allied in connection with the sale of certain products and for training and education meetings for our Financial Consultants. Both Product Sponsors and other companies may also reimburse up to 100% of the cost of due diligence, training and education/joint marketing meetings for our Financial Consultants, as permitted by industry rules. Sales of any products by First Allied Financial Consultants may qualify them for additional cash and non-cash compensation that may include support for their business activities, attendance at seminars, conferences and entertainment. Additionally, some investments, whether issued by Product Sponsors or not, may pay higher rates of compensation than others (for example, commissions on equities are usually greater than those on bonds, and private placement offerings generally carry higher commissions than investments in publicly traded securities).</p> <p>Complete disclosure including the names of companies who have paid this compensation to First Allied may be obtained at www.firstallied.com or by contacting FASI in writing.</p>

Schedule F - Page 21

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

First Allied Securities, Inc.

655 W. Broadway, 12th Floor
San Diego, CA 92101
(619) 702-9600

Wrap Fee Brochure

February 18, 2009

THIS BROCHURE PROVIDES CLIENTS WITH INFORMATION ABOUT FIRST ALLIED SECURITIES, INC. AND ITS PRIME ASSET MANAGEMENT II, FIRST ALLIED MANAGED ACCOUNT COMMAND AND ETF SELECT INCLUDING FASI PRIVATE CLIENT SERVICES PROGRAMS THAT SHOULD BE CONSIDERED BEFORE BECOMING A PRIME ASSET MANAGEMENT II, FIRST ALLIED MANAGED ACCOUNT COMAND, OR ETF SELECT INCLUDING PRIVATE CLIENT SERVICES CLIENT. THIS INFORMATION HAS NOT BEEN APPROVED OR VERIFIED BY ANY GOVERNMENTAL AUTHORITY.

First Allied Securities, Inc.

Wrap Fee Brochure

This brochure provides clients with information about First Allied Securities, Inc. and its Prime Asset Management II, First Allied Managed Account Command, and ETF Select wrap fee accounts.

The Prime Asset Management II, First Allied Managed Account Command, First Allied ETF Select and U.S. Large Cap Select accounts described herein are available on an all-inclusive, wrap fee basis.

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INTRODUCTION

First Allied Securities, Inc. (“First Allied”) and its affiliated investment adviser representatives (“IARs”) provide a variety of services designed to meet the varying investment advisory and related needs of individual clients.

First Allied offers Prime Asset Management II (“PAM II”), in which IARs provide clients investment advisory services and guidance in securities selection for one all-inclusive fee. Other services included in the programs are trade execution, custody and performance reporting. First Allied offers these consulting services to individuals, pension and profit sharing plans, trusts, estates or charitable organizations, and corporate entities.

In First Allied Managed Account Command (“MAC”), First Allied offers consulting services to clients through an agreement with Pershing/Lockwood (“Lockwood”). In this program, First Allied assists clients in selecting investment advisory services provided by participating third-party investment advisers for an all-inclusive fee.

In ETF Select, First Allied offers portfolio management through an affiliate, Advanced Equities Asset Management, for one all-inclusive fee. In this program, First Allied IARs offer investment advisory services and guidance in determining the appropriate ETF Select portfolio or strategy in which to invest. First Allied Private Client Services is also available through Select. Other services included in the programs are trade execution, custody and performance reporting. First Allied offers these consulting services to individuals, pension and profit sharing plans, trusts, estates or charitable organizations, and corporate entities.

PAM II PROGRAM

Clients in the PAM II program work with a First Allied IAR to select securities for the client’s account. First Allied, through its IARs, will obtain sufficient client information to be able to assist the client in determining investment objectives and financial goals. Each IAR individually manages a client’s portfolio. All PAM II accounts are eligible for the IAR to have discretion over mutual fund selections. If requested by the client, and upon approval from First Allied management, individual IARs may retain discretion over other securities in the PAM II account, such as stocks, bonds and covered call options.

The minimum for PAM II accounts is \$50,000. From time to time, account minimums may be waived. The minimum may be waived by the IAR and First Allied under certain circumstances. Waivers may be granted in situations where a client intends to make additional contributions to the account sufficient to meet the minimum or if the IAR manages accounts for family members of the prospective client, bringing the overall family account values to the minimum account size.

First Allied IARs base investment decisions for client accounts on suitability information provided by the client, including birth date, income and net worth, employment information, account value, account holdings, investment objective, and any reasonable restrictions the client may place on the account. The Client should notify First Allied in writing if client’s financial situation or investment objectives change or reasonable account restrictions change.

The client agrees that the client, not First Allied, will vote proxies relating to assets in the account(s). The client may revoke this authorization at any time in writing addressed to First Allied, indicating another person who will vote proxies in the account(s).

Reports/Account Reviews

The client will receive Quarterly Performance Measurement Summary Reports for the account with a description of all account activity.

The IAR servicing the account is responsible for reviewing the accounts on at least a quarterly basis. IARs are supervised by a DRP. The DRP is obliged to review the accounts at least quarterly and is responsible for ongoing supervision. In addition, the First Allied Compliance and Supervision Departments are provided with a variety of exception reports and undertake regular review to help identify problem situations. Exception reports are designed to detect transactions in designated securities, excessive transactions, front-running, and suitability issues, among others.

FEES

Schedule of Fees

Annual fee to First Allied:

<u>\$ Value of Account Assets</u>	<u>Per Quarter Account Fee</u>	<u>Annual Account Fee</u>
First \$50,000 to \$250,000	0.625%	2.5%
Next \$250,000 to \$750,000	0.5625%	2.25%
Next \$750,000 to \$2,000,000	0.4375%	1.75%
Amounts Over \$2,000,000	Negotiable	Negotiable

The fee for the account is payable quarterly in advance, based on the asset value of the account(s) on the last calendar day of each calendar quarter. The fee will be payable on the business day following the end of the previous calendar quarter. The fee for the portion of the first quarter the account(s) is managed will be calculated on a pro rata basis.

Fees are negotiable based on a number of factors, including the types of securities in which the account is invested, which may result in a client paying a fee which is less than the standard fee, or more or less than other PAM II clients. Fees are prorated and payable quarterly in advance.

The IAR is compensated with a portion of the fee. The amount of this compensation may or may not be more than that which would be received by the IAR if the client paid separately for investment advice, brokerage and other services, or participated in other programs

offered by First Allied. The IAR may therefore have a financial incentive to recommend the program over other programs and services.

FIRST ALLIED MANAGED ACCOUNT COMMAND PROGRAM

Clients in the First Allied Managed Account Command (“MAC”) program work with an IAR to develop an investment policy statement and select one or more participating third-party investment advisers (“Participating Adviser”) to manage their assets. IAR’s may use software provided by Lockwood to develop the investment policy statement and select the participating third-party advisers. First Allied, through its IARs, will obtain sufficient client information to be able to assist the client in determining their investment objectives and financial goals. Using the guidance provided by the IAR, the client selects the Participating Adviser from among those advisers included in the MAC program. Each Participating Adviser individually manages a client’s portfolio held at Pershing. First Allied does not manage MAC accounts and does not exercise any discretion in MAC accounts. Participating Advisers in the MAC program are selected by First Allied from a universe of investment advisers pre-determined by Lockwood. Lockwood evaluates this universe of advisers for the MAC program.

The minimum for MAC equity accounts is \$100,000. The minimum for MAC fixed income accounts is \$250,000. For each Participating Adviser selected, a separate account will be required.

First Allied may provide the Participating Adviser(s) with information about the client in order for the Participating Adviser to provide retained services, including but not limited to, client name, Social Security number, suitability information (including birth date, income and net worth), address, employment information, account number, account value, account holdings, investment objective, any options the client has selected such as householding, and any reasonable restrictions the client may place on the account. The client should notify First Allied in writing if the client’s financial situation or investment objectives change. The client should also notify the Participating Adviser in writing if the client’s reasonable account restrictions change.

The client agrees that the Participating Adviser or the client, not First Allied or Lockwood, will vote proxies relating to assets in the account(s). The client may revoke this authorization at any time in writing addressed to First Allied, indicating another person who will vote proxies in the account(s). For employee benefit plans subject to ERISA, the Participating Adviser has been delegated the right, or has accepted discretion, to vote proxies that pertain to assets in the account(s).

Reports/Account Reviews

The client will receive Quarterly Performance Summary Reports for the account with a description of all account activity.

The IAR servicing the account is responsible for reviewing the accounts on at least a quarterly basis. IARs are supervised by a DRP. The DRP is obliged to review the accounts at least quarterly and is responsible for ongoing supervision. In addition, the First Allied Compliance and Supervision Departments are provided with a variety of exception reports and undertake regular review to help identify problem situations. Exception reports are designed to detect transactions in designated securities, front-running, and suitability issues, among others.

FEES

Schedule of Fees

Annual fee to First Allied and Lockwood:

Account Asset Value	Maximum Annual Fee	
	Equity/Balanced	ETF/Fixed Income
On the first \$500,000	3.00%	2.00%
On the next \$500,000	2.50%	2.00%
Assets over \$1,000,000	2.25%	1.50%

Lockwood pays a portion of the MAC fee to the Participating Adviser for its services to the client. The portion of the fee paid to the Participating Adviser ranges from 0.017% to 0.035% of assets under management for fixed-income accounts, 0.04% to 0.075% of assets under management for equity accounts. The portion of the fee paid to the Adviser may be more or less than the fee a client may pay if the client obtained the Adviser’s services directly, depending on the size of the client’s account. Fees to Advisers are paid quarterly in advance.

The MAC fee for the account is payable quarterly in advance, based on the asset value of the account(s) on the last calendar day of each calendar quarter. The fee will be payable on the business day following the end of the previous calendar quarter. The fee for the portion of the first quarter the account(s) is managed will be calculated on a pro rata basis.

Fees are negotiable based on a number of factors, including the types of securities in which the account is invested, which may result in a client paying a fee which is less than the standard fee, or more or less than other MAC clients. Fees are prorated and payable quarterly in advance.

The IAR is compensated with a portion of the fee. The amount of this compensation may or may not be more than that which would be received by the IAR if the client paid separately for investment advice, brokerage and other services, or participated in other programs offered by First Allied, Lockwood, or the Adviser(s). The IAR may therefore have a financial incentive to recommend the program over other programs and services.

FIRST ALLIED ETF SELECT PROGRAM INCLUDING PRIVATE CLIENT SERVICES

Clients in the ETF Select program work with a First Allied IAR to select a portfolio managed by Advanced Equities Asset Management (“AEAM”), a FASI affiliate, for the client’s account. First Allied, through its IARs, will obtain sufficient client information to be able to assist the client in determining investment objectives and financial goals. FASI IARs assist clients in establishing an account custodied at Pershing, LLC for AEAM Portfolio Managers to trade on behalf of the client.

Qualified AEAM employees manage the client’s portfolio on a discretionary basis, utilizing primarily exchange-traded and closed-end funds, although other securities may be included in ETF Select accounts, in the discretion of the Portfolio Manager. FASI IARs do not exercise discretion in ETF Select accounts.

The minimum for ETF Select accounts is \$50,000, unless otherwise noted below. From time to time, account minimums may be waived by the IAR, First Allied and AEAM, under certain circumstances. Waivers may be granted in situations where a client intends to make additional contributions to the account sufficient to meet the minimum or if the IAR manages accounts for family members of the prospective client, bringing the overall family account values to the minimum account size, or if the client’s overall relationship with FASI affiliates is substantial.

First Allied IARs base investment decisions for client accounts on suitability information provided by the client, including birth date, income and net worth, employment information, account value, account holdings, investment objective, and any reasonable restrictions the client may place on the account. The Client should notify First Allied in writing if client’s financial situation or investment objectives change or reasonable account restrictions change.

The client agrees that AEAM, not First Allied, will vote proxies relating to assets in the account(s). The client may revoke this authorization at any time in writing addressed to First Allied, indicating another person who will vote proxies in the account(s).

ETF Select portfolios available include:

ETF Select 40 – Growth & Income: The core of the portfolio is allocated to approximately 40% Equity/60% Fixed Income, seeking both capital appreciation and preservation. The portfolio follows an allocation strategy that systematically adjusts as the market outlook changes. For example, in more bearish environments, the fixed income allocation will increase, while in more bullish environments, the equity exposure will increase. The overall equity portion of a Growth & Income portfolio will subsequently vary between 20% and 60% depending on our market outlook.

ETF Select 60 – Moderate Growth: The core of the portfolio is allocated to approximately 60% Equity/40% Fixed Income, seeking both capital appreciation and preservation. The portfolio follows an allocation strategy that systematically adjusts as the market outlook changes. For example, in more bearish environments, the fixed income allocation will increase, while in more bullish environments, the equity exposure will increase. The overall equity portion of a Moderate Growth portfolio will subsequently vary between 40% and 80% depending on our market outlook.

ETF Select 80 – Growth: The core of the portfolio is allocated to approximately 80% Equity/20% Fixed Income, prioritizing capital appreciation over preservation. The portfolio follows an allocation strategy that systematically adjusts as the market outlook changes. For example, in more bearish environments, the fixed income allocation will increase, while in more bullish environments, the equity exposure will increase. The overall equity portion of a Growth portfolio will subsequently vary between 60% and 90% depending on our market outlook.

ETF Select 100 – Equity Growth: The core of the portfolio is allocated to approximately 100% Equity/0% Fixed Income, prioritizing capital appreciation over preservation. The portfolio follows an allocation strategy that systematically adjusts as the market outlook changes so fixed income investments might be held. For example, in more bearish environments, the fixed income allocation will increase, while in more bullish environments, the equity exposure will increase. The overall equity portion of a Growth portfolio will subsequently vary between 70% and 100% depending on our market outlook.

US Large Cap Select: AEAMs' Large Cap Strategy is a separately managed account investing in highly liquid US-listed equities (including ADRs). Its primary objective is to offer clients S&P500 index-like returns with a bias toward downside risk management. The strategy follows a growth at reasonable prices (“GARP”) approach, combining proprietary fundamental and valuation analysis with technical factors to rank-order roughly 1000 large-cap individual securities based upon a risk-adjusted return forecast. The goal is to establish positions in approximately 40-60 securities with strong balance sheets and consistent earnings growth at opportunistic, lower-risk entry points. Sector and style (i.e., growth versus value) weightings are carefully monitored for absolute and relative exposures. The strategy maintains a consistent hedging strategy (by buying instruments designed to go up in value as the market declines) to partially offset some of the portfolio's market risk at all points in time. The amount of hedging is regularly adjusted based upon the firm's custom macro model and the manager's market outlook in order to attempt to produce consistent returns with lower than benchmark volatility. FASI IARs do not exercise discretion in Large Cap Select accounts. The minimum for US Large Cap Select accounts is \$100,000.

Yield Select: AEAM’s Yield Select strategy is a separately managed account that invests in highly liquid U.S.-listed securities, including equities, American Depositary Receipts (ADRs), and closed-end funds (CEFs). Its primary objective is to offer a balance between current income and future growth, with a bias toward downside risk management. The portfolio will be comprised of an income portion that invests in CEFs representing both equity and fixed income asset classes and an equity portion that invests in individual stocks that have a high current yield with the potential for dividend growth and capital appreciation. The goal is to establish a portfolio of approximately 40 positions that is diversified by asset class, sector and size that will generate current income through dividends, interest income and royalty payments with the potential for long-term appreciation. The income

portion may be up to 60% of the portfolio. The minimum for Yield Select accounts is \$25,000.

First Allied's Private Client Services

Private Client Services ("PCS") is separate account management available through the Select wrap fee program. The minimum household size for PCS is \$1 million, unless waived by FASI or AEAM. IARs assist the client in determining the best allocation of the strategies described in ETF Select and US Large Cap Select, with additional strategies as described below. AEAM manages the client account on a discretionary basis within the parameters determined by the client and the IAR.

Laddered Individual Muni Bond Portfolio: AEAM works with your IAR and First Allied bond professionals to construct a laddered municipal bond portfolio with a duration designed to correlate to your specific investment time horizon. This laddered bond portfolio is a basket of individual bonds with staggered maturity dates that attempts to help diversify interest rate risk and provide regular cash flow. Bonds will decrease in value as interest rates rise and are subject to both interest rate and credit/default risk.

Structured Products: Structured Products are short-dated investments (typically 18 to 36 months), constructed as a bond and issued by a bank. They do not pay a coupon, but instead pay a return at maturity based on the performance of an index. AEAM utilizes structured products to achieve a portion of the portfolio's target allocation to asset classes such as Small Cap, International Developed, Emerging Markets, and/or Commodities. Structured Products typically feature a buffer to provide limited downside protection and extra participation on the upside, but frequently have caps that limit total returns. In addition to the risks associated with the underlying index, structured products have issuer risk and lack of liquidity. Holders do not receive dividend payments or voting rights typically associated with the underlying index.

Covered Call Portfolio: This portfolio includes 12-17 individual covered call positions. A covered call involves the simultaneous purchase of a stock and sell of a call option. It provides limited downside protection in exchange for capped upside participation. The strategy uses options to attempt to provide some downside buffer and reduce equity correlation. Positions are diversified by sector, strike price, and expiration. AEAM systematically selects stocks that pass proprietary fundamental and technical screens and have attractive covered call opportunities. Options involve risk and are not suitable for all investors. Prior to buying or selling an option, a person must receive a copy of the Characteristics and Risks of Standardized Options (ODD). This information is provided solely for general education and information purposes and therefore should not be considered complete.

Monetize/Hedge Existing Low-Basis & Concentrated Positions: AEAM has the ability to use option strategies to help provide cash flow from low-basis positions. AEAM can also help create option strategies that hedge some downside risk in these positions or provide a systematic exit plan.

AEAM may employ index option spread techniques for hedging and/or auxiliary income. These techniques involve the concurrent purchase and sale of index options at different contract months and strike prices. AEAM may also engage in covered call and/or put writing or collar strategies surrounding securities held in client accounts.

Reports/Account Reviews

The client may receive Quarterly Performance Measurement Summary Reports for the account with a description of all account activity. The client may request these reports from the IAR at no additional charge.

The IAR servicing the account is responsible for reviewing the accounts on at least a quarterly basis. IARs are supervised by a DRP. The DRP is obliged to review the accounts at least quarterly and is responsible for ongoing supervision. In addition, the First Allied Compliance and Supervision Departments are provided with a variety of exception reports and undertake regular review to help identify problem situations. Exception reports are designed to detect transactions in designated securities, excessive transactions, front-running, and suitability issues, among others.

FEES

Schedule of Fees

The highest annual fee payable for ETF Select accounts (other than ERISA, IRA and Private Client Services accounts as set forth below) is 2.50% (0.6275% per quarter), payable quarterly in advance, based on the asset value of the account(s) on the last calendar day of each calendar quarter. The fee will be payable on the business day following the end of the previous calendar quarter. The fee for the portion of the first quarter the account(s) is managed will be calculated on a pro rata basis. In the event a large deposit occurs mid-quarter, the fee will be recalculated at quarter-end and the account will be billed a second fee, in arrears, on the additional deposits. For ERISA and IRA accounts, FASI utilizes an offset method to account for certain 12b-1 and other marketing payments that FASI may receive, and so the stated highest annual fee for ERISA and IRA ETF Select accounts is 2.75%, although in all cases the maximum annual fee amount actually deducted from the ERISA and IRA client accounts will be 2.5%, with the balance of .25% being offset through FASI's receipt, if any, of 12b-1 and other marketing payments from certain mutual fund companies. Some strategies in Select may have lower fees.

The highest annual fee for **Private Client Services** accounts is 1.75% for account values between \$1 million and \$2.5 million; 1.60% for account values between \$2,500,001 and \$5 million; 1.25% for account values between \$5,000,001 and \$7.5 million; 1.10% for account values between \$7,500,001 and \$10 million; and 1.0% for account values above \$10 million.

Fees are negotiable based on a number of factors, which may result in a client paying a fee which is less than the highest annual fee, or more or less than other ETF Select clients.

The IAR is compensated with a portion of the fee. The amount of this compensation may or may not be more than that which would be received by the IAR if the client paid separately for investment advice, brokerage and other services, or participated in other

programs offered by First Allied. The IAR may therefore have a financial incentive to recommend the program over other programs and services.

AEAM is compensated with a portion of the fee. The amount of this compensation may or may not be more than AEAM would have received if the client paid separately for AEAM's or other third-party managers' investment advice or participated in other programs. AEAM may have a financial incentive to recommend the program over other programs or services.

INFORMATION ON ALL PROGRAMS

Cost Comparisons: Wrap Fee vs. Non-Wrap Fee

Clients who pay inclusive wrap fees for a variety of services may pay more or less for such services than if they purchase such services separately. Factors that bear upon the cost of a PAM II, MAC, or ETF Select account in relation to the cost of the same services, if purchased separately, include the type and size of the account, the expected number of trades in the account, and the range of supplementary client related services provided with respect to the account, among other things.

Additional Information Regarding Fees and Charges

The wrap fee described above shall include First Allied's brokerage services, custodial services, and First Allied's other services to the account(s), including Quarterly Performance.

The fee will not include certain odd-lot differentials, transfer taxes, exchange fees, and other charges imposed by law on the execution of transactions in the account(s), or any brokerage or other charges for transactions not effected through First Allied. If the Adviser selects closed-end investment companies for the account(s), the client will pay its proportionate share of the investment companies' expenses, including such closed-end company's advisory fee.

The fee covers brokerage services only when transactions are executed through JP Morgan, Pershing or another approved custodian. Some programs discussed in this brochure are limited to specific custodians. Should the Adviser or client select another brokerage provider, the client may pay additional charges.

When the client selects mutual funds for all or a portion of its account(s), the client will pay its proportionate share of the mutual funds' fees and expenses, including management fees and shareholder servicing and/or distribution (Rule 12b-1) expenses, to the extent permitted by law. These fees and expenses are separate and distinct from the wrap fee charged by First Allied. First Allied and its IARs will receive Rule 12b-1 fees for distributing a fund's shares and/or providing services to shareholders, to the extent permitted by law. Shareholder services fees compensate First Allied for, among other things, handling purchases and sales of fund shares, maintaining records, providing clients with copies of prospectuses and other materials, assisting mutual funds in soliciting proxies, and responding to Client inquiries about share prices, balances, dividend amounts, and dividend payment dates.

For ERISA accounts, IARs will not receive 12(b)1 fees in addition to a management fee for mutual fund investments..

Termination

The account(s) may be terminated by either party with five (5) days written notice. Any pre-paid fees will be refunded to the client on a pro rata basis.

FIRST ALLIED SECURITIES, INC.

Other Business Activities:

First Allied is a wholly owned indirect subsidiary of Advanced Equities Financial Corp.

Advanced Equities Financial Corp. is a private holding company divided into two primary business units: (a) the Financial Services Group; and (b) the Capital Markets Group. The Financial Services Group engages primarily in retail and institutional securities brokerage, investment banking, private equities and asset management services through its subsidiaries, Advanced Equities, Inc., First Allied Securities Inc., Advanced Equities Asset Management, Inc., First Allied Advisory Services, Inc., and Advanced Equities Wealth Management which is comprised of Greenbook Investment Management, Inc, Advanced Equities Pension Services and Advanced Equities Insurance Services. First Allied is part of the Financial Services Group. The Capital Markets Group primarily provides investment banking and late stage private equity financing to emerging companies through subsidiary Advanced Equities, Inc.

Advanced Equities, Inc. is a related broker/dealer and registered investment adviser. FFP Securities, Inc. is a related broker/dealer First Allied does not provide advice that is formulated by this related entity, nor does this related entity appear to present any potential conflicts of interest with First Allied's clients.

Greenbook Investment Management, Inc. ("Greenbook"), Advanced Equities Asset Management, Inc. ("AEAM"), and First Allied Advisory Services, Inc. are related registered investment advisers. First Allied may utilize the investment management products and services of these firms from time to time. These products and services are described more fully in the Form ADV Part II of each firm. Potential conflicts of interest will be disclosed to clients who utilize these services through delivery of the respective Form ADV Part II.

First Allied Securities, Inc. is a member of the National Futures Association.

Many FASI IARs are licensed life insurance agents. An inherent conflict of interest exists since the adviser may receive insurance commissions in addition to advisory fees. All FASI advisory clients will be advised in advance of all sources of compensation. Clients are also advised that they are under no obligation to purchase insurance products through FASI or FASI IARs.

FASI IARs may be dually registered with affiliated RIAs or RIAs owned by the IAR.

As a broker/dealer, First Allied effects transactions for its own account and for its customers in securities including, stocks, bonds, options, mutual funds, variable insurance products and limited partnerships. First Allied and its affiliates may participate as an underwriter or a member of a selling group for initial public offerings. Affiliates of First Allied are engaged in the business of buying and selling stocks, bonds, mutual funds, options, insurance, and direct participation programs, plus financial consulting and securities analysis.

The principal and advisory affiliates are associated with First Allied as Financial Consultants. IARs may recommend securities or asset management products offered by First Allied or its affiliates. If clients purchase these products through First Allied, First Allied may receive the normal commissions or fees. Thus, a potential conflict exists between First Allied's interests and those of First Allied advisory clients. The client is under no obligation to purchase products First Allied recommends, or to purchase products through First Allied or its affiliates.

IARs of First Allied may offer insurance services through Greenbook Insurance Services. The principal and advisory affiliates of First Allied are licensed with several life, disability, and other insurance companies. IARs may recommend insurance products offered by these companies. The client is under no obligation to purchase products First Allied IARs recommend, or to purchase products through First Allied or through these insurance companies.

Due to the fact that First Allied is both a securities broker-dealer and registered investment adviser, clients may have both an advisory account and brokerage account with the firm. First Allied representatives may offer clients advisory services, brokerage services, or both, depending upon what are most suitable for the client in light of his or her financial needs. Advisory accounts are generally offered to investors that meet the account minimums and have a long-term investment horizon.

The principal executive officers spend 90% of their time on normal broker/dealer activities, and 10% on Investment Advisory activities.

First Allied is a registered securities broker dealer, and as such, may maintain an inventory account in certain stocks and may buy and sell on behalf of other clients of First Allied. First Allied is not the custodian of the accounts. All client funds and client accounts are custodied on a fully disclosed basis or another approved custodian.

Current regulations place substantial limits on the ability of First Allied to execute principal trades for investment advisory clients in, fixed income and certain other securities generally traded on a principal basis. Accordingly, trades involving such securities for clients of the programs described in this brochure generally are executed by dealers other than First Allied. Dealers executing principal trades typically include a mark-up or spread in the net price at which the transaction is executed. As a result, such trades will include the payment of mark-ups or similar compensation to such unaffiliated dealers.

Principal transactions in which First Allied buys or sells a security from its own inventory from or to a client, may be effected with investment management clients only after appropriate disclosure is made by First Allied and consent obtained from client. Significant conflicts of interest exist in principal transactions, including the possibility that the client could receive a better price if the trade were transacted in a non-principal capacity and First Allied's incentive to generate a profit by buying or selling from its own inventory.

First Allied is primarily a securities broker/dealer and certain financial consultants may provide investment advisory services for fees and effect securities transactions for commissions. In addition First Allied financial consultants may receive payments from certain mutual funds distributed pursuant to a 12b-1 or 12b-2 distribution plan or other such plans as compensation for administrative services. As such, a substantial conflict of interest may exist with respect to recommendations to buy or sell securities. Such conflicts are disclosed in the applicable advisory contract with clients.

In addition, First Allied may receive marketing support and sponsorship at broker/dealer conferences. The IAR does not receive any benefits directly from mutual fund companies other than the aforementioned 12b-1 fees, support and sponsorship.

As representatives of an independent broker/dealer, First Allied Financial Consultants have the ability to build investment portfolios based on the specific needs and goals of each individual client. First Allied offers a wide variety of approved products and programs including stocks, bonds, options, mutual funds, annuities, life insurance, alternative investments, college savings plans, and asset management programs. Because there are hundreds of investment choices within this universe of approved products, First Allied's marketing resources are focused on a select group of companies (the "Product Sponsors") that offer a broad spectrum of products and meet First Allied's due diligence criteria. The Product Sponsors have greater access to our Financial Consultants to market, train and educate them on their products and industry related topics with the intent to better serve their mutual clients.

It is important to know that although the Product Sponsors pay extra compensation to First Allied and/or its affiliates; clients do not pay more to purchase these products through First Allied than clients would pay to purchase them through another broker-dealer. The payment of this additional compensation to First Allied by these Product Sponsors may pose a financial incentive for us to promote certain products over other products, although we believe that these arrangements do not compromise the advice provided by First Allied Financial Consultants.

Companies that are not Product Sponsors may at times send First Allied payments in recognition of our sales and marketing efforts, and may have additional opportunities to provide marketing services to our Financial Consultants. Also, both Product Sponsors and other companies may pay marketing allowances to First Allied in connection with the sale of certain products and for training and education meetings for our Financial Consultants. Both Product Sponsors and other companies may also reimburse up to 100% of the cost of due diligence, training and education/joint marketing meetings for our Financial Consultants, as permitted by industry

rules. Sales of any products by First Allied Financial Consultants may qualify them for additional cash and non-cash compensation that may include support for their business activities, attendance at seminars, conferences and entertainment. Additionally, some investments, whether issued by Product Sponsors or not, may pay higher rates of compensation than others (for example, commissions on equities are usually greater than those on bonds, and private placement offerings generally carry higher commissions than investments in publicly traded securities).

Complete disclosure including the names of companies who have paid this compensation to First Allied may be obtained at www.firstallied.com or by contacting FASI in writing.

Education and Business Standards:

First Allied Securities, Inc. generally requires that individuals involved in determining or giving investment advice meet the requirements for dispensing investment advice in any state in which the IAR intends to prospect advisory clients. These requirements may include IAR registration in the state, qualification by exam (Series 65 or the equivalent), qualification demonstrated by experience as allowed by the individual state, or professional certification. First Allied requires that each IAR possess a FINRA Series 6 or Series 7 and valid securities registration in these states.

Education and Business Background:

Following is brief description including the name, year of birth, formal education after high school and business background for the preceding five years for each principal executive officer of the applicant or each person with similar status.

Adam Nicholas Antoniadis, born 1964, Chief Executive Officer of FASI since August 2007, and Chairman of FASI since July 2008. Mr. Antoniadis served as President of FASI from February 2007 through August 2007. Mr. Antoniadis has served as President of Advanced Equities Financial Corp. since 2004. He was formerly employed with First Allied Securities, Inc. as President, CEO and Corporate Secretary from 1994 until 2004. Prior to that Mr. Antoniadis was employed by Bishop Saxony Corporation as Corporate Secretary and, prior to that, was employed with Berkeley Safe Deposit as Head Currency Trader. Mr. Antoniadis is a graduate of Trent Polytechnic, Nottingham England.

Robert J. Moses, born 1966, is Senior Vice President, General Counsel of FASI. Prior to that he was Associate General Counsel of Josephthal & Co. Incorporated, which he joined in 1991. Mr. Moses holds a BS from Long Island University and a JD from the Benjamin N. Cardozo School of Law. Mr. Moses has been with FASI since its inception in 1994.

Vere Reynolds-Hale, born 1968, is Senior Vice President of the Financial Services Group at First Allied. His responsibility is to create a product sales- and marketing-focused department that ultimately drives company revenue. Mr. Reynolds-Hale manages First Allied's Partners Program and continuously seeks to increase its value to business owners, sponsors and the company. He also develops new and existing fee-based products, and educates business owners on products and services. Most recently, Mr. Reynolds-Hale served as the Executive Vice President of Product Marketing and Development at Summit Brokerage Services in Boca Raton, Florida. He was responsible for building relationships with sponsors and for developing product marketing efforts for Summit's financial advisors. Prior to joining Summit in 2007, he served as Vice President of Sponsor Relations at LPL Financial Services where he was responsible for the strategic planning, financial management and successful execution of LPL's sponsor relations program. He also led sales and marketing efforts of mutual funds, retirement plans, and the investment product sales desk. Mr. Reynolds-Hale studied political science at the University of South Carolina, and marketing management at Emeritus College in South Africa. He is currently studying to obtain his B.S. in Management from Pepperdine University. He holds Series 6 and 7 licenses, and has served on the board of directors for the Forum for Investor Advice.

Tiy O'Neal, born 1967, is Chief Operating Officer of First Allied Securities, Inc. and is responsible for back office operations including the areas of brokerage and advisory operations and trading, administration, escalation, integration, technical support and others. Ms. O'Neal has been in the financial services industry for over 19 years with her expertise being in back-office operations, trading, administration and management. She has been with First Allied since its inception in 1994 and has held positions as president of Western Securities Clearing Corp. and president of Tradewell Discount Investing, LLC. Ms. O'Neal with her husband and four children, reside in San Diego, California. She is involved with organizations such as the San Diego Center for Children and the Securities Industry Association.

JC Young, born 1964, has been the Vice President of Supervision at First Allied since 1997. Prior to joining First Allied Securities, Mr. Young held positions as an independent Financial Consultant with First Wall Street Securities, a Branch Manager with RAS Securities, and as a Financial Consultant with Robert Baird and Dickinson & Co. Mr. Young obtained a BA from the University of Iowa in 1986.

Donna B. Lawson, born 1964, is the VP and Chief Compliance Officer of First Allied. She was formerly employed as A.V.P. Compliance with Bishop Saxony Corporation, for four years; and, prior to that as Due Diligence Coordinator of Sentra Securities Corporation. Ms. Lawson holds a BS in Business Management from the University of Phoenix. Ms. Lawson has been with First Allied since its inception in 1994.

Luanne Borowski, Chief Compliance Officer, born 1962, joined AEAM in February 2007. Ms. Borowski has been the Chief Compliance Officer of Greenbook Investment Management, Inc. and First Allied Securities, Inc. since February 2007. Ms. Borowski's experience in the securities industry began in 1992. She has been an investment advisory compliance analyst with First Allied Securities, Inc. since February 2002. Ms. Borowski's most recent positions include Chief Compliance Officer of Asset Planning Associates, a broker/dealer, and Ken Stern & Associates, a registered investment adviser, from August 2000 until January 2002; Chief Compliance Officer for Cornerstone Wealth Management, a registered investment adviser, from November 1999 until January 2000; and Compliance Director for Dunham and Associates from 1996 until October 1999.

Robert M. Milburn, CPA, was born in 1958. He received a BS in Business Administration from Virginia Commonwealth University in 1981. Mr. Milburn's business experience includes:

Greenbook Investment Management, Inc., CFO, 06/2007 to present
Greenbook Financial Services, Inc., CFO, 06/2007 to present
Advanced Equities Asset Management, Inc. CFO, 06/2007 to present
Advanced Equities Financial Corp. Controller, 06/2006 to present
First Clearing, LLC, Project Manager, 10/1998 to 03/2005
Wachovia Securities, Treasury Manager, 01/2004 to 01/2005
Caspian Securities, Regional Controller, 08/1996 to 07/1998
ING Baring, Regulatory Supervisor, 08/1995 to 08/1996

Shannon Condra, born 1959, is Senior Vice President – Business Strategies Group of First Allied Securities, Inc. Ms. Condra has been with First Allied since its inception in 1994.

Gregg Glaser, born 1959, was named an Executive Vice President of First Allied Securities in January 2009. Mr. Glaser also served as the Financial and Operations Principal of First Allied Securities, Inc. since February 2005. Mr. Glaser has been the Chief Financial Officer of Advanced Equities, Inc. since September 2004. Mr. Glaser's experience as an Executive Officer in the securities industry began in 1986. His most recent positions include Chief Financial Officer for the Independent Brokerage Group of Wachovia Securities, LLC. from January 2001 through August 2004. Mr. Glaser obtained a Bachelor of Science - Accounting from the University of Florida.

Joel Marks, born 1956, was named an Executive Vice President of First Allied Securities in January 2009. In addition to this responsibility, Mr. Marks has served as Vice Chairman and Chief Operating Officer of Advanced Equities Financial Corp. since July 2004. Mr. Marks previously was a co-founder of JWGenesis Financial Corp. where he served as its Vice Chairman and Chief Operating Officer until it was acquired by Wachovia Securities in January 2001. Following the Wachovia acquisition, Mr. Marks served as Senior Vice President and Managing Director of Wachovia Securities through May 2002. Prior to founding JWGenesis, Mr. Marks served as Chief Financial Officer of Automobile Protection Corp., a third-party administrator which; in 1999, was acquired by Ford Motor Credit Corporation. Prior to his employment with Automobile Protection Corp., Mr. Marks was employed by the international accounting and consulting firm of Deloitte & Touche, LLP. Mr. Marks is a graduate of the University of Florida.

FIRST ALLIED SECURITIES, INC. SPONSORS OTHER ADVISORY PROGRAMS. INFORMATION ABOUT THESE PROGRAMS IS IN FIRST ALLIED'S FORM ADV PART II AND WILL BE FURNISHED UPON REQUEST.